

**These terms of reference have been developed to clarify the extent of the board's (as distinct from the sub-groups') remit and extent of decision-making and are not intended in any way to replace the constitution and should at all times be read in conjunction with the constitution and scheme of delegation.**

**1. Objectives**

To provide clear strategic direction and leadership for the company to ensure that Barnet Homes Business Plan meets the demands of the Council, residents and staff, supports continuous improvement and has built in long-term capacity for the future.

**2. Purpose**

**2.1 Strategic Direction**

2.1.1 To set the objectives and strategic priorities for Barnet Homes.

2.1.2 To approve the 5-year business plan and operating budget.

2.1.3 To approve and adopt strategies, policies and forward plans and budgets and to agree changes to these.

2.1.4 To agree the Company's approach to managing risk; to regularly review and agree the ranking of corporate risks.

2.1.5 To consider areas of new business for the Company and agree development opportunities.

2.1.6 To consider recommendations from the Council and/or Chief Executive regarding action following receipt of reports of external auditors, external inspectorate and the Local Ombudsman.

**2.2 Leadership**

To provide and improve leadership to achieve the organisational performance and change required for excellent status.

**2.3 Enabling**

To contribute to identifying resources which will enable continuous improvement.

**2.4 Strategic Assessment**

To manage and assess the strategic performance of the organisation.

**2.5 London and National ALMO Agenda**

To contribute to the development of ALMOs by participation and sharing information.

## **2.6 Diversity and Equalities**

To monitor implementation of the equalities and diversity strategy and approve improvement plans where necessary.

## **2.7 Governance**

**2.7.1** To recommend improvements to the Memorandum and Articles of Association.

**2.7.2** To approve the Board's Standing Orders, Scheme of Delegation, Financial Regulations, Contract Procedure rules and other governance policies.

**2.7.3** To approve the Board's annual report, financial statements and AGM notice.

**2.7.4** To approve the terms of reference and composition of the Board sub-groups and other Board Panels or Committees.

**2.7.5** To approve procedures for the conduct of elections for tenants and leaseholder board members in consultation with BHCP.

**2.7.6** To appoint the Board Chair and Vice Chair.

**2.7.7** To approve the appointment of the Chief Executive.

**2.7.8** To recommend persons for appointment as independent Board members.

**2.7.9** To approve casual board appointments and co-options.

**2.7.10** To appoint external auditors and approve their remuneration.

**2.7.11** To approve the removal of directors from the Board.

**2.7.12** To regularly review internal audit activity in the Company and to approve the planned annual internal audit work programme.

**2.7.13** To consider the external auditor's management letter.

**2.7.14** To consider and approve future agenda items.

### **3. The Membership of the Board**

- 3.1 The membership will comprise all Barnet Homes Directors. Meetings will be chaired by the Chair of the Board, or in his/her absence by the Vice- Chair of the Board.
- 3.3 A minimum of 6 Board Directors will represent a quorum (2 from each constituent group on the board).
- 3.4 If directors are unable to attend Board meetings for any reason they are required to give their apologies in advance to the Board & Governance Manager so that this can be recorded.
- 3.5 The lead officer for the Board will be the Chief Executive. In the absence of the Chief Executive the Deputy Chief Executive will act. The other Heads of Service and authors of reports are also expected to attend board meetings.

### **4. Meetings**

- 4.1 Board meetings will take place bi-monthly usually on the 3<sup>rd</sup> Monday of the month. Dates and times of meetings will normally be set at the first scheduled meeting of each calendar year.
- 4.2 Meetings will be open to the public unless exempt items are being discussed in which case the public will be excluded from that part of the meeting (refer to Standing Orders). Dates of the meetings will be published on the website; however, any members of the public wishing to attend meetings will be required to notify the Board & Governance manager in advance.
- 4.3 In the event of the quorum not being achieved, meetings will not be able to proceed and will need to be reconvened in accordance with the Memorandum and Articles of Association.

### **5. Reporting Arrangements**

- 5.1 Papers for meetings will be sent hard copy and electronically to all directors seven days prior to the date of the meeting unless circumstances dictate that papers cannot be circulated to this timescale (for example urgent matters arise) in which case papers will be circulated as soon as possible before the meeting.
- 5.2 Minutes of the meetings will be circulated electronically to all Board Directors no later than ten working days following the meeting.

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**Date:** 10 December 2008