



**Lincolnshire Housing Partnership
Board Terms of Reference
July 2023**

BOARD TERMS OF REFERENCE

Objective and Purpose

1. The role of the Board is to set the direction, objectives, and purpose of LHP. Its primary responsibility is to ensure the long-term sustainability of the organisation including the protection of its assets, ensuring they are used in the fulfilment of its social purpose and charitable objectives. The Board must exercise effective control across all its activities, including subsidiaries, to ensure the achievement of its objectives, that it meets customer needs and acts lawfully and in accordance with regulatory standards and accepted standards of governance, performance, and probity.

Membership

2. Between five and twelve Board Members (including co-optees). The Board should be of sufficient size that the requirements of the business can be met and that changes to the Board's composition can be managed without undue disruption. The Chair of the Customer Scrutiny Committee will also attend the Board as an observer.
3. The Chair of the Group Board cannot be appointed as the Senior Independent Director.

Quorum

4. Three members shall form a quorum.

Meeting Arrangements

5. The Board will meet six times a year including two strategy awaydays.

Lead Officer

6. Chief Executive.

Specific Duties of the Board

7. The duties marked * are reserved matters which are the responsibility of the Board and cannot be delegated.

Strategy, Plans and Performance

8. Direct and approve LHP's mission, values, strategy, objectives and plans in line with its charitable, community benefit or other constitutional purposes. Taking account of financial capacity, internal capability, and the external operating environment, including obligations to stakeholders and customer views. Review on a regular basis to ensure that LHP remains financially, environmentally, and socially sustainable. *
9. Determine and approve any expansion or cessation of LHP's activities and/or the existing geographical area within which it operates. *
10. Approve the Corporate Plan every at least every five years and a delivery plan and performance targets annually.
11. Scrutinise performance against plans and targets in priority areas on a quarterly basis and agree and monitor actions to address any significant under-performance against targets or external benchmarks. *

12. Determine where strategies, policies and plans are required to achieve overall objectives and they support the success of LHP and reflect its values and its commitments to resident focus to equality, diversity and inclusion. Ensure a schedule of delegated authorities for the approval of strategies and/or policies by Committees or the Executive is in place. * (see Strategy and Policy Schedule).
13. Approve clear objectives and priorities to actively promote equality of opportunity, diversity, and inclusion across all LHP's activities and periodically assess progress against targets.

Customer Experience and Engagement

14. Approve the Customers, Communities Independent Living and Neighbourhood Strategies and review annually with recommendations by the Operations Committee including consideration of: *
 - changes in housing policy, political, legislation, regulation, building safety, sustainability requirements/aspirations, and the economy;
 - performance challenges which require addressing;
 - changes in customer priorities arising from customer engagement and insight;
 - impacts/risks to customers which require mitigating; and
 - information on local housing markets & housing needs assessments
15. Review and scrutinise on a quarterly basis the day to day service performance of landlord services, customer insight and complaints at a summary level, including actions to address any areas of serious under-performance or significant risk to ensuring regulatory standards are met.
16. Ensure a clear customer engagement framework is in place to enable customers to influence decisions and scrutinise performance of services and investment in homes across all tenures and periodically scrutinise its effectiveness.
17. Be responsible for resident safety and ensure the needs and safety of LHP's current and future residents and other customers are placed at the heart of the board's decision-making.
18. Review and approve on an annual basis the publication of the Customer Annual Report.

Development and Asset Management

19. Approve the Homes Strategy which set the targets and parameters for all development and asset investment activity, including plans to ensure the environmental sustainability of housing property and review annually with recommendations by the Operations Committee including: *
 - changes in housing policy, political, legislation, regulation, building safety, sustainability requirements/aspirations, and the economy;
 - performance challenges which require addressing;

- changes in customer priorities arising through customer engagement and insight;
 - impacts/risks to customers which require mitigating; and
 - information on local housing markets & housing needs assessments
20. Review and scrutinise on a quarterly basis the performance in relation to asset investment, development, and sales at a summary level, including actions to address any areas of serious under-performance or significant risk to ensuring regulatory standards are met.
 21. Approve any development scheme that carries significant financial or other risk and/or are outside of the approved Homes Strategy following consideration of the recommendations made by the Operations Committee.
 22. Approve programme funding bids for which the funding body has a requirement for Board approval or oversight following consideration of the recommendations made by the Operations Committee.
 23. Approve the annual and five-year Asset Plan in existing homes, as part of the annual budget setting process, following consideration of the recommendations made by the Operations Committee. This includes consideration of: *
 - the integrity of stock condition data, survey programmes and investment planning;
 - whether repair costs assumptions in the Business Plan are robust;
 - that legal and regulatory requirements are being met;
 - any significant proposals for reinvestment, redevelopment, rationalisation, or acquisition of housing property; and
 - the development appraisal assumptions and criteria ensuring that appropriate financial parameters are in place to maintain the long-term financial viability of LHP.
 24. Approve disposals of social housing stock that are outside of the Home Strategy parameters and where there is significant complexity and/or financial and reputational risk, following consideration of the recommendations made by the Operations Committee. An annual disposals plan is approved as part of the annual review of the Business Plan.

Finance and Treasury

25. Review and approve the Business Plan of LHP, and its subsidiaries, on an annual basis to ensure plans reflect strategy and are based on reasonable economic, development and operational performance assumptions and will maintain the financial viability of LHP. This follows consideration of the recommendations made by the Finance Committee. *
26. Review and approve the annual budgets of LHP, and its subsidiaries, ensuring financial resources are available to meet the financial business plan objectives, value for money targets are set, and budgets comply with key performance indicators and covenants.

This follows consideration of the recommendations made by the Finance Committee. *

27. Approve the Treasury Strategy, supporting treasury policies and the appointment of Treasury advisers. Scrutinise treasury management activity quarterly, monitoring performance against the Strategy, following consideration of the recommendations made by the Finance Committee. *
28. Review and approve all funding and security arrangements, including the terms and conditions of lending agreements and loan offers received, capital market facilities following consideration of the recommendations made by the Finance Committee. *
29. Review and approve any changes to LHP's rating agency following consideration of the recommendations made by the Finance Committee.
30. Review and approve any changes to LHP's banking arrangements and banking provider, following consideration of the recommendations made by the Finance Committee.
31. Approve the Annual Accounts and Financial Statements, including those of subsidiaries, and receive assurance on the integrity of the financial information, following consideration of the recommendations made by the Audit and Risk Committee. *
32. Ensure there are formal and transparent arrangements ensuring that LHP is financially viable and maintains both a sound system of internal audit and controls and an appropriate relationship with its external auditors.
33. Scrutinise overall financial performance quarterly, receiving and reviewing headline financial monitoring reports including reports on cashflow positions, covenant compliance, management accounts, value for money and benchmarking information. Put in place action plans to address any areas of serious under-performance or significant risk.
34. Approve the Financial Regulations for the Group, following consideration of the recommendations made by the Audit and Risk Committee. *
35. Approve the Value for Money Self-Assessment, including value for money targets, following consideration of the recommendations made by the Audit and Risk Committee, and ensuring consideration of value for money is intrinsic to the whole business and regulatory requirements are met. *
36. Approve annually LHP's setting of rents and service charges and at least once every three years the associated policies, ensuring compliance with regulatory requirements following consideration of the recommendations made by the Operations Committee. *
37. Approve any additional budget requirement during the year.

Governance and Regulation

38. Ensure that the LHP's affairs are conducted in accordance with generally accepted standards of governance and probity, including compliance with the chosen Code of Governance.

39. Review LHP's overall governance arrangements and their effectiveness periodically to ensure they remain fit for purpose and are in line with regulatory requirements and good practice. This includes receiving assurance on the levels of compliance with the adopted code of governance from the People and Governance Committee on an annual basis and ensuring a statement confirming compliance with the NHF Code of Governance is published with the annual report, with an explanation given for any non-compliance.
40. Approve any changes to the legal and governance structure, rules, size or composition of the Board, other Boards and Committees following consideration of any recommendations made by Committees. Ensuring that committees are established where the board determines that they will enable it to exercise more effective scrutiny, control or oversight of particular areas of LHP's activity. This includes setting up new subsidiaries and ensuring that subsidiaries support and enhance delivery of LHP's mission and objectives. The Group Board has the responsibility and reserve powers to direct, and if necessary, intervene in the governance of its subsidiaries. *
41. Approve the Standings Orders and Terms of Reference for all Boards and Committees, including delegated authorities for all matters and authorised signatories, following consideration of any recommendations from the Audit and Risk Committee. *
42. Approve any joint ventures or partnership vehicles with external counterparties and ensuring that these are in support of LHP's mission and strategies and that benefits, and risks have been fully assessed and are reviewed periodically thereafter. *
43. Approve the appointment or removal of members and co-optees to the Board, Committees, and subsidiary Boards, including the selection of the Chair and appointment of Trainees. *
44. Ensure that LHP complies with all regulatory standards, including proactive and timely communication with the Regulator should any potential regulatory breaches occur. This includes receiving assurance on the levels of compliance with the regulatory standards from the Operations Committee and Audit and Risk Committee on an annual basis.
45. Approve the Board and skills and succession plan following recommendations from the People and Governance Committee, ensuring the board has a diverse membership with the collective skills and attributes needed to govern effectively.
46. Appoint who shall act as the Company Secretary for the Group. *
47. Approve the Remuneration Policy for Board, and Committee members following recommendations from the People and Governance Committee. *
48. Approve any changes to the adopted Code of Conduct and receive reports on Board member interests on an annual basis. Review the register of Board and Committee member interests on an annual basis prior to publication.
49. Review and seek to improve the effectiveness of governance arrangements annually. This includes ensuring that the collective and individual appraisal of the Board and its members takes place, reviewing effectiveness, diversity, training needs and succession planning.

50. Ensures accountability by operating openly and transparently, and demonstrating accountability to key stakeholders including residents, other customers and partner statutory bodies.

51. . *

Risk and Internal Control

52. Ensure that appropriate risk management arrangements are in place and approve the Risk Management Strategy and Policy ensuring a full risk assessment is undertaken on matters that carry a significant risk. This includes a quarterly review of a summary of the significant risks on the Risk Register considering the internal and external operating environment and reviewing concerns and assurance from Committees. *

53. Ensure that a scenario planning exercise is undertaken at least annually to stress test the Business Plan and identify and monitor the implementation of any mitigation actions needed to ensure the continued financial viability of LHP. This includes consideration of recommendations from the Audit & Risk and Finance Committees. *

54. Ensure that an Asset and Liability Register is in place, reviewing a summary at least annually.

55. Approve the Risk Appetite Statement annually. *

56. Approve the internal controls assurance statement annually, following consideration of recommendations from the Audit and Risk Committee. Ensure actions are identified to address any significant control weaknesses. *

57. Approve the appointment or removal of the external auditors, as recommended by the Audit and Risk Committee. * The Board will discuss the work of the Audit and Risk Committee once a year based on a formal report by the Chair of the Committee.

Legal and Compliance

58. Ensure compliance with all legal, statutory, regulatory and constitutional requirements.

59. Review the impact of any new legislation as it may affect LHP and determine any necessary action to be taken.

60. Approve the LHP Health and Safety Policy and scrutinise arrangements for health and safety in relation to property, customers, and colleagues at least annually and high-level compliance performance quarterly, to ensure management of these areas meet statutory requirements and are sufficiently resourced. *

61. Approve the Procurement Strategy and any contract award more than £4.7m.

62. Ensure there are clear and well-publicised arrangements for colleagues and others associated with LHP to raise confidential concerns with the Chair of the Audit & Risk Committee, where there are serious concerns and cannot appropriately be raised through the usual channels, and for these to be dealt with through proportionate and independent investigation as necessary.

63. Approve an annual assessment against all regulatory standards, following

consideration of recommendations from Committees. Ensure actions are identified to address any significant compliance weaknesses. *

64. Approve out of court settlement claims more than £50,000 by or against LHP.
65. Approve, through delegation, the Executive Leadership Team to enter contracts and deeds and where appropriate to authorise the affixing of LHP's seal in accordance with the Rules and to report the use of the seal annually to the Audit and Risk Committee. *

People, Culture and Organisation

66. Approve the Environmental, Social and Governance Strategy and People & Culture Framework and review both annually as recommended by the People and Governance Committee including consideration of:
 - changes in policy, political, legislation, regulation, sustainability requirements/aspirations and the economy;
 - performance challenges which require addressing;
 - impacts / risks to colleagues which require mitigating; and
 - insight on the views of colleagues, organisation, culture and behaviour.
67. Ensure that the organisation structure supports the delivery of LHP's purpose and strategy and approve any significant restructuring escalated jointly by the Chair of the Board and Chief Executive to the Board for consideration.
68. Approve any material changes to the pay, terms, and conditions of all colleagues, including the annual pay award, following consideration of recommendations from the People and Governance Committee. *
69. Approve any changes to pension arrangements following consideration of recommendations from the People and Governance Committee.
70. Approve the appointment, and dismissal, if necessary, of the Chief Executive. *
71. Approve the remuneration package for the Chief Executive and the Executive Directors including salary, benefits and terms of employment following recommendations by the People and Governance Committee. Ensure the Chief Executive's contract is reviewed once every three years. *
72. Approve any significant change in structure of the Executive Leadership Team, following recommendations from the Chief Executive. This includes involvement in the recruitment of Executive Leadership Team members. *
73. Approve any severance arrangements relating to the Executive Leadership Team. *
74. Approve any strategies or significant changes to IT, digital, transformation and office accommodation following recommendations by the Executive Leadership Team.
75. Regularly consider and define the culture and behaviours that will best enable LHP to deliver its mission and values.
76. Demonstrates a clear and active commitment to achieve equality of opportunity,

diversity and inclusion in all of LHP's activities, as well as its own composition. Ensuring there are policies and statements which meaningfully demonstrate this commitment, and priorities and objectives are set for LHP to achieve.