**From Habinteg’s Standing Orders**

# The Role of the Board

* + 1. The Board leads the Association in pursuit of achieving its social purpose. The Board sets the Association’s mission and values and regularly reviews and reaffirms their relevance.
    2. The Board sets the Association’s (and its subsidiaries) ambitions, plans, strategies and policies to enable it to meet its social purpose and remain viable and sustainable. Through this it exercises direction and control of the Association. It exercises oversight of delivery of plans and strategies through the monitoring of performance and effectiveness of all business functions; the delivery of strategic aims and the implementation of policies.
    3. The Board establishes organisation and staffing structures and determines the resources for such to support the delivery of the Association’s social purpose and strategic aims and regularly reviews their effectiveness.
    4. The Board establishes an internal control and risk management framework and oversees its effectiveness.
    5. The Board retains ultimate responsibility for the Association’s compliance with legal, statutory, regulatory and constitutional requirements.
    6. The Board has overall responsibility for the affairs of Habinteg but delegates the day-to-day running of the organisation to the Chief Executive and other employees.

# Core Responsibilities of, and Matters Reserved for, the Board

* + 1. The Core Responsibilities of the Board are to:
       - Set and ensure compliance with the Habinteg’s vision, values, mission and strategic objectives;
       - Set organisational and governance structures which support delivery of the Association’s social purpose and strategic objectives;
       - Set and lead organisational culture with a strong resident engagement and empowerment focus;
       - Set Habinteg’s approach to Diversity, Equality and Inclusion
       - Ensure accountability to all stakeholders (including customers);
       - Ensure efficient, effective and economic operation of the organisation, including the governance structure;
       - Provide oversight, direction and constructive challenge to the organisation’s Chief Executive and wider Executive team;
       - Appoint (and if necessary, remove) the Chief Executive and approve their salary, benefits and terms of employment, subject to, independent advice as appropriate and approve any material payments/benefits to the Chief Executive upon termination of their contract;
       - Satisfy itself as to the integrity of the organisation’s financial information;
       - Establish, oversee and review a framework of delegation and systems of internal control; including the powers to direct and intervene if necessary, in the governance of any subsidiary;
       - Monitor strategic, operational and financial performance and hold the Executive to account for the delivery of their objectives and the achievement of agreed performance targets;
       - Establish and oversee a risk management and assurance framework in order to safeguard the assets and reputation of Habinteg;
       - Ensure that Habinteg’s affairs are conducted lawfully and in accordance with high standards of performance and probity;
       - Establish a Health and Safety and Framework to ensure the safety and wellbeing of the Association’s residents, customers and workforce Compliance;
       - Ensure that Habinteg is effectively positioned, building its profile, reputation, relationships and networks locally, regionally and nationally;
       - Ensure compliance with relevant law, regulation and the Constitution (The Rules); and
       - Take appropriate professional advice whenever necessary.
    2. The matters that the Board has chosen to reserve to itself are to:
       - Approve the Corporate Plan and Corporate Strategies, ;
       - Appoint (and, if necessary, remove) the External Auditor and approve the audit fee;
       - Appoint the Internal Auditors;
       - Approve the Business Plan and annual budget;
       - Approve the Treasury Strategic Plan, Treasury Management Policy and investment Policy;
       - Review and approve the programme and outcome of the stress-testing of the Business Plan;
       - Approve the Asset & Liability Register annually;
       - Approve the approach to Value for Money and the annual VFM self-assessment statement;
       - Approve each year's Statutory Accounts, Operating & Financial Review and Representation Letter;
       - Approve the Governance Framework (including Standing Orders), Financial Regulations, Schedule of Delegated Authority, any Intra Group Agreements and Policies it has reserved for Board approval (see 2.4);
       - Approve any new funding facilities or revisions to existing funding arrangements;
       - Approve investments and disposals above those delegated to the Executive Team and Investment Committee;
       - Approve any individual capital commitments above those delegated to the Executive Team and the Investment Committee;
       - Consider and approve any expansion of operations into new activities or geographic areas and approve the cessation of any part of the organisation’s activities or withdrawal from geographical areas;
       - Approve any changes to the corporate or governance structure of Habinteg, including the setting up of any subsidiaries or the establishment of any new standing Committees;
       - Oversee the Board & Committee appraisal process and Board succession planning;
       - Appoint (and if necessary, remove) the Chair of the Board and any other Board Non-Executive Director or co-optee, including the Company Secretary.
       - Appoint (and if necessary, remove) the Vice Chair, and any Standing Committee Chairs and make appointments to standing Committees of the Board as appropriate.
       - Approve the renewal of Board and Committee Member appointments for a second term of three years.
       - Approve an extension to the term of office of the Chair of the Board and any other Non-Executive Director where the maximum tenure of six years has been served, up to a maximum of nine years and on a year by year basis and where it has been formally considered to be in the best interests of the Association.
       - Approve the levels of Board remuneration (after taking external advice from an independent Board remuneration consultant or through a valid benchmarking exercise);
       - Approve the adopted Code of Governance and the annual compliance statement under the Governance Code;
       - Approve the annual certification of compliance under the Governance & Financial Viability Standard;
       - Approve a Board Members’ Code of Conduct - including management of potential conflicts arising from Board members’ personal and external interests - and ensure compliance;
       - Make decisions on all matters which might create significant financial, reputational or other risks to the Association which raise material issues of principle;
       - Review and approve resolutions to be put forward by the Board and subsidiaries at a General Meeting;
       - Undertake the final resolution of disputes in line with agreed Policies;
       - Approve the matters reserved for all subsidiaries;
       - Approve all matters as set out in the Financial and non-Financial Scheme of delegations which are not set out here;
       - Agree any changes to the schedule of matters reserved for Board decisions;
       - Review and approve Habinteg’s Gender Pay Report annually;
       - Review the effectiveness of Habinteg’s approach to compliance, health & safety and safeguarding annually;
       - Review the Strategic Risk Register at each meeting.
    3. Where relevant, the Board must ensure that appropriate advice is taken on these items and in particular on matters of legal compliance and financial viability.
    4. Once the Board has made its decisions in these areas, the implementation and monitoring of these functions may be delegated to Committees, working groups or the Chief Executive and other employees of Habinteg. The Board's role thereafter will be to receive periodic reports (as it decides) on, or to otherwise monitor as it sees fit, the operation of the policy.