

RBH (DESIGN AND BUILD) LIMITED BOARD'S TERMS OF REFERENCE

The Board of Rochdale Boroughwide Housing Design and Build Limited is responsible for the overall control of the affairs of the company, including the monitoring of performance of all its functions and determination of resources to meet its financial and other obligations. Any activities of RBH Design and Build Ltd of any kind will be to further the purpose and objects of the Parent, Rochdale Boroughwide Housing (RBH)

A. Membership and Quorum

- The Board will consist of two members, both of whom shall be Executive Directors of RBH but not members of the RBH Board. Directors shall be appointed by the Parent Board.
- The Directors shall appoint a Chair.
- The quorum of the Board shall be 2 members

B. General Responsibilities

- Working effectively with, and taking into consideration the views of the Parent and where required, ensuring decisions made by RBH are put into effect.
- Ensuring that the company operates effectively, efficiently and economically.
- Ensuring the solvency, financial strength and good performance of the company. Whilst not involving itself in operational detail the Board will obtain assurance that the company has the detailed information and reporting necessary for delivering good performance.
- Ensuring good governance.
- Ensuring compliance with the Parent's framework of delegation and systems of internal control.
- Establishing and overseeing a risk management framework in order to safeguard the assets and reputation of the company and the Parent.
- Ensuring compliance with the *RBH Intra Group Agreement* and the memorandum and articles.
- Regularly appraise its own effectiveness including reviewing the balance of skills of its members.
- Following a meeting of the subsidiary Board to report to the Parent Board key issues discussed.
- To immediately report to the RBH Board any arising issues it feels will seriously impact on the Parent.

- To approve the company's annual statement and accounts.
- To consider and approve the financial business plan, annual budget and periodic forecast and monitor performance in relation to this.

C. Frequency of Meetings

The Board shall meet formally at least twice per year and whenever else deemed necessary.

Urgent decision between meetings may be taken electronically.

D. Conduct

The Board will operate in accordance with the applicable sections of RBH's Code of Conduct for Board Members.

E. Scope

The Board's relationship with RBH will be a co-operative relationship. The Board should ensure that it does not encroach on any of the responsibilities of RBH and act within the spirit of the *RBH Intra Group Agreement*, the memorandum and articles of the company at all times.

The Board will adopt and abide by a Governance Statement which will be in line with the adopted Code of Governance by RBH Group.

F. Miscellaneous

Operational management of the company must be delegated to the employees of the Company or the Parent.