

RBH PROFESSIONAL LIMITED BOARD'S TERMS OF REFERENCE

The Board of RBH Professional Limited is ultimately 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.

A. Membership and Quorum

- The Board will consist of two members, 1 Non-executive Director and 1 Executive Director. The Non-executive Director shall always be the 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 that is Rochdale Boroughwide Housing Limited ("RBH"), and where required, ensuring decisions made by RBH are put into effect.
- Setting and achieving the strategic objectives of the company, ensuring its long term success, whilst making decisions based on RBH's values.
- Setting a positive culture with strong customer focus.
- Ensuring that RBH Professional complies with its equality and diversity requirements and that every report that comes to the Board for approval includes an Equality Impact Assessment.
- Ensuring that RBH Professional operates effectively, efficiently and economically.
- Establishing a framework for the approval of policies, plans and budgets to achieve those objectives and monitoring performance against them.
- 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.
- Maintaining an awareness of levels and trends of customer satisfaction.
- Agreeing the company's risk appetite and ensuring effective risk management.
- Ensuring good governance.
- Establishing, overseeing and reviewing a 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.
- 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 RBH Board key issues discussed.

- To immediately report to the RBH Board any arising issues it feels will seriously impact on the Parent.

C. Financial Responsibilities

- To review the financial strategy of the company and ensure that it is properly implemented and controlled.
- To maintain oversight of the financial policies of the company regarding investment of surpluses and risk assessment.
- To consider and approve the financial business plan, annual budget and periodic forecasts.
- To monitor performance against business plan/budget/forecast.
- To monitor and report on the continued financial health of the company.
- To approve the annual statements.
- To approve the appointment of the company's bankers and any bank guarantees required.

D. Frequency of Meetings

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

Urgent decisions between meetings may be taken electronically.

E. Conduct

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

F. 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* and the memorandum and articles of the company at all times.

G. Miscellaneous

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