



Shropshire Towns and Rural Housing Ltd Board

Terms of Reference

Considered at the STAR Board Meeting on 26th May 2016.
Amended at the STAR Board Meeting on 23rd February 2017.
Amended at the STAR Board Meeting on 30th November 2017.
Amended at the STAR Board Meeting on 16th September 2024.

DEFINITIONS

Board means the Board of directors of the Organisation from time to time;

Company means Shropshire Towns and Rural Housing Ltd.

Managing Director, Corporate Director and Operations Director means the designated employee of Shropshire Towns and Rural Housing.

Board Members means the directors for the time being of the Organisation; **Chair** means the chair of the Organisation appointed pursuant to Article 63 or in his absence any vice or deputy chair appointed pursuant to Article 65.

Council Board Member means a Board Member who is appointed pursuant to Article 23; **Council** means Shropshire Council or any successor body thereto.

Independent Board Member means a Board Member appointed pursuant to Articles 30 to 35 inclusive.

Tenant Board Member means a Board Member appointed pursuant to Articles 26 to 29 inclusive.

PURPOSE

The Board has ultimate responsibility for the governance of STAR Housing and the overall responsibility for its work. The Board's central role is to direct STAR Housing's work – that is to determine strategic direction, deliver the terms of the Management Agreement and approve overall expenditure and policies

MEMBERSHIP & MEETINGS

The Board will comprise of 10 members who be limited to serve a term of 3 years up to a maximum of 3 terms.

The Board will comprise:

- 2 Council Members
- 3 Tenant Members
- 5 Independent Members

Members will be appointed by the Board each year normally at the Annual General Meeting although the Board can appoint members at any time if vacancies arise.

The quorum for the transaction of the business of the Board at the time when any Board meeting proceeds to business shall be *four* comprising no fewer than one Tenant Board Member One Independent Board Member and one Council Board Member.

The Board will appoint a Chair and vice Chair for each year at the first meeting following the AGM. These appointments will serve for 1 year and members are eligible to hold these positions in successive years. In exceptional circumstances the Chair and Vice-Chair can be appointed for longer than 4 years with the agreement of the Board.

The Board will meet at least 5 times during an annual cycle but may hold additional meetings where the Board considers it necessary.

The Managing Director, Corporate Director and Operations Director (or their nominated representatives) will normally attend Board meetings although the Board may hold meetings without the attendance of any employee of the Company should it so choose. Other attendees could also include:

- Internal auditor
- External auditor
- Note taker
- Other employees of the Company on invitation
- External advisors where appropriate

SPECIFIC AREAS OF RESPONSIBILITY

1. Functions of the Board

The functions of the Board are:

1. Defining the core values, vision and objectives of the company and ensure that policies and procedures are in place to achieve these objectives.
2. To ensure that the Board operate to the highest ethical standard and follow the guiding principles as set out in the Governance Strategy.
3. Maintaining overall control over the Company's affairs including effective management of risk.
4. Ensuring that there are mechanisms for communicating and receiving feedback from stakeholders including the Council.
5. Setting and approving the Annual Budget.
6. Overseeing arrangements for developing the Company Business Plan and approving the Business Plan.

7. Monitoring progress on the Business Plan, Service Plans, Service Improvement Plans and key strategies and considering significant variances.
8. Approving, monitoring and reviewing the Business Plan.
9. Approving key strategic policies as set out in the Policy Framework.
10. Considering action to be taken following the receipt of reports from the external and internal auditors, external inspectorates and the local Ombudsman.
11. Monitoring key performance indicators, general service performance and financial management by exception.
12. Approving STAR Housing responses to consultation papers and considering the Company's approach to policy developments in the Housing Sector and ALMOs.
13. Approving the terms of reference for Subcommittees and Panels, and the appointment of Co-optees.
14. Approving significant changes to staffing levels or organisational structures following a recommendation from SMT.
15. Monitoring and reviewing the staffing establishment of the Company and approving proposals for significant change such as changes to terms and conditions of service.
16. Monitoring and reviewing the Company's Governance Arrangements annually including implementing the Governance Action Plan
17. Considering proposals to change the Constitution and the Scheme of Delegation
18. Approving Changes to the Board Code of Conduct and supporting procedures and protocols

2. Companies Act

The Companies Acts defines the way a company is regulated, the use of auditors, corporate administration and the role of a Director. The Act also introduced the concept of 'Enlightened Shareholder Value', which requires Directors to consider how to balance the interest of members against those of other stakeholders generally.

3. Delegation to Subcommittees

Development Sustainability and Strategic Investment Subcommittee

- The Subcommittee shall review housing development, considering new build housing and land and property purchases to ensure that the Council's HRA has sufficient housing stock to ensure the long-term viability.
- The Subcommittee is responsible for keeping the Board informed about Housing Development progress and related issues including making recommendations to the Board as and when appropriate.
- The Subcommittee is responsible for the approval of all development and sustainability policies, procedures and projects.

Finance, Audit & Risk Subcommittee

- The Subcommittee is responsible for keeping the Board informed about the financial reporting process, internal audit, external audit, accounting and internal control and risk management.
- The Subcommittee is responsible for the approval of the organisational wide audit annual plans and inspection programmes.

- The Subcommittee is responsible for the approval of all related Finance, Audit and Risk policies, procedures and projects.

HR & Remuneration Panel

- Remuneration Panel to take delegated responsibility for reviewing and determining Shropshire Towns and Rural Housing Ltd Remuneration for the Directors and all Board Members including the Chair and Vice-Chair.
- Oversee the process for agreeing the job description, recruitment, appraisal and any necessary disciplinary action of the managing Director.
- The Subcommittee is responsible for approving all HR and remuneration policies, procedures and projects.

Customer Services Subcommittee

- The Subcommittee is responsible for developing a Strategic Vision for all Services provided to our customers including the repairs and maintenance service, achieving the twin aims of profit (cost effectiveness and value for money) and high levels of customer satisfaction.
- The Subcommittee is responsible for monitoring the implementation of agreed strategies and implementation plans
- The Subcommittee is responsible for ensuring that our customers' voice and feedback is effectively heard by STAR and is being translated into effective strategies, improvement plans and actions
- The Subcommittee is responsible for approval policies and procedures that directly impact customers.

CORE VALUES

We're always thinking of new , innovative ways to work

We don't want to stand still; we want to welcome new ideas. We'll challenge ourselves to think differently and be innovative. We want the people who live and work in our communities to get outstanding services and communities.

We're honest, accountable and transparent in everything we do

We are committed to being open and honest and will hold ourselves and others to account. We will use our resources in areas that people have said are a priority. We know there are difficult decisions to take, we will address these issues and explain how we reach our conclusions. We will consult and listen to residents before we address issues and explain how we reach our conclusions.

We're sustainable and responsible

If we promise something we will deliver it. We will always stand by our actions and be accountable. We will listen to all of our customers and be non-judgmental in our approach.

We recognise that we work in a challenging economic environment that makes us more determined to ensure our money and people are used in the best possible way. We will be organised but flexible and provide a professional service that provides value for money.

We put our customers first and listen to their needs

We will help residents in our communities to be confident and achieve. We will be dependable and reliable and listen to the concerns in our neighbourhoods. We will be welcoming and approachable recognising that everybody is an individual.

We support our staff to be the best that they can be

We commit to providing all the relevant training to allow our staff to deliver the best services possible. We also recognise the importance of supporting and encouraging staff to develop their skills and knowledge.

