



## **Uppingham Homes Community Land Trust**

### **Board Terms of Reference\***

**\*to be read in conjunction with the Rules of The Society**

#### **1. Purpose and Objectives**

The aim of The Society is to provide and manage affordable housing both for sale and rental for the benefit of the local communities in Uppingham and the surrounding villages of Preston, Wing, Glaston, Bisbrooke, Seaton, Lyddington, Thorpe by Water, Caldecott, Stoke Dry, Belton Wardley, Ridlington and Ayston. In particular to provide assistance for the younger members of the community aged between 18 and 35 who are unable to afford open market housing whether to rent or to buy.

#### **2. Board Membership**

The Board shall consist of between five and twelve members (including co-optees) with a maximum of one third being employees of The Society.

Except for co-optees only members of The Society can be board members.

Board members shall be elected, following approval by the Board, by a vote of the members at the Annual General Meeting of The Society.

Board members shall serve for a term of three years. They shall retire from office at the third Annual General Meeting following their appointment but shall be eligible for re-election for a further term of three years. Board members having served continuously for nine years shall not be eligible for re-election for at least one full term of three years.

Any board member having an interest which might give rise to a conflict with the interests of The Society shall disclose that interest in accordance with the policies and procedures adopted by the Board and shall observe the requirements of the Board and the Rules of The Society for dealing with conflicts of interests.

Within one month of election or appointment each Board member shall sign a statement to be delivered to the Secretary confirming that they will meet the standards and observe the policies and procedures set by the Board and The Society.

The Board shall elect one of the board members to be Chair of The Society on such terms as the Board shall determine. The Chair shall chair the board meetings. The Board may also elect a vice-chair who shall, in the absence of the Chair, chair the Board meetings.

The Board may appoint up to five co-optees to serve on the Board or its committees on such terms as the Board thinks fit. Co-optees can act as board members but cannot vote on matters relating to employees or members.

### **3. The Secretary**

The Board shall appoint a Secretary for The Society on such terms and with such duties as the Board shall from time to time decide.

The Secretary shall be responsible for minuting the proceedings and resolutions of the Board.

### **4. Decision Making**

Three board members or such greater number as the Board shall decide shall form a quorum (excluding board members who are residents or employees).

Decisions of the Board shall be taken on a majority vote and in the event of equality of votes of those eligible to vote the Chair shall have a second or casting vote.

### **5. Meetings**

The Board shall meet at least three times a year and more often as appropriate to manage the affairs of The Society.

Board members shall be given seven days written notice (sent by the Secretary by post, fax or electronic communication) of a board meeting unless seventy five percent of the board members agree to shorter notice.

### **6. Responsibilities**

The Board shall set and ensure compliance with the values, vision, mission and strategic objectives of The Society.

The Board shall:

- satisfy itself as to the integrity of the financial information approving each year's budget and annual accounts prior to publication
- establish and oversee the governance arrangements and practices of The Society and ensure that these meet good practice standards at all times
- establish oversee and review annually a framework of delegation and system of internal controls for The Society
- establish and oversee a risk management framework for The Society
- appoint and, if necessary, dismiss, a chief executive and approve the salary benefits and terms of engagement of the chief executive
- ensure that the affairs of The Society are conducted in accordance with accepted standards of performance and propriety
- establish and operate a performance appraisal system for the Board, the Chair and individual board membership.

## **7. Delegation**

The Board may, from time to time, delegate any powers under written terms of reference to its committees' officers or employees.

The Board shall reserve to itself certain significant matters that cannot be delegated

The Board shall set the terms of reference for, and determine the membership of, any committee which shall include at least one board member. The Board will appoint the Chair of any committee and specify the quorum

All acts and proceedings of committees shall be reported to the Board

## **8. Information**

The Board shall agree and make available generally and by publication on its website:

- The Board's statement of values and objectives
- The minutes of the meetings of the Board
- Resolutions passed and policies adopted by the Board
- Details of the current obligations of board members to the Board and The Society
- The policy for electing new board members
- The policy for admitting new members of The Society

## **9. Review**

The Board shall review these terms and shall evaluate its performance against its objectives annually in accordance with the procedures for performance appraisal established by the Board.