

## Non-Executive Director (NED) role description

<b>Role purpose</b>
Working with other members of the board to act in the best interests of the company, promote its success, consider the long-term consequences of decisions, the interests of employees and the impact of operations on customers, the community and environment. A NED must act fairly, exercise independent judgement and meet legal and ethical standards with transparency. NEDs must ensure the long-term sustainability of the organisation, manage strategic risk and ensure the protection of social housing assets and the sector's reputation, fulfilling their duties with appropriate diligence and expertise.
<b>Key responsibilities</b>
<p>1 <b>To deliver the current terms of reference of the board(s)/committee included at appendix 1.</b> These may be amended by the board from time to time.</p> <p>2 <b>Training and development</b></p> <ul style="list-style-type: none"><li>• Attend induction and training sessions with a commitment to continuous professional development.</li><li>• Observe other meetings within the governance structure</li><li>• Maintain sector knowledge through engagement with external agencies, such as the National Housing Federation and Chartered Institute of Housing.</li></ul> <p>3 <b>Meetings</b></p> <ul style="list-style-type: none"><li>• Prepare for meetings by reading agenda packs raising matters for clarification in advance.</li><li>• Attend board meetings and away days and any other events that the board determines from time to time.</li><li>• Contribute effectively to meetings to ensure a high performing board.</li></ul> <p>4 <b>Engagement</b></p> <ul style="list-style-type: none"><li>• Engage with customers and staff through opportunities provided by the Group.</li><li>• Develop and maintain positive relationships with other Governance Members and officers.</li></ul>

- Respond in a timely manner to communications received from Governance Members and officers.

## 5 Evaluation

- Participate in individual and collective performance assessments, external governance reviews and inspections, as determined by the board or designated committees from time to time.

## Legal and regulatory responsibilities

Act within the requirements of the:

- Companies Act 2006
- Co-operative and Community Benefits Society Act 2014
- Charities Act 2022
- expectations as set by regulatory bodies, including but not limited to:
  - The Regulator of Social Housing
  - The Housing Ombudsman
  - The Charity Commission
  - Homes England
  - Health and Safety Executive
  - The Information Commissioner's Office
- governance framework including:
  - Rules
  - Standing Orders and Scheme of Delegation (including terms of reference for relevant boards/committees)
  - Financial Regulations
  - Code of Conduct
  - Policies and procedures
- adopted Code of Governance

NEDs must comply with any other legal and regulatory requirement or direction determined by the board or delegated committee from time to time.

This role description is not exhaustive and serves only to highlight the main requirements of the post holder. The role description will be reviewed regularly and may be subject to change.

## Non-Executive Director person specification

Criteria	Method of assessment
<b>Skills – leadership</b>	
Provide clear strategic direction focusing on good governance rather than day-to-day operational management.	CV / supporting statement Interview
Balance high support and high challenge, inspiring and motivating the Executive Team and officers to deliver corporate objectives.	Interview
Takes personal responsibility, encouraging others to do the same, promoting a positive culture across the Group	Interview
<b>Skills – strategic thinking</b>	
Understands the wider operating environment and demonstrates business knowledge to add value to discussions.	CV / supporting statement
Offer relevant ideas and link discussions back to the company's long-term goals.	CV / supporting statement
<b>Skills – analysis, scrutiny, judgement and decision making</b>	
Able to interpret and analyse large, complex, and sometimes conflicting, information and identify pertinent themes for further consideration.	CV / supporting statement
Operate within a delegatory framework and ensure an appropriate level of detail is provided for assurance and clarity.	Interview
Question ideas and assumptions in a constructive and respectful way, considering strengths and weaknesses of all views, including their own.	Interview
Maintain an open mind, carefully weigh evidence, consider ethical aspects, and use sound judgement to take thoughtful and responsible collective action.	CV / supporting statement
<b>Skills - communication</b>	

<b>Criteria</b>	<b>Method of assessment</b>
Self-aware and able to acknowledge errors or shortcomings in own performance. Willing to provide, invite and accept constructive feedback.	Interview
Communicate complex ideas and specialist knowledge clearly and accurately, tailoring their message to connect with different audiences.	Interview
Listen carefully and ask questions to ensure full understanding, while being open and honest in their communication.	Interview
<b>Knowledge</b>	
Understand the legal responsibilities of being a non-executive director within the sector.	CV / supporting statement
Aware of the challenges and environment in which social housing operates and understand the needs of tenants and communities.	CV / supporting statement
<b>Experience</b>	
Lived experience of the social housing sector or other area of the Group's operations to support positive change.	CV / supporting statement
Have experience working at senior levels in organisations and are skilled at influencing decisions.	CV / supporting statement
<b>Personal qualities</b>	
Passionate about the purpose of social housing and committed to improving services for both current and future tenants.	CV / supporting statement
Work well with others in a style that builds positive relationships, trust and respect across the organisation and with stakeholders.	Interview
<b>General</b>	
Effective corporate governance including legal and regulatory environment	CV / supporting statement
Equality, diversity and inclusion strategies/delivery	CV / supporting statement

<b>Criteria</b>	<b>Method of assessment</b>
Customer insight and engagement focus	CV / supporting statement
Knowledge/experience of the social housing sector	CV / supporting statement
Financial management/accounting/treasury	CV / supporting statement
Risk, audit, compliance, data security, and information management	CV / supporting statement
Commercial private sector house building, (land acquisition, construction, marketing, sales, business delivery)	CV / supporting statement
Digital strategies & ICT (assistive technology services)	CV / supporting statement
Supported living, health and social care, Autism, Learning Disability, Acquired Brain Injury	CV / supporting statement
Creativity, innovation and business transformation	CV / supporting statement
Continuous improvement and value for money	CV / supporting statement
Executive/Board level remuneration, recruitment/selection	CV / supporting statement
IT literate – Microsoft Outlook, Teams, Word	CV / supporting statement
Ability to travel to Leyland and other locations across the UK	CV / supporting statement
Have the time and dedication needed to fully commit to the role.	Interview

## **Progress Housing Group Limited (Parent) board Terms of Reference**

### **Constitution and quorum set out in the Rules.**

#### **Frequency of meetings**

1. The board shall:
  - hold a quarterly finance and performance meeting 4 times a year
  - meet annually each year to consider the annual rent review report
  - meet annually to approve the financial statements
  - hold any other meetings that it deems necessary to conduct its business.

#### **Governance**

2. Determine and uphold the Group's vision, mission and values.
3. Approve the strategic plan and business objectives
4. Recommend Rule changes to Special or Annual General Meetings
5. Approve the Group's governing documents including:
  - Intragroup agreements (Registered Provider subsidiaries)
  - Grouping Deed (Key Unlocking Futures Limited (Key))
  - Procedure Agreement (Concert Living Limited (Concert))
  - Any service level agreements agreed from time to time
  - Standing Orders and Scheme of Delegation
  - Financial Regulations
  - Strategies and Policies reserved for the Parent Board
6. Ensure effective governance arrangements are in place for the Registered Provider and subsidiary companies
7. Ensure the Group and its subsidiary companies meet all legal, regulatory and other compliance requirements
8. Approve nominations to the board for all Registered Provider companies
9. Appoint the Group Chair and Deputy Group Chair
10. Appoint the chairs of subsidiary companies and committees
11. Appoint any committees and working groups (including the approval of terms of reference and delegated powers)
12. Annual review of the effectiveness of the boards and sub-committees and governance members
13. Act upon the findings or recommendations from the Group's standing committees
14. Receive assurance that the Group's affairs are conducted lawfully and in accordance with good practice, performance and probity
15. Agree action in response to periodic regulatory assessments
16. Approve the Merger Strategy

## **Audit**

17. Approve Audit Strategy, ensuring effective internal and external audit practice
18. Determine action in response to auditors' management letter
19. Consideration of and, where necessary, act upon reports of the Group Audit and Risk Committee.

## **Risk**

20. Approve the Group's risk appetite
21. Ensure that an appropriate risk management framework is in place
22. Approve Risk Strategy

## **Finance and treasury**

23. Approve the annual budget, including high level budget parameters
24. Approve the long term financial plan
25. Ensure stress testing is undertaken to determine the Group's financial resilience and capacity to manage the crystallisation of risks or a combination of risks
26. Oversee the annual rent review process
27. Approve and implement an effective Treasury Management Strategy including required funding arrangements
28. Approve the statutory financial accounts prior to presentation at the Annual General Meeting
29. Ensure subsidiary companies have effective financial plans in place and that they operate within those financial plans
30. Approve effective systems of financial control, including Group Financial Regulations
31. Regularly review the Group's compliance with its golden rules, funding agreements and investment strategies and approve appropriate amendments or variations
32. Approve the VFM Strategy and position statement.

## **Performance and compliance**

33. Monitor performance against Group strategies.
34. Regularly monitor finance, performance and compliance including (but not limited to):
  - Key performance indicators
  - Tenant Satisfaction Measures
  - Property compliance
  - Complaints, compliments and feedback
  - Housing Health and Safety Rating System, including damp and mould
  - Health and safety
  - Compliance with the regulatory standards and governance framework

benchmarking data with similar organisations wherever possible

### **Other matters reserved for the Parent Board, which cannot be delegated to the Executive Team or committees**

- Setting and ensuring compliance with the values, vision, mission and strategic objectives of the organisation, ensuring its long-term success.
- Develop, oversee and conduct a culture that is positive, focused on the needs of current and future residents, other customers and other key stakeholders, and embeds equality, diversity and inclusion in the organisation.
- Ensuring the organisation operates effectively, efficiently and economically.
- Providing oversight, support, direction and constructive challenge to the organisation's Group Chief Executive and other executives.
- Satisfying itself as to the integrity of financial information, and setting and approving each year's budget, Group strategic plan and business priorities and annual accounts prior to publication.
- Establishing, overseeing and regularly reviewing a framework of delegations to Committees and staff.
- Establishing and overseeing control and risk management frameworks in order to safeguard the assets, compliance and reputation of the organisation.
- Holding to account the organisation's subsidiary boards, committees and senior employees for the exercise of any powers delegated to them.
- Election of Chair and Deputy Chair
- Appointing the Group Chief Executive and setting the remuneration package
- Dismissing the Group Chief Executive and approving any extra-contractual severance payments or benefits
- Appointment and, if required, removal of the Company Secretary
- Changes to the corporate structure of the Group including the establishment or dissolving of subsidiaries
- Approval of the terms of reference of subsidiary boards or committees
- Appointment or removal of non-executive directors
- Changes to structure, size or composition of boards and committees
- Approval of subsidiary long term financial plans
- Expansion of the organisation's operation into new activities
- To merge, combine or cease any material part of the Group's operation
- Approval of Rule Changes (Group and/or Subsidiaries) for recommendation to an Annual or Special General Meeting
- Approval of resolutions to go to the AGMs
- Establishing or amending board retained policies and delegating other policies to committees or officers as the board determines
- Group services as set out in the Intra-Group Agreement

### **Strategies reserved for the Parent Board**

Not applicable	Strategic Plan and Business Priorities
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GRSTRFN03	Treasury Management Strategy
GRSTRBA01	Risk Strategy (including Risk Appetite)
GRSTRDV01	Development Strategy
GRSTRPS16	Asset Management Strategy
GRSTRPS03	Environmental Sustainability Strategy
GRSTRHR02	Equality, Diversity and Inclusion Strategy
GRSTRFN04	Group Pension Strategy
GRSTRFN02	Value for Money Strategy
GRSTRGV01	Merger Strategy

## **Policies reserved for the Parent Board**

GRPOLGV01	Standing Orders and Scheme of Delegation
GRPOLFN06	Financial Regulations
GRPOLGV10	Key Unlocking Futures Limited's Standing Orders and Scheme of Delegation
GRPOLGV05	Concert Living's Standing Orders and Scheme of Delegation
GRPOLGV04	Code of Conduct
GRPOLFN08	Group Member investment Policy
GRPOLHS01	Health and Safety Policy
GRPOLGV13	Conflict Resolution Policy
GRPOLGV02	Shareholding Policy
GRPOLFN13	Treasury Management Policy

## **Progress Housing Association Limited (PHA) and Reside Housing Association (RHA) boards Terms of Reference**

### **Constitution and quorum set out in the Rules.**

#### **Frequency of meetings**

1. The board shall:
  - hold a quarterly finance and performance meeting 4 times a year
  - meet annually each year to consider the annual rent setting report
  - meet annually to approve the financial statements
  - hold any other meetings that it deems necessary to conduct its business.

#### **Governance**

2. To agree service levels required from other parts of the Group and to review service received in accordance with the Intra-Group Agreement and Service Level Agreements.
3. Recommend any Rule change or recommendations to the Annual General Meeting or Special General Meeting
4. Determine action in response to periodic regulatory assessments

#### **Audit**

5. Determine action in response to auditors' management letter
6. Consideration of and, where necessary, act upon reports of the Group Audit and Risk Committee.

#### **Risk**

7. Monitor risks to the organisation in line with the Group's risk management framework.

#### **Finance**

8. Approve annual budget
9. Approve statutory accounts
10. Annual approval of rent and service charge levels (excluding properties in Wales and Scotland)
11. Approval of individual development projects (where the value of the same is in excess of that delegated to the Financial Appraisal Team/Executive Board).

## **Performance and compliance**

12. Regularly monitor finance, performance and compliance including:
  - Key performance indicators
  - Tenant Satisfaction Measures
  - Property compliance
  - Complaints, compliments and feedback
  - Housing Health and Safety Rating System, including damp and mould
  - Health and safety
  - Compliance with the regulatory standards

benchmarking data with similar organisations wherever possible
13. To receive regular (at least annual) reports on the performance of the business streams owned and/or managed by the organisation.
14. Monitor performance of non-social housing assets owned and/or managed by the organisation to ensure that social housing assets are not put at risk.