IRVINE HOUSING ASSOCIATION BOARD TERMS OF REFERENCE

Name:	Irvine Housing Association Board
Purpose:	The Board is the Association's governing body. It is responsible for the overall strategic leadership and control of the Association. It will conduct its business to ensure that the Association is financial viable, properly governed and complies with the current regulatory framework. The Association is a member of the Riverside Group. In addition to the Board's role in leading and controlling the Association, it undertakes responsibility to oversee the development and delivery of the Group Business and Growth Strategy in Scotland.
Matters reserved for Group Board:	Approval of the Group Business and Growth Strategy in Scotland. (outside of the agreed Irvine Business Plan) Approval of specific business opportunities in Scotland, including, but not limited to: a. Mergers, acquisitions and constitutional partnerships, b. Formal joint venture arrangements, c. Large scale stock transfers, d. Major investment opportunities.
Key functions of the Board	1. Leading the Association 1.1. Developing the vision and values of the Association in partnership with Riverside. 1.2. Agreeing a Corporate Plan in pursuit of the vision and the strategies contained therein. 1.3. Appointment (and, if necessary, dismissal) of the Managing Director. 2. Acting as guardian of the Association's vision and values 2.1. Ensuring compliance with the values and strategic objectives of the Association. 2.2. Ensuring compliance with the Association's Rules and provisions of the Governance Framework. 2.3. Satisfying itself that the Association's business is conducted lawfully and in

	accordance with generally accepted standards of performance and probity. 3. Making decisions about policy and strategy 3.1. Establishing policies, strategies and plans consistent with the Association's values in order to achieve its objectives, while remaining mindful of outcomes for customers. 3.2. Making decisions on all matters that might create significant financial or other risk to the Association, or which raise material issues of principle. 3.3. Devising and developing a risk management strategy to protect the Association in respect of matters that might create a significant risk to, or breach of, the Association's core values, and/or its financial well-being or reputation. 4. Monitoring, supervision and control 4.1. Satisfying itself as to the integrity of the Association's financial information, approving annual business plans and budget, and the financial statements. 4.2. Establishing, overseeing and reviewing a framework of delegation and systems of internal control. 4.3. Establishing and overseeing a framework for the identification and management of risk. 4.4. Monitoring the Association's performance in relation to its plans, budgets, operational performance and compliance. 4.5. To make recommendations to the Annual General Meeting of the Association on the adoption of the accounts, appointment of auditors, and election of membership to the Board. 4.6. Ensuring and assessing the Association complies With the Scottish Housing Regulator's Regulatory Standards and Guidance, and making statements to this effect as required. 5. Group responsibilities 5.1. Advising the Group Board on the Business and Growth Strategy for Scotland;

	5.2. Overseeing and monitoring the implementation of the Group Business and Growth Strategy for Scotland. 5.3. (outside of the agreed Irvine Business Plan) Identifying and assessing specific business opportunities in Scotland including, but not limited to; a) Mergers, acquisitions and constitutional partnerships, b) Formal joint venture arrangements, c) Large scale stock transfers, d) Major investment opportunities.
Matters specifically delegated to Committees and /or working groups by the Board (for level of financial delegation see the Scheme of Delegated Authority):	The Board may establish and agree the membership and terms of reference of Committees and/or Working Groups to assist it in carrying out its purpose. To assist the Board in appropriately carrying out its functions there will be an Audit and Risk Committee. Policies of the Association will be agreed in accordance with the Policy Framework with matters as delegated therein. The Board may delegate authority, as appropriate and necessary, to the Managing Director. The Board may subsequently rescind any delegated power to any Committee, working group or individual as it sees fit.
How often meetings are held:	The Board will meet a minimum of six times per year, normally on a bi-monthly basis. Additional meetings may be convened by the Chair and Company Secretary if required.
Chair of the Board (and who, if anyone, may not chair it):	The Chair of the Association will be elected from amongst the Board Membership (save this cannot be an employee of a Riverside Group organisation), at a Board meeting convened at the earliest opportunity following the Annual General Meeting (AGM). This individual becomes “Chair Elect” until the position is approved by Riverside. The Chair will hold office until the conclusion of the next AGM. The Chair may be re-elected but may not hold office for more than five consecutive AGMs.

Composition of the Board (and any restrictions on membership of it):	Only members of the Association, who are a minimum of 18 years of age, shall be eligible to become members of the Association. The Board shall include a minimum of three and a maximum of four Members who are tenants of the Association. The Board may co-opt any suitable person to become a member of the Board, whether they are a member of the Association or not, to serve until the next AGM.
Number of members:	The Board will have a minimum of eight members and a maximum of twelve, including the Riverside nominee, but excluding a maximum of three co-optees at any one time.
How the Board is appointed:	The Board will be appointed in accordance with the Rules of the Association and any such procedure approved by the Board.
Quorum:	Four members of the Board, including the Riverside nominee, but excluding co-opted members, constitute a quorum.
Additional points:	For urgent decisions that are required between meetings, the Chair's Action Procedure contained in the Governance Framework Document may be used. These Terms of Reference have been drafted to be complimentary to the Rules of the Association. In the event of any ambiguity the Rules of the Association take precedence.

Approved by IHA Board 26 March 2020