

Board Remit

1. Role and Composition

1.1 The Board is ultimately responsible for the strategic direction, governance and overall control of Bield and its subsidiaries. The Board will direct the organisation in accordance with its Rules and will determine its strategy to ensure that Bield's Aims and Objectives are achieved.

1.2 To streamline its work, the Board will delegate some of its responsibilities to a Performance & Audit Committee, a Remuneration Committee and Working Groups, established in accordance with Bield's Rules, and to the Chief Executive in accordance with Bield's Standing Orders.

1.3 The Board will have at least seven and not more than thirteen members (excluding co-optees) elected in accordance with its Rules. All Board members are expected to attend meetings and vote in accordance with Bield's Rules, Standing Orders and Code of Conduct for members.

1.4 The Board will hold at least six meetings each year. The quorum for meetings is four members of the Board, excluding co-optees who will not contribute to the quorum.

1.5 The Board will be supported by Bield's Chief Executive who will ensure that the Board and its activities are effectively serviced and, with members of the Senior Management Team and the Secretary, will, where possible, attend all meetings. The Chief Executive will act as principal advisor to the Board; s/he and the Senior Management Team will provide advice and information to the Board but do not have any voting rights.

1.6 In order to streamline its work, the Board may, in accordance with the rules of the Bield, establish Committees and working groups to which are delegated specific responsibilities. The remit and membership of any such Committee or working group must be approved and appropriately monitored by the Board and Committees and must be chaired by a Board member. Board members are expected to join not more than two committees and working groups.

2. Purpose

2.1 The Board will exercise the responsibilities set out in Bield's Rules. The Board is responsible for leading the development of Bield's aims, objectives, strategy and planning. The Board is responsible for monitoring their effective implementation, ensuring their achievement and overseeing performance.

2.2 The Board is responsible for ensuring that Bield complies with all legal and regulatory requirements. The Board is also responsible for ensuring that the Board is adequately resourced and effectively managed to meet its aims and objectives and commitments to service users.

2.3 The Board will ensure that the activities Bield and any other subsidiaries that are established by Bield are managed and co-ordinated in partnership with their governing bodies.

3. Aims, Objectives and Values

3.1 The Board will:

- Define and ensure compliance with aims, objectives, values and standards, in accordance with its rules, legislation and regulatory framework
- Uphold and promote Bield's aims, objectives, values and standards to customers, tenants, service users, staff, partners and stakeholders
- Agree, uphold and ensure compliance with a Code (or Codes) of Conduct for Board members and staff to meet the highest ethical standards of integrity and probity
- Ensure that the organisation conducts its affairs openly, honestly and with integrity and that the values of equality, diversity and dignity at work are upheld and promoted

4. Governance

4.1 The Board will:

- Promote the highest standards of governance in all of Bield's activities and ensure compliance with regulatory framework and good practice advice
- Establish a framework for developing, implementing, monitoring and reviewing policies and plans to achieve Bield's objectives
- Ensure that strategic plans, policies and operational practices are informed by the views of tenants, service users and other customers
- Promote and maintain an effective working relationship with the Senior Management Team based on clear delegation and open communication
- Ensure that the Board has the necessary skills, knowledge and expertise to carry out its functions
- Approve the remits and/or terms of reference and composition of all committees and working groups established by the Board and monitor their activities
- Develop, promote and maintain strategic alliances and partnerships with other bodies. Where Bield is represented on outside bodies, the Board will approve the nature of the representation and will receive periodic reports.

4.2 The Board will adopt and implement a framework for the support, training and regular appraisal of Board members.

4.3 The Board will always act in and seek to promote the best interests of Bield, its tenants and service users.

5. Strategy, Planning and Performance

5.1 The Board will develop, agree and oversee the implementation of Bield's strategic and corporate plans, including the:

- Business Strategy
- Long Term Financial Projections
- Five Year Financial Return
- Treasury Management Policy
- Loan Portfolio Return
- Budget Strategy
- Annual Budget
- Risk Management Strategy
- Independence Agreement with any subsidiary created by Bield

5.2 The Board will

- adopt and oversee the implementation of a framework for the development and review of policies to support the delivery of corporate objectives and ensure compliance with statutory and regulatory requirements
- ensure that the development and implementation of the organisation's policies and plans are informed by the views of tenants, service users and stakeholders and that they comply with all relevant statutory and regulatory requirements and guidance. In particular the Board will consult fully with the Partnership and, where appropriate, the Owners' Forum on relevant policies and plans.
- agree targets for service delivery and business performance and ensure the establishment and implementation of an appropriate framework for monitoring their achievement that includes comparison of Bield's performance against those of relevant peer organisations
- adopt appropriate frameworks to ensure robust internal control, the effective management of risk and clear delegation of authority to committees and the Chief Executive
- oversee the development and maintenance of effective strategic alliances and partnerships and ensure that the organisation contributes to the development of plans and strategies by other bodies that are relevant to the achievement of Bield's strategic aims and objectives

- approve any new initiatives, business partnerships or business activities that are introduced outwith the Business Strategy
- receive minutes of each Committee meeting
- receive reports twice yearly on Health and Safety from the Health & Safety Management Group

6. Resources

6.1 The Board will ensure that the organisation has the necessary financial, human and other resources to meet its aims, objectives and targets.

6.2 The Board will:

- Approve capital and revenue expenditure not provided for in the Annual Budget except expenditure which has been specifically delegated to officers
- Approve the terms of Bield's borrowing and investments and ensure that all such activities comply with legal and regulatory requirements and with Bield's Rules
- Ensure the availability of sufficient grant and loan finance, on appropriate terms, to support the achievement of Bield's objectives
- Approve the acquisition and disposal of land or heritable property
- Approve the terms of Bield's annual rent and service charges
- Approve an appropriate framework to ensure that Bield's role as an employer is discharged and establish and oversee the implementation of an appropriate framework for the recruitment, remuneration, support and employment of staff.
- Appoint (and if necessary dismiss) the Chief Executive, Senior Management Team and Secretary; approve the Chief Executive's salary, benefits and terms of employment

The Board cannot delegate any of the foregoing responsibilities or activities.

7. Compliance, Control and Accountability

7.1 The Board will ensure that the organisation complies with its Rules and all statutory and regulatory requirements. It will ensure that Bield applies good practice in all its activities.

7.2 The Board will approve all returns required by regulators and ensure that they are made accurately and submitted timeously.

7.3 The Board will receive the auditor's report, approve the audited accounts for recommendation to the AGM and agree the recommendation to be made to members in respect of the appointment or re-appointment of the Auditor.

7.4 The Board will receive an annual report from the Chief Executive on risk management in accordance with the Risk Management Strategy.

7.5 The Board will receive an annual report from the Chief Executive on the arrangements in respect of Business Continuity planning.

7.6 The Board will authorise the use of the Seal, in accordance with Rule 61.

8. Subsidiary Bodies and Related Organisations

8.1 The Board will approve the establishment of any subsidiary or related organisation, the terms of the Independence Agreement (or equivalent) and the terms of any loans or other financial or resource arrangements between a subsidiary or related organisation and Bield. The Board will, at least once a year, receive and consider a report on the activities of the Association's subsidiaries and related organisations.

8.2 The Board will approve the strategic and business plans of Bield and any other subsidiary.

8.3 The Board will approve and keep under review the terms of Bield's involvement in any joint venture.

9. Review

9.1 This remit was approved by the Board at its meeting on 15 March 2012. It cannot be amended without the approval of the Board initially not later than 31 March 2013 and five yearly thereafter or sooner if required.