Terms of Reference for the Board

of Orwell Homes Limited

Membership

The Board will normally consist of up to four Directors Non-Executive Directors.

Directors are appointed by Orwell Housing Association (OHA) and a Company Secretary is also appointed by Orwell Housing Association.

It is desirable that Directors have a diverse range of experience including the ambition that between them Directors have significant recent experience as determined in the Board Statement of Skills:

Chair

A Chair of the Board will be appointed by Orwell Housing Association as detailed in the Subsidiary Governance Policy and Procedure.

Attendance

The Director of Finance, Company Secretary, and Assistant Director of Development and Growth will ordinarily attend all meetings. Other Directors, Assistant Directors, members of Orwell's management, representatives from the External Auditors and other external advisors may attend meetings in whole or in part if invited by the Board.

Quorum & Decision Making

A quorum shall be three members, two of which must be Non-Executive Directors and one of Managing Director, Company Secretary or Deputy Company Secretary. Only members of the Board may vote on matters before them. Decisions will normally be made by consensus; on any vote the majority shall prevail. In the event of an equality of votes, the Chair shall have a casting vote The Board also acknowledges that the Board of the parent company, Orwell Housing Association may override any decision of the Board.

Written Resolutions outside of Board meetings require 75% member approval. Decisions will be noted at the next meeting.

Secretary

The Company Secretary or Deputy Company Secretary shall be the Secretary of the Committee.

Frequency of Meetings

The committee will hold a minimum of four meetings per year.

Key Individuals

Outside of the formal meeting programme, the Board Chair will maintain a dialogue with key individuals, including the Managing Director, Director of Finance, key Development personnel and Company Secretary. Other Board members may maintain similar dialogues.

Purpose

The purpose of the Orwell Homes Board:

- To act on behalf of the shareholder, Orwell Housing Association, to direct the activities of the business.

- To be directly accountable to Orwell Housing Association and report on the performance of the company and what its future plans and strategies are.
- To ensure the prosperity of Orwell Homes Limited by collectively directing affairs, whilst meeting the appropriate interests of Orwell Housing Association and other stakeholders.
- To deal with business and financial matters
- To discharge the requirements of corporate governance, corporate social responsibility and corporate ethics.

The objects of Orwell Homes Limited are defined in the Memorandum of Association and regulations are laid out in the Articles of Association.

Responsibilities

1.1 Strategy, Values and Objectives

a) The principal responsibilities of the Board are to define the strategy of Orwell Homes, subject to the approval of Orwell Housing Association and to supervise management in implementing that strategy.
b) The Board will define and ensure compliance with the values and objectives of Orwell Homes and satisfy that Orwell Homes affairs are conducted lawfully and in accordance with generally accepted standards of performance, probity and good practice.
c) The Board will review and agree the Strategic Plan and seek approval of Orwell Housing Association.
d) The Board will consider and approve strategies (where deemed necessary) and any plan(s) arising therefrom in order to achieve business objectives. Where appropriate, approval will be sought from Orwell Housing Association.
e) The Board of the parent company and shareholder, Orwell Housing Association, has adopted the National Housing Federation (NHF) Code of Governance (2020) for the group as a whole, including Orwell Homes, to be applied as determined by Orwell Housing Association.
f) The Board has adopted in full the Orwell Housing Association Code of Conduct policy.

1.2 Remuneration

a) The Board can make recommendations for approval to Orwell Housing Association about any Non-Executive Director terms of service or payment.

1.3 Financial Reporting and Performance

a) The Board will monitor performance in relation to the Strategic Plan, budgets, controls, and compliance and any other relevant information.
b) The Board will approve the annual budget, subject to further approval by Orwell Housing Association.
c) The Board will review managements accounts on a regular basis.
d) In particular, the Board shall review and challenge where necessary:
    i) the application of significant accounting policies and any changes to them;
    ii) the methods used to account for significant or unusual transactions where different approaches are possible;
    iii) whether Orwell Homes has adopted appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor on the financial statements; and
    iv) all material information presented with the financial statements.
e) Where the Board is not satisfied with any aspect of the proposed financial reporting, it shall report its views to the Orwell Housing Association Board.

1.4 Internal Controls and Risk Management Systems

a) When developing the Strategic Plan, the Board will set the risk appetite and the associated tolerances, subject to approval by Orwell Housing Association and ensure that these are taken into account when making all business decisions.

b) On an annual basis, the Board will review the effectiveness of procedures for identifying and managing risk and review the Operational Risk Register. Where appropriate, the Board will make recommendations to the Board of Orwell Housing Association.

1.5 External Audit

a) The Board will receive and approve the Audit Plan from the external auditors as part of the annual audit process.
b) The Board will review the audit findings and consider for approval the annual statutory accounts and directors' report and, if appropriate confirm and recommend approval to the shareholder, Orwell Housing Association Limited.
c) The Board will consult directly with the external auditor, should further information or clarification be required in respect of any report produced or received.

1.6 Reporting Responsibilities

a) The Board Chair shall report formally to the Orwell Housing Association Board on its proceedings after each meeting on all matters within its duties and responsibilities.
b) Draft minutes of Board meetings shall be circulated promptly to the Chair. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.
c) The Board shall make whatever recommendations to the Orwell Housing Association Board it deems appropriate on any area within its remit where action or improvement is needed.

1.7 Matters specifically reserved for the Board's decision, which are not delegated to the executive team and which will need subsequent approval by the Board of Orwell Housing Association Limited

a) Expansion of Orwell Homes operations into new activities or geographic areas;
b) Any decision to cease a material part of the organisation's operations;
c) Approval of resolutions put forward by the Board at a general meeting;
d) Changes to the structure, size or composition of the Board;
e) Appointment or removal of any officer of the Board;
f) Approval of any significant changes in accounting policies or practices;
g) Approval of key policies, including probity and code of conduct; and
h) Changes to the schedule of matters reserved for Board decisions.

1.8 Other Matters

The Board shall:

a) Have access to sufficient resources in order to carry out its duties.
b) Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
c) Give due consideration to laws and regulations, and any other applicable Rules, as appropriate.
d) Oversee any investigation of activities which are within its terms of reference.
e) Work and liaise as necessary with the parent company, Orwell Housing Association.
f) Arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board of Orwell Housing Association for approval.
g) Review any matters considered to be of such urgency that a decision has to be made between Board meetings.
h) Adopt Directors' and Officers' Liability insurance as instructed by Orwell Housing Association.
i) Ensure that an annual appraisal of all independent Non-Executive Directors is undertaken by the Chair and the outcome reported to the Chair of Orwell Housing Association.

1.9 Authority

The Board is authorised:

a) To seek any information, it requires from any employee of Orwell in order to perform its duties.
b) To obtain, at Orwell’s expense, outside legal or other professional advice on any matter within its terms of reference and to meet such advisors without Officers being present.
c) To call any employee of Orwell to attend a meeting of the Board as and when required.

Reviewed: December 2025