ccha Board Terms of Reference

1.0 Introduction

The Board at ccha is responsible for setting the organisation's strategic direction and ensuring effective governance. It safeguards public and private investment in social housing, upholds the interests of residents and the communities it serves, manages risk, and maintains public trust in the sector.

- The constitutional basis for our governance can be found in our Rules, updated in 2025.

2.0 Board Responsibilities

- The Board sets and actively champions ccha's social purpose, mission, and values, embedding a culture of resident focus, inclusion, integrity, openness, and accountability throughout the organisation.
- It establishes ambitious strategies and plans to fulfil the organisation's social purpose, ensuring long-term viability and sustainability, and provides effective and demonstrable oversight of their delivery.
- The Board ensures its composition is skilled, diverse, and effective, undertaking regular evaluations of both collective and individual performance, and maintaining compliance with its chosen governance code.
- The Board will receive regular reports on organisational risk through structured updates, including assessments of emerging risks, mitigation strategies in line with its risk framework
- Ensures legal compliance with the sector, as well as regulatory compliance with the Regulator of Social Housing Standards including but not limited to Governance and Viability, Decent Homes Consumer Standards Competency and Conduct. Publishing an annual statement of compliance with its chosen Governance Code.

3.0 Board Responsibilities and Powers

3.1 Mission

- Setting the organisations mission, vision and values and reviews and regularly reaffirming their relevance.

3.2 Resident Focus

- Ensuring the needs and safety of current and future residents and other customers are placed at the heart of its decision making.
- Agreeing policies and frameworks to enable and encourage customer engagement and customer influence and contribution to decision making.
- Monitoring the views and needs of the organisation's residents and customers, including their concerns and complaints and using this insight to inform decisions.
- Agreeing policies which reflect that the safety of residents and other customers (as well as that of the workforce and the wider public) and seeking regular assurance on their operation.

4.0 Equality Diversity and Inclusion

- Demonstrating a clear and active commitment to achieving equality of opportunity,

diversity and inclusion in all the organisation's activities and its own composition and
- Obtaining regular assurance that these commitments are being delivered.

5.0 Culture and Conduct

- That the Board understands its role in culture and defines the culture and behaviours that best enable the organisation to deliver its mission and values. Reflect on its own culture and seeking regular assurance that the desired culture and behaviours are being enacted and are aligned to ccha's mission and values. Ensure high standards of probity and conduct.
- The Board has adopted the National Housing Federations Code of Governance (NHF Code). This Code and associated "Code of Conduct" form the behavioral requirements of Board Members alongside the Nolan Principles.

6.0 Accountability

- Operating openly and transparently and demonstrating accountability to stakeholders including residents, other customers, partners and statutory bodies. In doing so have regard to the needs of the diverse groups and communities it serves.
- Enabling customers to independently scrutinise the work of ccha and hold it to account.
- Responding in a considered, open and transparent way to requests for information about its work and its decisions.
- Considering in its decision making, the importance of maintaining trust in the organisation and upholding its reputation.
- Have oversight of the subsidiary and receive regular reporting. Approve any changes to the subsidiary's constitution and that it is compliant with any SLA and loan agreements.

7.0 Strategy, Resources and Plans

- Setting the Strategic Business Plan in line with its charitable and community benefit purposes. Setting financially sustainable plans to deliver the Strategic Business Plan with specific reference to risk, value for money, financial sustainability, carbon neutrality, environmental and social sustainability. The Board will approve the budget.
- Establishing a framework of Board approved strategies
- Monitoring performance in relation to our strategies, plans, budgets, controls and decisions and in the light of customer feedback plus the performance of comparable organisations;

8.0 Working with Others

- Considering whether and how active co-operation, collaboration and joint working or formal partnerships with others could enable it to deliver its social purpose and strategies more effectively.

9.0 Chair

- Appointing an appropriately skilled Chair of the Board (Chair).

10.0 The Chief Executive

- Appointing the Chief Executive with delegated authority to oversee and manage operational delivery of strategies approved by the Board.
  Overseeing or delegating to an appropriate Committee/Panel oversight of the annual appraisal of the Chief Executive.

11.0 Performance and compliance with relevant law and guidance

- Ensuring active and regular oversight of the organisation's performance and assurance that the information it receives is accurate.
- Ensure compliance in integrating legal obligations, sector specific regulations. Conducting compliance reviews to identify gaps. Delegating where appropriate to a Committee for monitoring and oversight.
- Delegating authority to the Audit and Risk Committee, The Board of the subsidiary, People and Governance Committee and Development and Assets Committee where appropriate

12.0 Health and Safety

- Approving ccha's Health and Safety Policy and setting out the organisation's vision in relation to the Health and Safety of its staff and customers. Delegating where appropriate to a Committee for monitoring and oversight.

13.0 Decisions Reserved for the Board

- The Board has determined that essential functions can only be determined by the Board and not delegated to a Committee, though any Committee can make recommendations to the Board for consideration. Recorded as an appendix to the Board Terms of Reference and will be reviewed and agreed annually. The appendix will cover
  - Strategy
  - Governance
  - Finance
  - Risk
  - Development, Assets and New Business
  - Appointments
  - Policies
  - Committee/ Subsidiary

14.0 Board Election, Selection and Succession

- Ensuring the Board has a diverse membership with the collective skills and attributes needed to govern effectively.
- Prospective Board and Committee Members undergo an open and merit-based assessment process to establish their suitability.
- Ensuring the membership of Board and Committees comprises people with diverse backgrounds and attributes, having regard to the diversity of the communities the organisation serves and in line with the organisation's stated commitments to equality, diversity and inclusion.
- Ensuring people with direct lived experience of (or insight into) the communities served by the organisation are represented.
- Publishing information about the appointment of new Board Members, and about the diversity, skills and attributes of all the Board Members.

- Review succession annually to ensure the effectiveness of continuity and identify potential successors.

15.0 Committees, Working Groups and Panels

- Establishing Committees, Working Groups or Panels where it determines that they will enable it to exercise more effective scrutiny, control or oversight of areas of the organisation's activity.
- Ensuring each Committee has formally recorded Terms of Reference and reports regularly to the Board on its work and the exercise of any delegated authority.
- There is a dedicated Board Member with duties that include appraisal of the Chair, assisting the Chair to ensure the effectiveness of the Board, and being the lead member responsible for complaints.
- Determining Membership based on the skills, attributes and diverse characteristics as determined by the Board.

16.0 Board Remuneration

- Having an objective method for setting Board remuneration and that remuneration is in the best interests of the organisation and, permitted by law and aligned to the organisations size, complexity and purpose.
- Remuneration is regularly reviewed and disclosed in the accounts.

17.0 Tenure and Renewal

- Ensuring Board tenure complies with ccha Rules and chosen Code of Governance and is managed to enable ccha to achieve an appropriately skilled, diverse Members and Independent Members

18.0 Board Performance, Review and Learning

- The Board reviews and seeks to improve its performance and use resources efficiently for the benefit of the majority.
- The Board will undertake an annual self-assessment of governance and seek an external review of governance every three years.

19.0 Member Appraisal

- Agreeing and documenting a full, rigorous appraisal process for the Board and Committees and individual Members and ensure that this is carried out at least every two years.

20.0 Audit and Risk

- Ensuring that the Board has formal and transparent arrangements in place which enables the Board to ensure that the organisation is financially viable and has sound systems of control and an appropriate relationship with external auditors.
- The Board will retain ultimate responsibility for risk management, setting the risk appetite and ensuring appropriate arrangements are in place for its management.

21.0 Whistleblowing and Confidential Concerns

- Ensuring there are clear and well published arrangements for Members and Staff and others associated with the organisation to raise confidential concerns. Appointing a Board lead to consider Whistleblowing concerns.

22.0 Membership, Composition and Meetings

- The Board will follow its Standing Orders for guidance on membership, composition, or meeting information.

23.0 Chair's Action

- Where it is essential for the effective operation of the Board, the Chair will have delegated authority to make decisions and commit expenditure on urgent matters between Board meetings. Such actions will be exceptional, and summary details should be communicated to the Board as soon as practical and be formally reported at the next Board meeting.

24.0 Other Matters

Board Members shall:

- Have access to sufficient resources and information deemed necessary to enable them to carry out their duties
- Be provided with appropriate and timely coaching, training and development necessary for the proper performance of their duties.

25.0 Terms of Reference Review

- The Board Terms of Reference will be reviewed every 3 years by the Board or when amendments are required.
- Each Committee's Terms of Reference will be formally reviewed every 3 years or when amendments are required.
- The Board and its Committee's will consider their terms of reference annually as part of good governance.

Version code	1
Version replaced	
Lead Officer	Company Secretary
Equality Impact Assessment	n/a
Date of Issue	Board approved 12.12.2025
Review Date	November 2028
ToR replaced	Changes to Terms of Reference to the Board in line with wider changes to Standards and guidance

People and Governance Committee
Terms of Reference

1. Purpose

People and Governance Committee is established to assist the Board in fulfilling its responsibilities relating to corporate governance, Board and Chief Executive remuneration, succession planning, and compliance with its chosen Code of Governance all relevant law and regulations including customer complaints and consumer standards

2. Authority

The Committee is authorised by the Board to:

- Investigate any activity within its terms of reference.
- Seek any information it requires from any employee or external party.
- Obtain external legal or professional advice as necessary.

3. Membership

- The Committee shall comprise at least three members, appointed by the Board.
- The Chair shall be a Board Member appointed by the Board. If the Chair is absent for any meeting the first point of the meeting will be to appoint a Chair for the meeting.
- Membership should have expertise in governance, remuneration, and regulatory compliance.

4. Meetings

- The Committee shall meet at least twice per year and additionally as required, depending on the volume of significance of the Committee's workload at any time.
- A quorum shall be two members.
- The Committee shall appoint a suitable minute taker to record the meeting.

5. Responsibilities

Governance Oversight

- Review and recommend changes to the governance framework.
- Monitor compliance with the chosen Code of Governance and sector regulatory requirements.
- An ongoing plan is maintained to monitor and respond to wider governance gaps.
- Having regard to the Consumer Standards including and not limited to tenant satisfaction, tenancy sustainment, tenant engagement, complaints and ASB
- Oversee Board composition, performance, and succession planning.
- Facilitate the annual skills audit to review composition, skills, experience, diversity of the Board and Committees to identify skill gaps and recommend to Board any changes considered necessary.
- Facilitate the annual self evaluation process of all governance individuals.
- Ensure that there is an external review of governance every three years.
- Ensure an appropriate induction and probation process is in place for new members

- Ensure that access to key information and training is available to all governance colleagues, and that budget is used appropriately to benefit the majority collectively with agreed topics, within budget and ongoing training for Board members.

6. People Oversight

- Investigate allegations of **improper conduct** and breaches of the code of conduct by the Chief Executive and assist the Chief Executive with investigating allegations of improper conduct of any other Directors and report to the Board. The Chair of the ccha Board, rather than the Chair of the People and Governance Committee, is responsible for managing any disciplinary matters concerning the Chief Executive.
- The Committee Chair will be the lead Board person for any **Whistleblowing** matters in line with ccha policy and procedure.
- The Committee Chair will also be the lead Board representative with responsibility for supporting a positive **complaint handling** culture. This will include, ensuring the Board receives regular information on complaints including insight into our complaints handling performance
- Advise the ccha Board on matters relating to **terms of service**.
- The Committee will have due regard to **Equality, Diversity and Inclusion** and ensure recruitment processes encourage candidates from a wide range of backgrounds and appointments are made based on merit.

7. Remuneration Oversight

- Consider the level of Board and Committee remuneration across the Group using external benchmarking every two years and recommend any changes to the Board for approval.
- Review the governance Deeds of Service every three years
- Receive information in relation to the corporate bonus targets annually as part of good governance and transparency.

In relation to the Chief Executive and Staff ensure there is an effective process in place for the following

- Undertaking the Chief Executives annual appraisal and recommend their objectives to the Board
- Approval of the Chief Executives individual remuneration package, including salary and benefit package.
- Ensuring remuneration aligns with performance and strategic objectives.
- Monitoring market trends and regulatory developments in executive pay.
- Overseeing disclosures related to remuneration in annual reports.

Also

- Review and recommend to the Board for approval the People Strategy and every two years the Staff Pay and Reward Policy.

8. Reporting

- Report to the Board on proceedings after each meeting.
- Make recommendations to the Board on matters within its remit.

9. Review

These Terms of Reference shall be reviewed every three years and approved by the Board.

As part of good governance, the Committee will review their work against the ToR annually

Version code	1
Version replaced	
Lead Officer	Company Secretary
Equality Impact Assessment	n/a
Date of Issue	Board approved 12.12.2025
Review Date	October 2028
ToR replaced	Change of name from Remuneration and Nomination agreed 17.11.2025. Changes to Terms of Reference in line with wider responsibilities and guidance

Development and Assets Committee
Terms of Reference

1.0 Purpose

The Development and Assets Committee supports the Board by overseeing ccha/cchadl development, asset management and sustainability strategies. It reviews new growth opportunities, ensures regulatory compliance including health, safety and building standards and ensuring the organisation maintains flexibility in strategic planning The Committee keeps the Board informed through regular reports from the Chair

2.0 Membership

- The Committee will have at least four members, with the necessary skills and experience,
- The ccha Board shall appoint a suitably qualified Board Member as the Committee Chair and will consider the required skills and competencies for the position.
- The Board may co-opt up to two members with relevant skills and experience to meet the Committee's short-term needs.

3.0 Meetings

- The Committee shall meet at least four times a year and additionally as required.
- The quorum for meetings is three Committee Members, two of which should be Board Members.
- The Committee shall have no Executive Members, and voting members must exclude the Board Chair and all Executives.
- The Chief Executive and Director of Homes will normally attend Committee meetings. In addition, the Committee can request the attendance of any other Directors or officers at any of its meetings.
- The Committee Chair will maintain a dialogue with key individuals involved in the company's governance outside of meetings.
- The Committee shall follow the Board's Standing Orders for the Committee's business including conduct, voting, urgent business and record of the meeting.

4.0 Development and Assets Committee Responsibilities

- Supporting the ccha Board to ensure good governance arrangements for the Group.
- A close working relationship with the ccha Board and ccha Developments Limited (cchadl) Board, which has responsibility for "for profit" development activities and which will report to the Development Committee.
- A close working relationship between Executives and the Committee in which there is mutual respect and understanding for the respective roles.
- Working to commonly agreed objectives and targets and within unified frameworks for strategic planning, policy making and performance review
- Placing residents at the heart of the business.
- Embracing the principles of Equality, Diversity and Inclusion

5.0 Development and Assets Committee Purpose

Keep under review ccha/ cchadl overall development strategy, asset management strategy, sustainability strategy and recommending their approval to the Board

- Consideration and scrutiny of new enterprise or growth opportunities including own site opportunities, where an opportunity is supported by the committee and make recommendations to the Board on a scheme-by-scheme basis
- Give consideration to an overall strategy of not over committing and maintaining flexibility to take on new opportunities as they arise, and assessment of exit strategies should the planned scheme prove not to be achievable
- Provide assurance to the Board on ccha's management of all aspects of Health and safety compliance including Landlord Health and Safety and Damp and Mould.
- Report back to the Board via the Committee Chairs report a summary of the Committees meeting.

6.0 Core Responsibilities

- Keep under review ccha's Development Strategy, Sustainability and Asset Management Strategy and recommend its approval with any subsequent revisions to the Board
- Review the Groups bidding strategy and recommend its approval with any subsequent revisions to the Board
- Keep under review delivery against the agreed ccha development programme and make recommendations where necessary
- Keep under review investment appraisal criteria
- Keep under review the design and quality standards
- Have an overview of stock condition information for ccha and cchadl
- Monitor delivery of the annual capital programme
- Keep under review the organisations rolling stock investment programme, including investment to meet our sustainability ambitions
- Have delegated authority to approve offers over 6% less than the asking price on private sales.

6.0 Responsibilities Health & Safety

- Monitoring Health and Safety performance and activity and reporting to the Board
- Receiving reports from specialist advisors
- Consideration of the quarterly reports on ccha's Health and Safety compliance from ccha's Health and Safety Committee.

7.0 Development Recommendations

Recommend to the Board new development schemes provided they:

- Are within the approved development strategy
- Are within the approved business plan for ccha/cchadl
- Meet the approved criteria for the appraisal of new schemes in accordance with the asset management strategy

8.0 Risk and performance monitoring

- Monitor development and asset management activities against plans and budgets and ensuring that action is taken to achieve or improve upon agreed targets for commitments, spending, completions, lettings and sales.
- Keep under review the progress on approved schemes for ccha/cchadl, ensuring that action is taken to minimise any identified risks.

- Monitor the levels of satisfaction with the quality of schemes provided through review of feedback received from new residents or other stakeholders or funding agencies to ensure action is taken to respond to any identified areas of dissatisfaction.
- Receive summary progress and outcome performance reports and financial reports on achieving approved developments and the steps being taken to respond to any material identified risks.
- Ensure there is a quarterly report to the Board on the progress and financial performance of the Development and Asset Management programmes which will be included in the Management Accounts
- Ensure that appropriate scheme progress and outcome reports are provided to the Board and to other statutory funding agencies as required through the CE update.
- Ensure that for any private sale discounts above 6%, these are appropriately recorded and reported to the Board.

9.0 The ccha Board will reserve to itself

- Approve the Development Strategy for ccha Group
- Approve mergers with other organisations
- Approve joint ventures
- Land banking
- Receive reports on any corporate actions against the Group by any contractor

9.1 The ccha Board will reserve itself to the following development decisions on a scheme-by-scheme basis with advice from Development Committee:

- Development schemes with or without a sales element, (where appropriate will have the approval and recommendation of cchadl Board).
- Disposal of social assets outside of Right to Acquire
- Acquisition of stock from other social landlords
- Commercial and investment activity up to a maximum of £15m or lender limits, whichever is lower

10.0 Other Matters

- Obtain, if necessary, external legal or other independent professional advice (and being authorised to request the financial resources to do so within the parameters of the Corporate Business Plan) to enable the Committee to properly conduct its business.

11.0 Review

These Terms of Reference shall be reviewed every three years and approved by the Board. As part of good governance, the Committee will review their work against the ToR annually

Version code	2
Lead Officer	Company Secretary
Equality Impact Assessment	n/a
Date of Issue	Board approved 12.12.2025
Review Date	November 2028
ToR replaced	Changes in standards and governance

Audit and Risk Committee

Terms of Reference

1. Purpose

The Audit and Risk Committee support the Board by overseeing internal controls, risk management, and audit functions. It ensures effective governance through scrutiny of audit, fraud and control systems, and maintains a robust risk management framework. The Committee keeps the Board informed through regular reports from the Chair

2.Membership

- The Committee will have at least four members, with the necessary skills and experience, and at least one member possessing recent and relevant financial expertise.
- The ccha Board shall appoint a suitably qualified Board Member as the Committee Chair and will consider the required skills and competencies required for the position.
- The Board may co-opt up to two members with relevant skills and experience to meet the Committees short term needs

3. Meetings

- The Committee shall meet at least four times a year and additionally as required.
- The quorum for meetings is three Committee Members, two of which should be Board Members.
- The Committee shall have no Executive Members, and voting members must exclude the Board Chair and all Executives. ccha Executive will be in attendance along with experts and advisers as requested by the Committee
- The Committee reserves the right to meet with the internal and external auditors or any other advisors without any member of staff present and should exercise that right annually. The Committee Chair will maintain a dialogue with key individuals involved in the company's governance outside of meetings.
- The Committee shall follow the Board's Standing Orders for the Committees business including conduct, voting, urgent business and record of the meeting.

4. Audit and Risk Committee Responsibilities

- Supporting the Board to ensure good governance arrangements for the group.
- A close working relationship with the ccha Board and ccha Developments Limited (cchadl) Board, which has responsibility for "for profit" development activities.
- A close working relationship between Executives and the Committee in which there is mutual respect and understanding for the respective roles.
- Working to commonly agreed objectives and targets and with unified frameworks for strategic planning, risk management and policy making
- A rigorous approach to performance monitoring and commitment to continuous improvement.
- Placing residents at the heart of the business
- Embracing the principles of Equality, Diversity, and Inclusion.

The ccha Board shall appoint a suitably qualified Board Member as the Committee Chair and will take into account the required skills and competencies required for the position.

5.0 Responsibilities – Internal Controls

- Ensuring policies and procedures include controls that enable ccha to be effectively managed as a registered provider and parent company, within an appropriate risk level.
- Ensuring and reporting to the Board that internal controls are embedded and regularly reviewed to support value for money, accountability and enable annual statements of internal control.
- Ensuring measures are in place to prevent errors, monitor control weaknesses and report necessary actions to the Board.
- Receiving the annual report on internal controls assurance from the Executives prior to its presentation to the Board.

5.1 Responsibilities – Internal Audits

- Ensuring internal audit arrangements are appropriately resourced, reflect the Groups' risk profile, and approving their scope or limitations. Overseeing a regular review and renewal of the internal audit contract, including tendering and recommending appointments to the Board.
- Agreeing the internal auditor's fees within budget and ensuring value for money.
- Annually review and agree the internal audit plan, monitor progress, and approve changes.
- Receives summaries and action plans with full reports reviewed only if control issues arise. Detailed scrutiny is delegated to the Executive Team.
- Monitoring the completion of management actions to obtain assurance that internal audit recommendations, which have been endorsed by the Committee, are implemented as timetabled. Regularly reviewing the effectiveness of internal audit activities, auditor performance, and compliance with professional standards and best practice.

5.2 Responsibilities – External Audit

- Overseeing review and renewal of the external audit contract, including tendering and recommending appointments, and agreeing fees within budget to ensure value for money.
- Advising the Board on its recommendations regarding the appointment of external auditors.
- Agreeing the external audit plan each year, monitoring a planned programme of work and advising the Board on the performance of the external auditors.
- Reviewing and monitoring the external auditor's independence and objectivity annually appraising the effectiveness of the external audit service.
- Reviewing the draft Group financial accounts, discussing with external auditors as needed, and reporting recommendations to the Board. Ensuring endorsed external audit recommendations are implemented on schedule and reporting progress to the Board. Reviewing the annual statutory audit and reporting with recommendations on any issues of judgements or auditor communications.
- Ensuring cchadl has independent, high standard external audit arrangements and an appropriate audit programme.

5.3 Responsibilities – Risk Management

- Developing and recommending the Group's risk management strategy and risk appetite statement to the Board.

- Agreeing a framework for risk mapping to identify, monitor and manage key financial and operational risks with appropriate controls. Conducting quarterly reviews of all strategic risks and all high operational level risks, for ccha and cchadl where appropriate.
- Actively consider emerging risks as part of its ongoing Risk Management responsibilities, ensuring that potential future threats are identified, assessed, and appropriately addressed.
- Conducting reviews of cchadl's strategic risk and high operational risk annually, and seek assurance that there is an exit procedure in place
- Advising the Board on operational risk that could impact strategic objectives or service delivery and recommending necessary actions.
- Seeking assurance from the Executive, and providing to the Board, that risk management is embedded in the organisations culture.
- Ensuring that appropriate business continuity, disaster recovery and contingency plans are in place and tested
- Ensuring assets protection through adequate insurance cover, reviewing claims history, and making recommendations to the board.

5.4 Responsibilities - Fraud

- Monitoring reports on fraud, bribery, irregularities, and assessing the adequacy or responses and controls
- Ensuring that a Group fraud register is maintained and reviewed
- Overseeing adequate counter fraud and bribery arrangements and reviewing outcomes. Assessing the impact of fraud or alleged fraud on internal controls and recommending improvements where needed.
- Notifying the Board of any material incidence of fraudulent activity of which the Committee becomes aware.

5.5 Responsibilities - Other Matters

- Ensuring co-operation and co-ordination between the internal and external auditors (including separate cchadl auditors if appropriate).
- Initiating investigations as needed, with access to records and authority to request operational or financial information from staff.
- With the Boards' approval, the Committee may report decisions directly to the auditors or regulators if concerns arise.
- Reviewing and recommending key ccha policies as appropriate to the Committee and seeking external advice when needed, with the authority to request funding to support its work.
- Reviewing annually the effectiveness of the Committee and reporting to the Group Board.

6.0 Reporting

- Report to the Board on proceedings after each meeting.
- Make recommendations to the Board on matters within its remit.

7.0 Review

These Terms of Reference shall be reviewed every three years and approved by the Board.
As part of good governance, the Committee will review their work against the ToR annually

Version code	2
Version replaced	1

Lead Officer	Company Secretary
Equality Impact Assessment	n/a
Date of Issue	Board approved 12.12.2025
Review Date	November 2028
ToR replaced	Changes to Terms of Reference to the Board in ARC with wider changes to Standards and guidance

ccha Developments Limited **("cchadl")**

Terms of Reference

cchadl Board

1. Introduction

1.1 These Terms of Reference set out the purpose and core responsibilities of cchadl and its operating arrangements including size, composition and quorum. cchadl is a subsidiary company of ccha, and as such, the ccha Board exercises its authority by limiting cchadl's responsibilities as set out below.

1.2 cchadl is a legal entity subject to its own Articles of Association and statutory obligations.

1.3 In fulfilling its purpose and core responsibilities, cchadl's style and approach will be characterised by:

- Ensuring it maintains good governance arrangements as suitable for a small company and to support the ccha Board to ensure good governance arrangements for the group structure.
- A close working relationship with the ccha Board working to commonly agreed objectives.
- A rigorous approach to performance monitoring and commitment to continuous improvement.

2. Purpose

2.1 To generate profits through market sale properties.

3. Constitution and Composition

3.1 The size of the cchadl Board shall be such number as ccha shall prescribe from time to time but not exceeding four Directors, all of whom shall have been appointed by the ccha Board. The Directors may be members of ccha's executive team.

3.2 A Chair will be appointed annually by the attending cchadl Directors at a cchadl board meeting.

3.3 If the numbers of votes for or against a proposal are equal, the Chair will have a casting vote.

3.4 The cchadl Board will meet at least three times a year. Further meetings may be called by any Director or the Company Secretary, with no less than five working days' notice, or shorter if all Directors/Members agree.

3.5 The quorum for meetings is two. Further Members or Officers may be in attendance, at the request or discretion of the cchadl Directors.

3.6 The cchadl Board will have regard for governance arrangements as laid out in the ccha Standing Orders.

3.7 The ccha Audit and Risk Committee shall also act as the cchadl Audit and Risk Committee.

3.8 cchadl has obligations under Company law and its Articles of Association.

4. Core Responsibilities

4.1 Subject to Board approval, enter into commercial arrangements to deliver build for sale properties in accordance with a strategy determined by the ccha Board, or to act on the instructions of the ccha Board.

4.2 Recommend to the Board, changes to any ccha strategy where there are direct implications for the future delivery of build for sale properties by cchadl.

4.3 Consider and recommend to the Board financial appraisals of development sites, seeking assurance that the proposed terms are in the interests of cchadl to enter in to.

4.4 Monitor and report back to the Board, the build for sale development pipeline ensuring that future financial commitments can be met or guaranteed.

4.5 Reviewing the terms of the Lending Agreement and Service Level Agreement to ensure they continue to meet the interests of cchadl and recommending changes to ccha Board for their approval.

4.6 To consider changes, variations, and disputes associated with commercial arrangements entered into and recommend changes to the Board.

4.7 Receive and act on any recommendations arising for internal audit, external

audit or project completion reports as they directly impact cchadl.

4.8 To fulfil, in a timely manner, the statutory obligations of cchadl, namely, to file annual accounts, register Director/Secretary changes, and other Company law obligations confided in an independent legal entity.

4.9 To determine and authorise gift aid payments in favour of ccha.

5. Other Matters

5.1 Review and recommend for approval to the cchadl/ccha Board all relevant policies and procedures outlined in ccha's Policies and Procedure Index.

5.2 Review annually the effectiveness of the Board and report to the Group Board. An external review of Governance Effectiveness should be commissioned every three years in alignment with ccha.

5.3 Obtain, if necessary, external legal or other independent professional advice (and being authorised to request the financial resources to do so) to enable the cchadl Board to properly conduct its business.

6. Urgent Decisions

6.1 Subject to the conditions set out in "core responsibilities" urgent decisions may be required. Meetings will be in person or via Teams but where this is not possible, urgent decisions will be requested using the standard method outlined in the ccha Email/Virtual Approval Procedure.

7. Review

These Terms of Reference shall be reviewed every three years and approved by the Board. As part of good governance, the Committee will review their work against the ToR annually

Version History	
Policy	cchadl Terms of Reference
Version	4.0
Version replaced	3.0
Lead Officer	Company Secretary
Date of Issue	Board approved 12.12.2025
Review Date	November 2028
Policies and procedures replaced	None

Appendix to Terms of Reference

Decisions Reserved for the Board

The 'Decisions Reserved for the Board' is a formal schedule of matters specifically reserved for the Board's decision. A decision relating to any matter within the 'Decisions Reserved for the Board' document may **not** be taken by any of the Committees or the Chief Executive. However, either is authorised to make a recommendation to the Board for approval.

1.0 Strategy

1.1 Develop the strategic vision, values, mission, and objectives and ensure it is delivered through long-term corporate planning.

1.2 Establish the framework of strategies, policies, and work plans to achieve the corporate plan objectives.

1.3 Approve:

a. Business Plan and annual plans
b. Consolidated budget and long-term financial plans, including capital expenditure budget
c. All Strategies
d. Annual accounts for ccha and its subsidiary, cchadl
e. Financial Forecast Return
f. Statistical Data Return

1.4 Consider the annual business plan, its objectives, and stress testing its assumptions.

1.5 Determine the corporate structure and approving any changes including mergers, acquisitions and activating or winding down subsidiaries.

1.6 Develop strategic partnerships and relationships with key stakeholders.

1.7 Ensure the probity, integrity, and reputation of its activities.

1.8 Responsibility for the strategic direction, including expansion of operations into new activities or geographic areas.

2.0 Governance

2.1 Ensure that robust governance procedures are in place and provide a framework of delegation and system of internal control.

2.2 Ensure affairs are conducted lawfully and in accordance with probity, good practice, and regulatory requirements.

2.3 Approve all Board and Committees Terms of Reference.

2.4 Regularly review the Board's governance arrangements and ensure effective working relationships between the Board, Committees, Subsidiary, and the Executives ensuring clarity of responsibilities.

2.5 Ensure the process of engagement with the Regulator is fit for purpose and seek assurance that all returns and notifications are timely and accurate.

2.6 Amend, suspend and revoke Standing Orders.

2.7 Overall responsibility for governance arrangements, including Code of Governance, Code of Conduct, Standing Orders, Financial Regulations, Framework of Delegation, and Internal Control,

2.8 Ensure matters relating to the Tenant Satisfaction Measures meet all relevant requirements are reviewed prior to regulator submission and publication to stakeholders.

2.9 Approve annually the decisions reserved for the Board, the schedule of delegated authorities and authorised signatories.

2.10 Approve annually the outcomes of the organisations self evaluation processes and assessments prior to reporting to the Regulator

3.0 Finance

3.1 Approve the budget, annual business plan and long-term financial plans and monitor outcomes.

3.2 Approve the financial statements and annual report.

3.3 Monitor regular financial performance reports, including income and expenditure, treasury, balance sheet and cash flow statements.

3.4 Consider matters of internal control and audit matters reported to it by the Audit and Risk Committee.

3.5 Ensure ccha has an Asset and Liabilities Register and that all assets are protected by adequate insurance cover.

3.6 Appointment of funders and approval of borrowing facilities, investments and on lending.

4.0 Risk

4.1 Determine the risk appetite and tolerance and oversee a risk management framework to safeguard the Group through reports from the Audit and Risk Committee.

4.2 Review annually the individual and combined material risks faced by ccha and consider plans to mitigate and manage them effectively.

4.3 Develop effective stress testing procedures to give business assurance and provide robust governance.

4.4 Ensure that a positive culture of managing opportunities, threats and uncertainties is embedded.

4.5 Decide on policies and matters with significant financial impact or material principles.

5.0 Management of Assets

5.2 Approve the purchase and disposal of all property assets (excepting the individual sale of Help to Buy (or equivalent scheme) market sales properties, shared ownership properties and those disposed of under Right to Acquire).

5.3 Approve entry into joint schemes with other organisations before any formal commitments are made.

6.0 Appointments and Human Resources

6.1 Appoint, renew appointment, or if necessary, removal of:

(a) Board Members
(b) Board Chair
(c) Committee Members
(d) Committee Chairs

6.2 Appointment of the Chief Executive and, through nominating Board Members and the Chief Executive, the Executive Directors.

6.3 Appoint a Company Secretary (in accordance with Rules).

6.4 Ensure adequate succession planning for Board and Senior Management appointments.

6.5 Agree remuneration of:
(a) Board Members
(b) Board Chair
(c) Committee Members
(d) Committee Chairs
(e) The Chief Executive

6.6 Ensure there is an appropriate method for approval of the Chief Executive's salary, benefits, and Terms of Employment

6.7 Deal with any disciplinary or grievance matters (including removal) in relation to the Chief Executive and to assist the Chief Executive in disciplinary matters relating to the Executive Directors

6.8 Approve any major changes to the structure of the Leadership Team
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6.9 Approve any significant changes to staff pension schemes

Policies

7.0 Approve a register of policies, ensuring each is reviewed in a timely manner at an appropriate level, and they benefit from a robust approval process.

Subsidiary

8.0 Nominate Directors to cchadl and remove nominated directors as required.

9.0 Establish group committees to oversee the functioning of both ccha and cchadl

10.0 Approve both intergroup and external funding arrangements for cchadl

Version History	
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Lead Officer	Company Secretary
Equality Impact Assessment	No
Date of Issue	Board approved 17.11.2025
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Policies and procedures replaced	Reviewed with minor updates

Standing Orders

Delivering on our promises

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1. Introduction

1.1. Croydon Churches Housing Association Limited (ccha) is a Charitable Community Benefit Society (registration number 17772R). It is also registered with the Regulator of Social Housing as a Private Registered Provider (registration number LH0495). ccha also has an active Subsidiary company called ccha Developments Limited (cchadl) (registration number 11286489), to which these Standing Orders also relate as specified.

1.2. ccha is governed by a constitution called the "Rules". The Standing Orders cannot replace or alter the Rules, rather they are intended to:

1.2.1. amplify those parts of the Rules relating to the powers, membership, convening and conduct of meetings;

1.2.2. reflect the provisions of the chosen Code of Governance, the NHF (National Housing Federation) Code of Governance 2020 (CoG), and the Regulator of Social Housing's published standards;

1.2.3. outline the responsibilities and level of authority of the Board, Committees, and the individual Members;

1.2.4. provide a sound and clear basis for the conduct of Board business; and

1.2.5. take into account the Intra Group relationship between ccha and cchadl.

1.3. cchadl has a constitution called the "Articles of Association" and its sole controlling shareholder is ccha. This means that while the cchadl Board must act in its own best interests, it is also accountable to strategic decisions made by ccha. The technical name for cchadl is "the Subsidiary" and in this context ccha may also be known as "the Parent".

1.4. The Board may alter, rescind or suspend any part of the Standing Orders by a simple majority vote. The decision and the reason for that decision will form part of the meeting record. Further, the Company Secretary shall ensure a full review of this document annually or sooner if circumstances require.

2. Definitions

Agreement for services	A remunerated contract that a Board or Independent Committee Member enters at the beginning of their tenure, and expires after a period of no longer than three years

General meeting	A meeting of Shareholders; held in accordance with the Rules
Group	Pertaining to both ccha and cchadl
Member	A person appointed by the Board to any Board or any Committee. May be defined specifically as "a Board Member" or "a Committee Member" as required
Rules	The written constitutions of ccha
Company Secretary	A position determined in the Rules. Appointed and removed by the Board
Shareholder	A person who is named on the Shareholders register of Croydon Churches Housing Association

3. Shareholder Admittance

3.1. This statement represents a Shareholder Admittance Policy (CoG: B8). Rules C 4-9 determine that the Board may set policy on Shareholder admittance. To this end only Board Members shall be appointed Shareholders, and when their Board membership ceases, so shall their Shareholding membership. Employee Board Members or co-optees may not be Shareholders. The Company Secretary shall maintain a Shareholder register (formatted in accordance with the Rules) to determine who is, or who was eligible to vote at any given time.

4. Shareholder Meetings

4.1. C 12-32 of the Rules dictates the nature of Shareholder meetings (called general meetings), the proceedings, and the voting requirements.

5. Composition of the Board

5.1. In accordance with Rule D2, the Board shall consist of between five and twelve Board Members (including co-optees). Employees may be appointed or co-opted to the Board provided the number is no more than half of the Board at any given time.

5.2. Board Members will be appointed according to a Board policy statement, and applicants will be assessed against the standards and personal specification that all Board Members must adhere to. Recruitment will also be subject to a self-assessment of what skills and knowledge the Board is seeking to attract.

5.3. Board Members will be appointed under an agreement for services, with each agreement lasting for no more than three years. The continuous period of service shall not exceed six years. However, in exceptional circumstances, the Board may determine to offer further agreements, each lasting no more than one year, up to a total of nine years' service.

5.4. The need to retain co-optees will be reviewed at least annually, and the Board will confirm reappointment annually.

5.5. Whether a Member is paid and to what level will be determined according to a remuneration policy.

5.6. Members will be subject to a Board policy on appraisals, and new Members will be subject to a probationary review set out within that policy. In addition, all new Members will be subject to a programme of induction.

6. Board Chair

6.1. The Board will appoint a Chair. The duration of the appointment will link to an agreement for services; with a maximum period of continuous service being no more than two terms of three years.

6.2. If the Chair is absent from a meeting, the first item of business on the agenda will be to appoint a Chair of the meeting.

7. Committee Membership

7.1. The Board will appoint such Committee Members and the Committee Chair, in accordance with their Terms of Reference. Appointments will be made according to each Member's skills and knowledge. The duration of each appointment will link to their agreement for services; however, membership of Committees may be amended at any time on authority of the Board.

7.2. If the Committee Chair is absent, the first item of business on the agenda will be to appoint a Chair of the meeting.

8. Meeting Notice

8.1. The Board shall meet at least four times in each calendar year at times and places fixed by the Board. At least seven clear days' notice of each meeting will be given to every Board Member and co-optee by the Company Secretary. The Board may meet with shorter notice provided 75% of the Board Members consent.

8.2. The Company Secretary will liaise with Chairs to provide a provisional calendar and circulate to all Members a diary of meetings no later than 31 October, covering at least the period 1 January to 31 December the following year. Members will commit the circulated meeting dates to their diary.

9. Matters/Decisions Reserved and Delegation

9.1. The Board will maintain a schedule of matters and decisions that it reserves for its consideration only. Other matters shall be delegated to the Audit and Risk Committee, the People and Governance Committee the Development and Assets Committee, ccha Developments Limited or other Subsidiaries/Committees/ Working Parties as determined by the Board and with suitable Terms of Reference in place.

9.2. The Chief Executive will be responsible for the day-to-day management of ccha. Once a decision is made by the Board, one of its committees or the Subsidiary, it is his/her responsibility to ensure the necessary resources are in place to enact that decision. Strategy, financial regulations, schemes of delegation, and policy statements may modify that responsibly.

10. Meeting Pack

10.1. At least seven days prior to the date of the meeting, the Company Secretary will circulate the agenda and supporting documentation for the meeting. ccha has determined that a portal, will be used to share information and comment in advance. To facilitate robust discussions questions can still be raised at the meeting.

10.2. Any matter requiring a decision will be accompanied by a written report clearly stating the recommendation(s) that the meeting is being asked to consider, and where necessary, evidence of independent professional advice relied upon in arriving at the recommendation.

10.3. It will be a matter for the Company Secretary, in consultation with meeting Chairs, to agree the format, content, and standard of the meeting papers. The Company Secretary will also determine how supporting information will be made available, should it not be in the interests of inclusion in the meeting papers.

11. Quorum

11.1. Subject to the notice of a meeting being valid, the minimum number of Board Members that may consider a decision is five.

11.2. Members need not be physically present to contribute to the quorum but must be able to participate in the proceedings. If no quorum is present, any matters requiring a decision will stand adjourned.

11.3. The quorum for Committees and the Subsidiary will be stated in their Terms of Reference.

12. Attendance

12.1. Only Members are automatically entitled to attend meetings to which the Board has appointed them. Beyond that it is a matter for the meeting Chair to determine, who may attend a meeting, and for what duration they are present. The default position will be that Non-Member attendance be restricted to facilitate effective and efficient execution of the business in hand.

13. Declaration of Interests

13.1. Rule D15 – D26.7 determines the process by which the outside interests of Board Members will be managed; and there will also be a policy on Declarations of Interest for such matters. In terms of meeting conduct, all Members will be offered the opportunity to declare an interest at the start of the meeting, and the Chair of the meeting will determine the extent to which that Member participates during the consideration of the matter in question.

14. Order of Business

14.1. It is the responsibility of the Company Secretary to draft the meeting agenda and agree it with the meeting Chair. In doing so, the Company Secretary will have regard to recurring or cyclical issues, and directions of Members given at previous meetings.

14.2. The agenda for Board meetings, unless the Company Secretary determines otherwise, will be determined by the key items for discussion. Standing items will remain

14.2.1. Confirmation of quorum, apologies for absence and declarations of interest;

14.2.2. Minutes of the last meeting (and any unapproved previous meetings) and minute action tracker;

14.2.3. Matters arising from previous meetings;

14.2.4. CE (Chief Executive) Update Reports;

14.3. The main agenda items will be planned in a way that best meets the meeting and agreed with the Chair in advance. The agenda will have a column indicating whether the paperwork requires approval, discussion, for information or an update. If the Committees have met, the Chair of the Committee will provide a short-written report and speak briefly. Additional reading around any topic will be placed on the portal for all members consideration.

14.3.1. Any other business (at the discretion of the Chair); and

14.3.2. Date of next meeting and close.

14.4. The agenda for any Committee or Subsidiary Board meetings shall be similar to that of the Board so far as it is practical.

14.5. The Members may determine on the advice of the Chair or Company Secretary, to reorder the agenda, withdraw agenda items, or accept further matters not stated on the agenda.

15. Conduct in Meetings

15.1. The Chair will open, close, and adjourn the meeting and direct proceedings.

15.2. Unless otherwise directed by the Chair, Members wishing to speak during the meeting shall do so by making themselves known to the Chair, who will then direct when the Member may speak. The Chair shall ensure Members wishing to speak have the opportunity to do so and may also curtail speakers to maintain an efficient and effective meeting. At the conclusion of each agenda item, the Chair will state the decision being taken.

15.3. Should the conduct of the meeting fall below the standard expected, the Chair shall adjourn the meeting until such time as good conduct can be restored. All members will follow the Board's Code of Conduct.

16. Voting

16.1. The Chair of the meeting will assure themselves that in respect to matters for decision, there is unanimity amongst Members before moving to the next matter. Should there be disagreement amongst Members, and no prospect of agreement, the Chair shall order a vote by show of hands. The Chair will have a second and casting vote (which they may choose to withhold), and the outcome of the vote will be recorded in the meeting record.

17. Record of the Meeting

17.1. The Company Secretary will ensure a record of any Board or Committee meeting is taken in a format acceptable to Members and stakeholders. At the very least, the record (or minutes) will include what decision was taken, when it was taken, who was party to the decision, and a summary of discussions. The minutes will be certified as a true and accurate record at the next meeting and stored safely.

18. Urgent Decisions

18.1. An urgent decision is a matter that would usually require the consideration of the Board (or a committee if delegated); and a decision on the matter is required outside the usual cycle of meetings.

18.2. Triggering the urgent decision process should not be undertaken lightly. Too much use of it will undermine good governance practice. In order to use it therefore the Company Secretary should first consider:

18.2.1. Can I foresee the possibility of the urgent decision arising, and obtain special delegated authority in advance? and

18.2.2. Can I call a meeting of the Board or Committee at short notice to consider the urgent matter?

18.3. If the answer to both questions is no, then the Chair shall be delegated authority to determine the matter. For this to occur all Members usually subject to such a decision will be sent background information on the portal and consulted within a stated time frame. The Chair will consider their comments, before confirming a decision recorded in writing. That decision may then be acted upon.

18.4. If the Chair is unavailable, an urgent decision can be approved if 75% of the Members confirm their approval in writing. The Company Secretary will collate the responses and confirm the decision to all Members.

18.5. At the next meeting, the Company Secretary will report the use of the process, the background, and the decision made. That matter will be recorded in the minutes.

18.6. The Board has approved 'virtual' decision making. Members should consult the policy for specific details.

19. Use of Company Seal

19.1. In accordance with the Rules, the Company Secretary shall keep a Company Seal for use as the Board determines. The Board permits execution under the seal by any two of the following (subject to it not being the same person):

19.1.1. The Company Secretary;

19.1.2. The Chief Executive;

19.1.3. The Director of Finance & Resources;

19.1.4. The Director of Customers;

19.1.5. The Director of Homes;

19.1.6. Any Board Member.

19.2. The Company Secretary shall maintain a Register of Seals recording all documents to which the company seal has been applied and the delegation under which it has been used, which shall be open to inspection by the Board. The use of the Company Seal will be reported at the next appropriate Board meeting.

Version History	
Policy name	Standing Orders
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Lead Officer	Company Secretary
Equality Impact Assessment	No
Date of Issue	Board approved 17.11.2025
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Policies and procedures replaced	N/A Reviewed numbering of ccha Rules are now reflective of Rules 2025 no substantive changes