

Board terms of reference

Constitution

The Board's constitution is set out in our rules, but important clauses in our rules are summarised below:

- The size of the Board will be not less than four nor more than fifteen members including the chair.
- The Board will usually meet quarterly at such times and places as the Board shall determine. Meetings can take place in any manner which permits those attending to hear and comment on the proceedings.
- No formal business may be transacted by a meeting of the Board unless a quorum of three members is present. If no quorum is present, no proposal is to be voted on, except a proposal to call another meeting.
- Every Director shall be appointed by the Directors for an initial term of up to three years and may be re-appointed for two further such terms of up to three years each.
- No Director may serve more than nine consecutive years in office without taking leave from office of at least one year.
- The numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote they may have.

Terms of reference

The Board is ultimately responsible for upholding good standards of governance and the conduct and control of our affairs.

Day to day decision making is generally delegated through the setting of clear policies and procedures to committees, the CEO and other members of the senior management team.

The essential functions of the Board are as follows:

- To define and monitor compliance with the values and strategic objectives of the organisation, ensuring its long term success.
- To respect the founding Christian principles and to advance the Christian faith in line with our charity's objects.
- To determine our strategic direction, agreeing an annual business plan with the key priorities and objectives – and then reviewing performance to ensure the priorities and objectives are achieved.
- To establish policies and plans to achieve the objectives.
- To establish a risk identification and risk management procedure to safeguard against the failure to achieve the organisation's objectives.
- To approve the budget and financial business plan each year, and any rent and service charge increases.
- To approve the audited financial statements prior to publication following their detailed consideration by the audit and risk committee.
- To establish and oversee financial regulations, a framework of delegations and systems of internal control.
- To agree policies and make decisions on all matters that might involve significant financial or other risk to the organisation or those which raise material issues of principle.
- To monitor performance in relation to plans, budgets, controls and decisions, and the performance of comparable organisations.

- To scrutinise performance against key indicators.
- To ensure the establishment of effective communication channels and ensure that systems are in place for feedback from clients and stakeholders, including partner agencies, commissioners, funders and regulators.
- To ensure we are a good employer.
- To appoint (and if necessary, dismiss) the CEO and company secretary, to consider their appraisals and be represented in the appointment of other members of the Executive Team.
- To set objectives for and annually appraise the CEO and company secretary.
- To follow our rules in appointing (and if necessary, removing) the chair of the Board.
- To establish a code of conduct setting out the expected behaviour of the Board.
- To satisfy itself that the organisation's affairs are conducted lawfully and in accordance with regulatory standards of performance and propriety.

The Board will, through the receipt of regular minutes and internal and external reports, monitor the achievement of plans, policy objectives and targets and ensure that internal controls and procedures are being followed.

Appropriate training will be provided to Board members to enable them to carry out their duties efficiently and to ensure that they are kept up to date with changes affecting their role as a Board member.

The Board will ensure that collectively it possesses all the necessary skills and Board members will carry out a self-assessment each year.

Strategic and business planning

The Board will adopt a long-term strategic plan setting out its broad aims and objectives and how these aims and objectives are to be achieved. The strategic plan will be reviewed each year.

The Board will make decisions on the following key issues and will not delegate these decisions to committees or the Executive Team:

- Any expansion of operations into new activities or geographic areas.
- Ceasing a material part of current operations.
- Changes to corporate structure, including the setting up of subsidiaries.
- Approving major capital projects, including buying land or buildings.

The Board will approve and monitor an annual business plan, which will clearly define its objectives and targets for the forthcoming year.

Financial policy and scrutiny

The Board will agree the annual budget and capital expenditure.

The Board will ensure the organisation's assets are protected including the maintenance of adequate insurance cover.

The Board will review income and expenditure.

The Board will review cashflow, liquidity and going concern.

Committees

The Board will ensure that our committee structure is appropriate to our size and scope of operation to ensure our responsibilities can be properly conducted.

Standing and 'ad hoc' committees may be established in relation to areas of activity. The terms of reference of committees will be reviewed annually and formally approved by the

Board. The members and chair of each standing committee will be reviewed regularly by the Board.

Chair and Chief Executive (CEO)

The role of the chair is set out in the role description and person specification, which accompany these terms of reference.

Day to day business will be delegated to the CEO and other staff through the clear setting of plans, policies and procedures and a system of upward reporting to enable the Board to monitor that these are being effectively implemented. Detailed financial regulations and governance guidelines have also been established, which clarify the extent of delegated authority. These are reviewed annually, and if any changes are required, they will be brought to the Board.

It is acknowledged that there may be specific issues that may not be covered by delegated authority and on which urgent decisions are required in advance of a scheduled Board meeting. In such circumstances the chair has authority to make such a decision subject to:

- A recommendation being circulated by e-mail to all Board members.
- The decision being formally notified to the Board for endorsement at its next meeting.
- Consultation with the chair of relevant committees.

The CEO will ensure that detailed minutes of all Board meetings are properly maintained, and all decisions clearly documented.

Committee terms of reference

Audit and risk committee terms of reference

Purpose

The Audit and Risk Committee (ARC Committee) is a sub-committee of the Board of YMCA Downslink Group (Board) (YMCA DLG), responsible for providing assurance on the effectiveness of YMCA DLG's risk management and internal control frameworks and that the organisation's activities are being managed in a safe manner, within the agreed Business Plan and all legal and regulatory obligations, specifically:

- Review, challenge and monitor the risk management framework and associated policies and disseminate to the relevant Committee for action.
- Ensure that the internal control framework is robust and reflects the nature, size, and strategy of YMCA DLG.
- Ensure effective internal and external audit processes are in place.
- Compliance with contractual, regulatory, and legal requirements.
- Oversee the Assurance Framework and test adherence to it.
- Review the results of any audits or quality assessments and agree, where necessary, plans to improve performance and mitigate risk.

- Inform and help to shape the strategic direction of Risk Management, Audit, Compliance and Assurance for approval by YMCA DLG's Board.
- Oversight and approval of the insurance arrangements.

Membership

It is intended that majority of the membership of the Committee will be full Board Members.

The Committee shall consist of:

- At least two Trustees and a maximum of four.
- Up to two Independent Members.
- The Committee has the right to retain specialist advisors to fulfil its remit.
- The Chair of the Board cannot be the Chair of the Audit and Risk Committee.
- The Chair of the Board and the CEO shall NOT be voting members but may attend meetings.
- All members should be approved by the Board of Trustees.

The following Officers may attend by invitation:

- Director of Director of Finance and ICT (Lead Executive Team member)
- Director of Housing and Community Services
- Any other member of the Executive Team
- Any other colleagues whose attendance may be required by the Committee from time to time.

Quorum

Unless otherwise determined by the Board of Trustees, the quorum will be two Trustees.

Meetings

There will be a minimum of four meetings a year.

Additional meetings may be called by the Chair, detailing the business to be transacted.

Meetings shall be convened by written notice, including e-mail. Only Committee members and others who have been specifically invited have the right to attend Committee meetings.

Agendas and associated papers will be available to all Members not less than five working days before the date of the meeting. Papers will be available to Members electronically unless they have a medical exemption.

Draft Minutes will be produced by the designated minute taker and agreed by the Chair within 10 working days of the meeting.

The business of the meeting shall be limited to items on the agenda and any items accepted by the Chair under any other business.

In the absence of the Chair at any meeting, the role of Chair will be taken by any other Committee Member elected from those present excluding the Chair of the Board and Officers of the organisation. The proceedings of each Committee shall be reported to the Board.

Conflicts of Interest

A Committee member or attendee, who becomes aware of a potential conflict of interest relating to matters being discussed by the Committee, should give prior notification to the Chair.

If this is not possible, declare this at the meeting and, where necessary, withdraw during discussion of the relevant agenda item.

Specific Duties – Delegated by the Board

Audit and Internal Control

Ensure appropriate arrangements for internal audit of the Organisation's operations are in place.

Approve a rolling three-year internal audit strategy and an annual programme of internal audit across the Organisation including the outline scope of each audit.

Oversee all internal audit reports and quality assessments and agree any further actions to be taken including monitoring implementation of recommendations to ensure that identified weaknesses in control are corrected and deadlines are met.

Ensure that the Organisation has an effective framework and governance in place to meet regulatory and compliance requirements providing assurance to the Board.

Oversee the Annual Statement of Internal Controls Assurance and recommend approval to the Board. This includes ongoing review during the year by the Committee to gain assurance that appropriate internal controls are in place and maintained. To also receive the Annual Assurance Framework and recommend its approval to the Board.

Recommend the approval of the appointment of external statutory auditors to the Board, prior to formal appointment at the AGM. Oversee the performance of the external auditors, including their independence and ethical standards.

Organise the annual external statutory audit of the Group accounts and recommend approval of the financial statements and accounts to the Board for approval. This includes responses to audit management letters, reports or investigations relating to the Organisation and to monitor implementation of any follow up actions.

Review the Fraud Register and Gifts and Hospitality Register annually.

Review the Asset and Liability Registers annually.

Receive reports on fraud or attempted fraud. Ensure that any fraud or attempted fraud is appropriately investigated and any identified weaknesses in internal controls are addressed.

Review the annual report immediately after the end of the financial year regarding declared interests and granting of benefits.

Meet with the internal and external auditors without any employees present at least annually.

Maintain oversight and approval of the organisation's insurance arrangements.

Risk Management

Ensure the Organisation has an effective and comprehensive Risk Management Framework in place, including strategic and operational risk registers, which should be reviewed annually, and any significant changes recommended for approval to the Board.

Ensure identification of risk across the governance structure ensuring that the Committee has a single view of the risk profile of the Organisation.

Review the Organisation's risk appetite on a quarterly basis by reviewing the Strategic Risk Register. This includes ensuring that adequate controls and mitigations are in place and escalating any significant changes in risk profile to the Board.

Oversee and approve the annual assurance plan which sets out the assurance activity which will take place and be reported to the Committee during the year.

Review and approve the Annual Accounts and Financial Statements for the Organisation and receive assurance concerning internal controls and risk management ahead of approval from the Board.

Ensure that appropriate arrangements are in place for business continuity and disaster recovery and that they are tested regularly.

Standing Orders

Review the Standing Orders and Financial Regulations at least once per year, including the delegated authorities to Committees, working groups and colleagues and make recommendations for amendments to the Board for approval.

Procurement

Review procurement activity within the Organisation at least once a year in line with delegated authority from the Board to Committees.

Review and approve policies relevant to finance issues, excluding Treasury Management which is reviewed at Resources Committee.

Review and approve the Organisation's insurance arrangements, claims and costs at least annually to ensure that the Organisation has adequate policies to minimise exposure to potential losses and claims.

Receive reports at least annually summarising the write-off of bad debts which have been authorised by the appropriate Director or others in line with any approved write off policies and Standing Orders and Financial Regulations.

Health and Safety

Ensure that an effective health and safety framework is in place for the Organisation that meets legislative and regulatory requirements.

Review key indicators and other assurance relating to health and safety activity and compliance quarterly, recommending action where necessary.

Review any reports on significant health and safety incidents relating to property, children and young people, and staff and their implications, including those applicable to YMCA Downslink Group specifically and to the housing sector as a whole. Agree any follow up action and further monitoring needed including the escalation of any serious issues to the YMCA Downslink Group Board.

Review reports on Health & Safety property compliance requirements in respect of the following and report any concerns to the Board:

- Gas Safety Certificates.
- Electrical Installation Condition Reports and PAT Testing.
- Water Risk Assessments (Legionella) and Water Testing.
- Asbestos.
- Fire Risk Assessments.
- Damp and Mould.

Data Protection Act 2018 and GDPR

To oversee compliance with the above and to receive annual reporting on compliance and/or any breaches.

Any significant breaches will be brought to the attention of the Committee immediately following the breach.

Authority

Seek any information required from any employee of the Organisation to perform the Committee's duties.

Obtain, at the Organisation's expense, independent legal, accounting, or other professional advice on any matter the Committee believes it necessary.

Terms of Reference and Annual Review

The Board and Committee will review the Audit and Risk Committee Terms of Reference annually.

The Audit and Risk Committee will undertake an Annual Review of its effectiveness against the Committee Terms of Reference.

Impact and services committee terms of reference

Purpose

The Impact and Services Committee (ISC Committee) is a sub-committee of the Board of YMCA Downslink Group (Board) (YMCA DLG), with delegated responsibilities, including reporting back to the Board on its decisions, or making recommendations, or offering guidance to the Board as required, specifically:

- Management of safeguarding risks at both an operational and strategic level.

- Oversight and development of a Psychologically Informed Environment (PIE).
- Oversight of the monitoring, evaluation and learning plan (MEL) to track the delivery and impact of services.
- Monitor the ongoing quality of overall services and review the needs of service users and stakeholders to improve customer service and inform provision.
- Oversee clinical governance in terms of responsibility, accountability, consistency, and improvements in the quality of service.
- Evaluate and approve new business opportunities within overall strategy parameters.
- Undertake horizon scanning to better understand uncertainties and to analyse preparedness for potential opportunities and threats.
- Collaborate with partners to improve the system surrounding vulnerable children and young people.
- Identify any matters within the Committee's area of responsibility that create significant risk to the Organisation and refer them to the Audit and Risk Committee for consideration.
- Compliance with contractual, regulatory, and legal requirements.
- Oversight and monitoring of Youth Voice and the Organisation's youth involvement strategy.

Membership

It is intended that majority of the membership of the Committee will be full Board Members.

The Committee shall consist of:

- At least two Trustees and a maximum of four.
- Up to two Independent Members.
- The Committee has the right to retain specialist advisors to fulfil its remit.
- The Chair of the Board and the CEO shall be ex-officio members and have voting rights, other than in matters of Executive pay where the CEO may not vote.

The following Members/ Officers may attend by invitation:

- Director of Children & Young People, Director of Housing and Community Services, Director of Fundraising and Communications (Lead Executive Team members) and Head of Quality Compliance

- Any other member of the Executive Team
- Any other colleagues whose attendance may be required by the Committee from time to time.

Quorum

Unless otherwise determined by the Board of Trustees, the quorum will be two Trustees.

Meetings

There will be a minimum of four meetings a year.

Additional meetings may be called by the Chair, detailing the business to be transacted.

Meetings shall be convened by written notice, including e-mail. Only Committee members and others who have been specifically invited have the right to attend Committee meetings.

Agendas and associated papers will be available to all Members not less than five working days before the date of the meeting. Papers will be available to Members electronically unless they have a medical exemption.

Draft Minutes will be produced by the designated minute taker and agreed by the Chair within 10 working days of the meeting.

The business of the meeting shall be limited to items on the agenda and any items accepted by the Chair under any other business.

In the absence of the Chair at any meeting, the role of Chair will be taken by any other Committee Member elected from those present excluding the Chair of the Board and Officers of the organisation. The proceedings of each Committee shall be reported to the Board.

Conflicts of Interest

A Committee member or attendee, who becomes aware of a potential conflict of interest relating to matters being discussed by the Committee, should give prior notification to the Chair.

If this is not possible, declare this at the meeting and, where necessary, withdraw during discussion of the relevant agenda item.

Specific Duties – Delegated by the Board

Safeguarding, Monitoring and Learning

Review reports on safeguarding activities to identify any areas of concern and agree and monitor follow up actions. This includes the review of Safeguarding policies and reports on safeguarding incidents and learning.

Provide oversight and development of a Psychologically Informed Environment (PIE).

Oversight of the monitoring, evaluation and learning plan (MEL) to track the delivery and impact of services as defined by the Theory of Change.

Oversight of the application of learnings from the MEL data and application to practice continuous quality improvement.

Quality Assurance and Impact

Review and approve policy change in relation to the relevant service areas in line with agreed delegations regarding policy approvals.

Review key performance measures and outcomes, including complaints, to inform service delivery.

Ensure that appropriate arrangements are in place to enable children and young people to influence and provide feedback on services received.

Monitor the ongoing quality of overall services provided to children and young people through the review of performance, feedback methods and service standards.

Oversee and monitor Youth Voice and the Organisation's youth involvement strategy to ensure that children and young people have a voice and a line of communication into Board.

Oversee clinical governance and the continued improvement of quality of services to provide quality assurance, quality improvement and risk and incident management.

Oversee and monitor progress and delivery of the Service Development Priorities identified in the Service Development Review June-August 2022.

New Business

Evaluate and approve new business opportunities within overall strategic parameters for evaluating new opportunities and tenders.

Review operational and contract compliance and performance.

Undertake horizon scanning to better understand uncertainties and to analyse preparedness for potential opportunities and threats.

Ensure that success based on improving outcomes for children and young people is documented to support new business opportunities.

Advocacy and Influence

Collaborate with partners to improve the system surrounding vulnerable children and young people.

Ensure that YMCA DLG has a voice on the issues that matter for children and young people and influence decisions made as a trusted member of the profession.

Audits, Incidents and Risk

Identify any matters within the Committee's area of responsibility that create significant risk to the Organisation and refer them to the Audit and Risk Committee for consideration.

Regulatory Requirements

Review reports regarding compliance with regulatory requirements in relation to the relevant service areas and recommend annually to the Board to enable compliance sign-off in the annual accounts.

Terms of Reference and Annual Review

The Board and Committee will review the Impact and Services Committee Terms of Reference annually.

The Impact and Services Committee will undertake an Annual Review of its effectiveness against the Committee Terms of Reference.

Resources committee terms of reference

Purpose

The Resources Committee (RC) is a sub-committee of the Board of YMCA Downslink Group (Board) (YMCA DLG), with delegated responsibilities, including reporting back to the Board on its decisions, or making recommendations, or offering guidance to the Board as required. In addition, it may advise management on strategic and key operational matters related to Resources provided this is not inconsistent with its Board delegated responsibilities, specifically:

- Compliance with contractual, regulatory, and legal requirements.
- Review the Organisation's annual budgets, ensuring financial resources are available to meet the financial business plan objectives, efficiency targets are set, and budgets comply with key performance indicators, covenants, and the golden rules, report any concerns to the Board.
- Support the Board to ensure that new business opportunities, and any significant changes to the current business model, are reviewed prior to making any recommendations to the Board.
- Ensure that the Organisation has effective arrangements in place to meet rent standards and regulatory requirements.

- Review any loss-making contracts and housing projects as part of the annual budget agreement and escalate loss making projects to the Board for sign off.
- Contribute to the delivery of YMCA DLG's Business Plan by stress testing to ensure a sustainable future.
- Review the Asset Management Strategy, recommending its approval to the Board.
- Monitor the implementation of Value for Money (VFM) action plans and targets ensure that the Organisation has effective arrangements in place to meet the regulatory requirements in relation to VFM.
- Review the Organisation's ICT Strategy and oversee the ICT Business Continuity Plan.

Membership

It is intended that majority of the membership of the Committee will be full Board Members.

The Committee shall consist of:

- At least two Trustees and a maximum of four.
- Up to two Independent Members.
- The Committee has the right to retain specialist advisors to fulfil its remit.
- The Chair of the Board and the CEO shall be ex-officio members and have voting rights, other than in matters of Executive pay where the CEO may not vote.

The following Members/ Officers may attend by invitation:

- Director of Director of Finance and ICT (Lead Executive Team member), Director of Housing and Community Services, Head of Finance
- Any other member of the Executive Team
- Any other colleagues whose attendance may be required by the Committee from time to time.

Quorum

Unless otherwise determined by the Board of Trustees, the quorum will be two Trustees.

Meetings

There will be a minimum of four meetings a year.

Additional meetings may be called by the Chair, detailing the business to be transacted.

Meetings shall be convened by written notice, including e-mail. Only Committee members and others who have been specifically invited have the right to attend Committee meetings.

Agendas and associated papers will be available to all Members not less than five working days before the date of the meeting. Papers will be available to Members electronically unless they have a medical exemption.

Draft Minutes will be produced by the designated minute taker and agreed by the Chair within 10 working days of the meeting.

The business of the meeting shall be limited to items on the agenda and any items accepted by the Chair under any other business.

In the absence of the Chair at any meeting, the role of Chair will be taken by any other Committee Member elected from those present excluding the Chair of the Board and Officers of the Organisation. The proceedings of each Committee shall be reported to the Board.

Conflicts of Interest

A Committee member or attendee, who becomes aware of a potential conflict of interest relating to matters being discussed by the Committee, should give prior notification to the Chair.

If this is not possible, declare this at the meeting and, where necessary, withdraw during discussion of the relevant agenda item.

Specific Duties – Delegated by the Board

Audits, Incidents and Risk

Identify any matters within the Committee's area of responsibility that create significant financial, reputational, or other risk to the Organisation and refer them to the Audit and Risk Committee for consideration.

Organisational Target Setting and Review

Free Reserves

Propose target levels of free reserves requirements to the Board for approval and monitor progress against agreed levels.

To validate at least once a year that the existing agreed free reserves target is still valid for the Organisation and propose any necessary changes.

If there is significant actual shortfall or surplus of free reserves to propose to the Board measures to be taken to generate shortfalls and potentially consider deployment of surplus.

Financial Targets for the Organisation

Propose targets to the Board for approval and monitor progress against agreed targets.

To validate at least once a year that the existing agreed financial targets are still valid for the Organisation and propose any necessary changes.

If there is significant projected shortfall to financial targets, then to propose to the Board measures to be taken to mitigate gaps.

Financial Management

Review the Organisation's annual budgets, ensuring financial resources are available to meet the financial business plan objectives, efficiency targets are set, and budgets comply with key performance indicators, covenants, and the golden rules, report any concerns to the Board.

The Long-Term Financial Forecast (LTFF) will be updated at least once a year. When presented to the Board, draft financial plans will be accompanied by recommendations on its acceptability and its impact on overall financial viability.

Stress testing of the LTFF must be carried out at least annually. Fully costed actions to mitigate the results of stress testing outcomes must be identified as part of the process.

Review all new loan facilities ahead of approval from the Board.

Monitor compliance to loan covenants and report to the Board concerns of possible breaches.

Review the Organisation's Treasury Strategy and review treasury management activity, at least half yearly, including a review of loans and investments.

Review and recommend approval for changes to banking arrangements.

Approve procurement, contracts, capital expenditure and leases in line with delegated authorities.

Review the policies listed as the responsibility of the Resources Committee on the Organisation's policy list.

To review and report to the Board on the adequacy of management's policies and procedures to prevent fraud and other irregularities and to safeguard the assets of the Organisation.

To review and report to the Board on an effective scheme of financial and non-financial delegation and controls.

Business Planning and Development

To oversee appraisal of all projects and support services within the Organisation assessing their financial contribution, profitability, and cost to the Organisation. Such appraisal should be completed at least once a year.

To sign off on renewals of existing projects, new projects, and initiatives as per the delegated authorities.

Review any loss-making contracts and projects as part of the annual budget agreement endorsing retention if serving a strategic purpose or proposing plans to rectify such position.

Fundraising

To oversee appraisal of the fundraising targets, contribution, and cost to the Organisation. Such appraisal should be completed at least once a year.

Asset Management and Repairs

Review the Asset Management Strategy, recommending its approval to the Board.

Review the development and delivery of the Annual Improvement Programme to ensure it delivers effective asset management, value for money, reflects residents' priorities and meet regulatory standards.

Review key performance measures and targets for all service areas to deliver improvements in services, in line with the Organisation's plan.

Review service delivery performance against targets and strategy on a quarterly basis. This will include the identification and monitoring of any actions needed to address under-performance, including escalating any significant under-performance or risks to the Board.

Rents Management and Regulatory Standards

Ensure that the Organisation has effective arrangements in place to meet the regulatory requirements in relation to the Governance and Financial Viability Standard, the Rents Standard, Home Standard, Tenancy Standard, Neighbourhood and Community Standard, Tenant Involvement and Empowerment Standard, Tenant Satisfaction Measures Standard, and the Decent Homes Standard, including receiving and reviewing any reports on compliance with the regulatory standards.

To propose to the Board suggested annual rent setting for notification to residents by end of February in each year to then be implemented for April when the rents come into effect.

To conduct an internal audit on rent setting at least once every two years and consider any actions arising from the audit. Findings should be reported to the Audit and Risk Committee.

Conduct an annual self-assessment of compliance with the standards outlined in 6.27 above and provide assurances to the Board.

Value for Money

To develop a long-term Value for Money (VfM) strategy for the Organisation and reporting against this.

Monitor the implementation of VfM action plans and targets recommended by the Committee.

Ensure that the Organisation has effective arrangements in place to meet the regulatory requirements in relation to VfM, including receiving and reviewing any reports on compliance with the regulatory standard and VfM benchmarking.

Voids

To set voids targets within housing for the Organisation as part of the annual budgeting process and to then monitor performance against annual targets.

To refer any operational aspects of voids management to the Impact and Services Committee for consideration and action.

Rent Debt and Credit Balances, Other Write Offs

To review rent debtors and credit balances and other debtors at least once a year including the ageing of such items.

To approve the provisioning and write off policy in relation to rent debit and credit balances at least once a year.

To approve all write offs, rent and non-rents, as per the delegated authorities.

Utilities

To appraise at least once a year the current contracts in place for the Organisation's utilities and in particular electricity and gas. On reflection of review to discuss and contribute to future contract strategy linking to key rent setting dates to hedge contracts using rent setting.

To approve electricity and gas contracts recommended by the Executive Team.

Compliance and Risk Management

Oversee reports on key performance indicators relevant to the overall scope of the Committee's responsibilities.

Identify matters within the Committee's areas of responsibility that create significant financial, reputational, or other risk to the Organisation and refer them to Board, and/or Audit and Risk Committee for consideration as appropriate.

To review at least annually any covenants or other criteria in relation to maintaining lending into the Organisation. In the event that any covenants or conditions have the potential to be breached then to report as such to the Board and offer mitigation for Board approval.

ICT

At least once a year review the Organisation's ICT Strategy. As part of the review to critically assess the lead outsourced service ICT provider.

At least once a year to oversee the ICT Business Continuity Plan to include disaster recovery, back-up, and continuity of operations.

At least once a year to oversee and monitor performance of the Organisation's software-as-a-service (SaaS) applications.

To set targets on ICT certification for the Organisation and monitor achieving such certification or maintaining it.

Terms of Reference and Annual Review

The Board and Committee will review the Resources Committee Terms of Reference annually.

The Resources Committee will undertake an Annual Review of its effectiveness against the Committee Terms of Reference.

People and remuneration committee terms of reference

Purpose

The People and Remuneration Committee (PRC Committee) is a sub-committee of the Board of YMCA Downslink Group (Board) (YMCA DLG), with delegated responsibilities as outlined below. In addition, it may advise management on strategic and key operational matters related to People and Remuneration provided this is not inconsistent with its Board delegated responsibilities, specifically:

- Workforce planning to support the delivery of YMCA DLG's Strategic Roadmap and financial Business Plan to ensure a sustainable future.
- Compliance with employee related contractual, regulatory, and legal requirements.
- Review and approve the Organisation's People Strategy and Remuneration Policies.
- Review the remuneration package of the CEO, the Executive Team, and the Leadership Team.
- Determine arrangements for the appraisal of all staff, including the CEO in consultation with the Board.
- Regularly review the structure, size, composition, and skills required of the Board and Committee Membership and succession planning.
- Ensure that appropriate arrangements are in place for annual appraisal of all Board and Committee Members and Board Effectiveness.

- Monitor the desired organisational culture and behaviours as agreed by the Board to ensure they are being enacted in practice in alignment with the mission and values.

Membership

It is intended that majority of the membership of the Committee will be full Board Members.

The Committee shall consist of:

- At least two Trustees and a maximum of four.
- Up to two Independent Members.
- Up to three advisors or specialists without voting rights may be co-opted to the Committee as necessary.
- The Chair of the Board and the CEO shall be ex-officio members and have voting rights, other than in matters of Executive pay where the CEO may not vote.

The following Members/ Officers may attend by invitation:

- Director of People & Culture (Lead Executive Team member) and Head of People
- Any other member of the Executive Team
- Any other colleagues whose attendance may be required by the Committee from time to time.

Quorum

Unless otherwise determined by the Board of Trustees, the quorum will be two Trustees.

Meetings

Additional meetings may be called by the Chair.

Meetings shall be convened by written notice, including e-mail. Only Committee members and others who have been specifically invited have the right to attend Committee meetings.

Agendas and associated papers will be available to all Members not less than five working days before the date of the meeting. Papers will be available to Members electronically unless they have a medical exemption.

Draft Minutes will be produced by the designated minute taker and agreed by the Chair within 10 working days of the meeting.

The business of the meeting shall be limited to items on the agenda and any items accepted by the Chair under any other business.

In the absence of the Chair at any meeting, the role of Chair will be taken by any other Committee Member elected from those present excluding the Chair of the Board and Officers of the organisation. The proceedings of each Committee shall be reported to the Board.

Conflicts of Interest

A Committee member or attendee, who becomes aware of a potential conflict of interest relating to matters being discussed by the Committee, should give prior notification to the Chair.

If this is not possible, declare this at the meeting and, where necessary, withdraw during discussion of the relevant agenda item.

Specific Duties – Delegated by the Board

People and Remuneration

Review and approve the Organisation's People Strategy, ensuring that the Organisation has the right people capability in place to deliver on its long-term Strategic Roadmap.

Review and approve remuneration policies for the Organisation, considering the financial position and forecasts, pay and reward patterns in the sector and the need to recruit and retain suitably skilled colleagues. Approve any policies that have been subject to significant change or to note those that have been subject to minor change.

Review and approve any material changes to the package of terms and conditions for YMCA DLG colleagues.

Approve the creation or reorganisation of posts at Executive Team and Leadership Team level.

Review and approve the policy for, and scope of, pension arrangements for YMCA DLG colleagues, recommending any significant changes in approach to the Board for approval.

Undertake an annual review of staff remuneration and benefits, making recommendations to the Board.

Review the remuneration package of the CEO, the Executive Team, and the Leadership Team (including salary, benefits, and terms of employment) periodically and make recommendations for any changes to the Board for approval, within the terms of agreed policy and relevant legal and regulatory requirements.

Approve settlement agreements in line with delegated authorities.

Determine arrangements for the appraisal of the CEO in consultation with the Board and ensure that this is carried out annually.

Formulate plans and make recommendations to the Board for succession to the role of CEO, the Executive Team, and the wider Leadership Team.

Board and Committee Membership

Ensure that an appropriate framework is in place for the timely and effective recruitment of new Board Members, and for co-option, where required, to ensure a smooth transition when Board Members retire and that an appropriate mix of skills and diversity on the Board and Committees is maintained.

Review the Organisation's policies relating to Board and Committee membership and recruitment, recommending any significant changes to the Board.

Ensure appropriate arrangements are in place for the initial induction and on-going training of Board and Committee Members.

Ensure that appropriate arrangements are in place for annual appraisal of all Board and Committee Members, including for the appraisal of the Chair of the Board and Chairs of Committees.

Ensure that an annual board effectiveness review is undertaken and, in addition, ensure a three-yearly effectiveness review is undertaken and facilitated by an external body.

Review the scope and content of the Trustee Role Profile and Code of Conduct for Board Members periodically, which set out what is expected of them in terms of time commitment, committee service, behaviours, and involvement outside board meetings.

Culture and Organisational Development

Promote an open and positive culture where all employees feel able to report concerns, confident that they will be heard and responded to.

Consult staff and volunteers about the culture and values of the Organisation by undertaking regular reviews, surveys, and forums.

Psychologically Informed Environments (PIE) Approach - oversight of the development and implementation of our approach to delivering people related policies and processes which are PIE informed, and reporting to the Board.

Equality, Diversity, and Inclusion (EDI)

Ensure that the organisation's Equity, Diversity, and Inclusion Policy is regularly reviewed, and that the organisation is taking effective action to promote equality of opportunity, diversity, and inclusion in all the organisations people related activities, as well as in its own composition.

Compliance and Risk Management

Identify any matters within the Committee's area of responsibility that create significant financial, reputational, or other risk to the Organisation and monitor the mitigation of those risks, reporting to the Audit and Risk Committee quarterly.

Ensure that all legal and regulatory provisions regarding disclosure of remuneration, including pensions and Gender Pay Gap reporting, are fulfilled by the Organisation.

Oversee reports on key performance indicators relevant to the overall scope of the Committee's responsibilities including learning and development, employee engagement, EDI, sickness absence, turnover, mandatory training and health and safety.

Monitor periodic employee engagement surveys and external quality assessments, overseeing the production and delivery of action plans to improve compliance throughout the organisation.

Receive reports regarding relationships with the Employee Forum, other staff-led Forums (i.e., the Equity, Diversity, and Inclusion Forum) and colleagues across all parts of the Group.

Ensure compliance with employment law and other regulatory requirements with respect to employees.

Receive and review whistleblowing reports and actions taken.

Conduct an annual self-assessment of compliance with the regulatory requirements outlined in 6.22 above and provide assurances to the Board.

Terms of Reference and Annual Review

The Board and Committee will review the People and Remuneration Committee Terms of Reference annually.

The People and Remuneration Committee will undertake an Annual Review of its effectiveness against the Committee Terms of Reference.

