

BOARD OF DIRECTORS – TERMS OF REFERENCE

Purpose:

The purpose of the Board is to achieve the successful growth of services by determining strategy, directing, controlling, scrutinising and evaluating the organisation's affairs.

Management of the organisation should be delegated to the Executive and Leadership Team

Membership and Meetings

- The Board shall comprise of a minimum of five directors and a maximum of 12
- The quorum shall be the number nearest to one-third of the total number of Directors or a minimum of 3.
- The Board shall meet a minimum of 3 times each year.

Essential Functions:

The essential functions of the Board shall be to:

- Define and ensure compliance with the values, vision, and strategic objectives of the organisation, ensuring its long-term success,
- Have responsibility for maximising opportunities for developing integrated services across the businesses subsidiaries: Acorn, Delphi, SafeNet, Calico Enterprise
- Establish a framework for the integration of services to achieve the overall objectives of the organisation
- Establish a framework for approving strategies, policies and plans to achieve those objectives,
- Establish a model for successfully accessing new markets and opportunities in new geographic areas,
- Satisfy itself as to the integrity of financial information and approve each years' accounts prior to publication, and approve the annual budget and business plan,
- Establish and oversee a framework for the identification, management and reporting of risk, in order to safeguard the assets of the organisation,
- Agree or ratify policies and decisions on all matters that might create significant financial or other risk to the organisation, or that raise material issues of principle,
- Monitor the organisation's performance in relation to these strategies, plans, budgets, controls and decisions and also in the light of customer feedback and the performance of comparable organisations,
- Establish and monitor a mechanism for communicating and receiving feedback from the organisation's stakeholders,
- Establish a strong working relationship between the Board, the Executive Director and other senior staff,
- Establish a strong working relationship with the parent company that enables effective communication and compliance with the Intra Group Agreements,
- Promote the business and its services in external markets to support growth ambitions and the growth strategy,

- Satisfy itself that the organisation's affairs are conducted lawfully and in accordance with generally accepted standards of performance, probity, good practice and regulatory requirements,
- Assess how the organisation follows the recommendation of any adopted Code of Governance,
- Establish a code of conduct and expected behaviour for the Board.

Decision Making

As well as the essential functions listed above, the following matters are reserved for the Board's decision:

- Expansion of the organisation's operations into significantly higher risk activities,
- Any decision to cease a significant business activity of the organisation,
- Changes to company structure,
- Approval of resolution to be put forward by the Board at a general meeting,
- Changes to the structure, size and composition of the Board,
- Appointment or removal of any Board Member or Non Executive Director of the Board,
- Approval of new business projects outside the scope of the agreed Growth Strategy,
- Ensuring adequate succession planning for Board and senior management appointments,
- Approval of key policies, including code of conduct and expected behaviour,
- Consider any implications on other group companies when making decisions,
- Any conflicts of interest arising for individual Board Members; and
- Changes to the schedule of matters reserved for Board Members.

Standing Orders

The following standing orders shall govern the detailed operation of the Board and should be read in conjunction with the Board Members handbook and Code of Conduct for Board Members:

- Board agendas will be set by the Executive Director and the Chair to reflect these terms of reference,
- Dates of meetings will generally be agreed and published at least one month in advance and agendas with accompanying papers will be distributed at least one week prior to a meeting,
- Minutes will be taken at each meeting, usually by a member of the Governance team. These will record decisions taken rather than all the detail of discussion leading to them. Minutes will generally be distributed within ten working days of a meeting,
- All minutes will be adopted by the Board and signed by the Chair of the Board or person chairing the meeting at which the minutes are approved. Signed minutes will be retained electronically by the Governance team,
- The Board may delegate its powers under written terms of reference to committees or to employees,
- To agree and sign the annual accounts and the auditor's key issues memorandum,
- To review and approve the organisations performance targets.