

## **Responsibilities of the Board**

### **A Role of Chairman**

**The Chairman of Andium Homes Limited is responsible for:**

#### **1. Meetings**

- a. Chairing Board and general meetings and those of the Nomination Committee.
- b. Running the Board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings.
- c. Setting the Board agenda, taking into account the issues and concerns of all Board members. The agenda should be forward looking, concentrating on strategic matters.
- d. Ensuring that there is appropriate delegation of authority from the Board to Executive management.
- e. Ensuring that the Directors receive accurate, timely and clear information, including that on the company's current performance, to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of the Company.
- f. Managing the Board to allow enough time for discussion of complex or contentious issues. The Chairman should ensure that Directors (particularly Non-Executive Directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.

#### **2. Directors**

- a. Facilitating the effective contribution of Non-Executive Directors and encouraging active engagement by all members of the Board.
- b. Ensuring constructive relations between the Executive and Non-Executive Directors.
- c. Holding meetings with the Non-Executive Directors without the Executives present.
- d. The Chairman's direct reports are the Chief Executive and the Company Secretary.

#### **3. Induction, development and performance evaluation**

- a. Ensuring that new Directors participate in a full, formal and tailored induction programme, facilitated by the Company Secretary.
- b. Ensuring that the development needs of Directors are identified and, with the Company Secretary having a key role, that these needs are met. The Directors should be able continually to update their skills and their knowledge of and familiarity with the company so as to be able to fulfil their role on the Board and its committees.

- c. Identifying the development needs of the Board as a whole to enhance its overall effectiveness as a team.
- d. Ensuring that the performance of the Board, its Committees and individual Directors is evaluated at least once a year and acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Board.
- e. Where appropriate, through the nomination committee, proposing that new members be appointed to the Board or seeking the resignation of others.

#### **4. Relations with the Guarantor**

- a. Ensuring effective communication with the Government of Jersey as Guarantor.
- b. Maintaining sufficient contact with Government to understand its issues and concerns, in particular, discussing governance, strategy and remuneration with it.
- c. Ensuring that the views of Government are communicated to the Board as a whole so that all Directors develop an understanding of them.

#### **5. General Meetings**

- a. Attending and Chairing General Meetings.

##### **In addition, the Chairman should:**

- a. Uphold the highest standards of integrity and probity.
- b. Set the agenda, style and tone of Board discussions to promote effective decision making and constructive debate.
- c. Ensure that directors are fully informed about all issues on which the Board will have to make a decision, through briefings with the Chief Executive, the Company Secretary, and members of the executive management as appropriate.
- d. Ensure clear structure of, and the effective running of, Board committees.
- e. Ensure effective implementation of Board decisions.
- f. Promote effective relationships and open communication between executive and non-executive Directors both inside and outside the Boardroom.
- g. Build an effective and complementary Board, and with the nomination committee, initiate change and plan succession in Board appointments (except that of a successor as chairman) subject to Board and Guarantor approval.
- h. With the assistance of the Company Secretary, promote the highest standards of corporate governance, seeking compliance, as far as is practicable, with the UK Corporate Governance Code .

- i. Ensure an appropriate balance is maintained between the interests of shareholders and other stakeholders (employees, customers, suppliers and the community).
- j. Ensure the long term sustainability of the business.
- k. Ensure the continual improvement in quality and calibre of the Executives.
- l. Establish a close relationship of trust with the Chief Executive and Finance Director, providing support and advice while respecting Executive responsibility.
- m. Provide coherent leadership of the company, including, in conjunction with the Chief Executive, representing the company to Clients, suppliers, partners, Government, Guarantor, financial institutions, the media, the community and the public.

## **B Role of the Senior Independent Director**

**The Senior Independent Director of Andium Homes Limited is responsible for:**

### **1. Guarantor Liaison**

- a. To be available to the Guarantor if it has concerns which contact through the normal channels of Chairman, Chief Executive or Finance Director has failed to resolve, or for which such contact is inappropriate.

### **2. Chairman**

- a. Chair the Nomination Committee when it is considering succession to the role of Chairman of the Board.
- b. At least once a year lead an appraisal by the other directors of the Chairman's performance.
- c. Act as a sounding board for the Chairman and Chief Executive on board matters.
- d. Be the focal point for board members for any concerns regarding the Chairman, or the relationship between the Chairman and the Chief Executive.

### **3. Board**

- a. Act as a trusted intermediary for non-executive directors where this is required to help them challenge and contribute effectively to the success of the Company.
- b. Take the initiative in discussions with the Chairman or other board members if it should seem that the Board is not functioning effectively.

## **C Role of the Chair of the Risk and Audit Committee**

### **The Chair of the Risk and Audit Committee of Andium Homes Limited:**

- a. Is an independent Non-Executive member of the Board
- b. Chairs the Risk and Audit Committee Meetings.
- c. Sets the tone for the Committee's work.in accordance with the Andium Values.
- d. Ensures that members have the information and resources needed to do their jobs.
- e. Ensures compliance with the Committee Terms of Reference and Delegations.
- f. Sets the meeting agendas.
- g. Ensures appropriate distribution of meeting minutes.
- h. Oversees the organisation of the Committee's activity.
- i. Leads the monitoring, review and challenge of the company financial statements reporting and external audit findings.
- j. Leads the reviews of financial and non-financial controls and internal control functions.
- k. Reports to the Board's Chair on issues and risks.
- l. Reports to the full Board on the Committee's decisions, recommendations and all matters within its duties and responsibilities.
- m. Maintains a dialogue with the Chief Executive, Finance Director and Executive Lead – Corporate Services and the external auditor.
- n. Assigns work to the Committee members and advisors.
- o. Initiates and leads the Committee's annual evaluation.

## **D Role of the Chair of the Capital Programme Sub-Group**

### **The Chair of the Capital Programme Sub-Group of Andium Homes Limited:**

- a. Is an independent Non-Executive member of the Board.
- b. Chairs the Capital Programme Sub-Group meetings.
- c. Sets the tone for the Sub-Group's work in accordance with the Andium values.
- d. Ensures that members have the information and resources needed to do their jobs.
- e. Ensures compliance with the Sub-Group Terms of Reference and Delegations.
- f. Sets the meeting agendas.
- g. Ensures appropriate distribution of meeting minutes.
- h. Oversees the organisation of Sub-Group review of the capital programme.
- i. Reports to the Board's Chair on capital programme related issues and risks.
- j. Reports to the full Board on the Sub Group's decisions, recommendations and all matters within its duties and responsibilities.
- k. Maintains a dialogue with the Chief Executive, Finance Director and Executive Leads of Corporate Services and Operations.
- l. Assigns work to the Sub Group's members and advisors.
- m. Initiates and leads the Sub Group's annual evaluation.

## **E Role of the Chair of the Nomination Committee**

### **The Chair of the Nomination Committee of Andium Homes Limited:**

- a. Is an independent Non-Executive member of the Board
- b. Chairs the Nomination Committee Meetings.
- c. Sets the tone for the Committee's work in accordance with the Andium values.
- d. Ensures that members have the information and resources needed to do their jobs.
- e. Ensures compliance with the Committee Terms of Reference and Delegations.
- f. Sets the meeting agendas.
- g. Ensures appropriate distribution of meeting minutes.
- h. Oversees the organisation of the Committee's activity.
- i. Leads the Committee's duties, strategy and policy in relation to nomination of Board members for the Company.
- j. Reports to the Board's Chair on issues and risks.
- k. Reports to the full Board on the Committee's decisions, recommendations and all matters within its duties and responsibilities.
- l. Maintains a dialogue with the Chief Executive on issues for which the Committee is responsible.
- m. Assigns work to the Committee members and advisors.
- n. Initiates and leads the Committee's annual evaluation.

## **F Role of the Chair of the Remuneration Committee**

### **The Chair of the Remuneration Committee of Andium Homes Limited:**

- a. Is an independent Non-Executive member of the Board
- b. Chairs the Remuneration Committee meetings.
- c. Sets the tone for the Committee's work in accordance with the Andium values.
- d. Ensures that members have the information and resources needed to do their jobs.
- e. Ensures compliance with the Committee Terms of Reference and Delegations.
- f. Sets the meeting agendas.
- g. Ensures appropriate distribution of meeting minutes.
- h. Oversees the organisation of the Committee's activity.
- i. Leads the Committee's Duties in relation to remuneration strategy, policy, review and reporting.
- j. Reports to the Board's Chair on issues and risks.
- k. Reports to the full Board on the Committee's decisions, recommendations and all matters within its duties and responsibilities.
- l. Maintains a dialogue with the Chief Executive on issues for which the Committee is responsible.
- m. Assigns work to the Committee members and advisors.
- n. Initiates and leads the Committee's annual evaluation.