

Sage Housing - Responsibilities of the Chair

Purpose of role

To:

- lead the Board and be responsible for its overall effectiveness in directing the Company;
- demonstrate objective judgement and promote a culture of openness and debate;
- facilitate constructive Board relations and the effective contribution of all Directors;
- ensure that Directors receive accurate, timely and clear information; and
- generally create the right environment to achieve a high performing Board team.

Responsibilities

Board Members' Contributions

- To ensure that the Board has a skills and competency framework for board members and makes the best use of the skills, competencies and experience of all board members at, and between, meetings;
- To encourage the active engagement by all board members in all aspects of the Board's business;
- To ensure that appropriate standards of behaviour are maintained in accordance with a Code of Conduct and other Probity Policies approved by the Board;
- To ensure that all board members are given the opportunity to make their contributions before any important decision is taken;
- To ensure that individual board members' minority views and concerns are addressed appropriately;
- To ensure that, if applicable, the Board agrees the role of the Deputy Chair and/or Senior Independent Director, committee/subsidiary chairs and other board members;
- To ensure that the Board agrees and provides appropriate role profiles for all Board members and Board offices, and that service agreements are properly completed.

Chief Executive and Senior Management

- To ensure that the respective roles and responsibilities of the Chair and Chief Executive are clear;
- To ensure that a Chief Executive is appointed and has a contract of employment which has been agreed by the Board;
- To ensure that the Chief Executive is replaced when needed in a timely and orderly fashion, or removed from post if necessary;
- To establish and develop a constructive and supportive working relationship with the Chief Executive;
- To ensure that the Board as a whole acts in partnership with the senior management team;
- To ensure that the Board makes proper arrangements to appraise the performance of the Chief Executive and to keep the contract of employment under review;
- To ensure that the Board makes appropriate arrangements to determine the remuneration of the Chief Executive and other senior staff.

Delegation

- To ensure that the Board delegates sufficient authority to its committees, subsidiaries and the Chief Executive and others to enable the business of the Group to be carried on effectively between meetings of the Board;
- To ensure that any decisions taken under the Urgency Procedures are as inclusive as practicable;
- To ensure that the Board monitors the use of any delegated powers.

Board Learning and Development

- To establish and lead effective processes for the Board's own collective appraisal and that of individual board members, including participating in the Chair's own appraisal;
- To promote and deliver continuous improvement in the Board's effectiveness;

- To ensure that adequate resources are available for on-going training and development for board members, collectively and individually;
- To ensure that there is a properly constructed induction programme for every new board member that is comprehensive, formal and tailored.

Succession Planning

- To facilitate the development of, and implement, a succession plan for board membership that balances continuity with the need for fresh perspectives;
- To ensure that the Board has the requisite skills, competencies and perspectives appropriate for the business as envisaged in the business plan;
- To ensure timely and open recruitment processes for board members.

Board Member Recognition and Remuneration

- To ensure that board members have appropriate administrative and other support to enable them to fulfil their responsibilities;
- To encourage a positive culture of mutual support and appreciation within the Board and with senior managers;
- To ensure that the level of any board member remuneration results from a transparent approved process, that minimises the potential for conflicts of interest.

Probity and Integrity

- To ensure that the Board receives professional and independent advice when it is needed, either from its senior staff or from external sources, to ensure appropriate levels of compliance;
- To ensure that the Group's affairs are conducted in accordance with all relevant statutory, constitutional and regulatory requirements and best practice standards, including its adopted Governance Code and Code of Conduct;
- To ensure that the Board develops an understanding of the views and priorities of its major stakeholders.

Transparency and Openness

- To ensure that the Board's deliberations and decisions are as open as practicable to all board/committee members, staff and other stakeholders;
- To promote and demonstrate effective two-way communications between the Board, its committees and other entities throughout the Group;
- To establish and maintain the Board's visibility and appropriate communication with staff.

Ambassadorial Role

- To represent on occasion as appropriate;
- To ensure that the Group is represented to the wider community and key current and potential stakeholders and partners;
- To ensure the prompt and effective management of any critical event with a potentially adverse impact on the Group's reputation.

Regulation

- To be the point of the contact for the RoSH and (where relevant) other regulators;
- To ensure the Company complies with the FRC UK Code of Corporate Governance wherever practical for a private company;
- To ensure procedures are in place for complain with regulatory requirements;
- To ensure that Sage is aware of its regulatory responsibilities under the Ringfencing Agreement and SLA and act as an interface with the Group in this respect.