



BOGNOR REGIS REGENERATION BOARD (BRRB)

MANAGEMENT COMMITTEE TERMS OF REFERENCE

SUMMARY

The role of the Management Committee will be to consider and determine strategy, policy, risk management and overall performance in accordance with the responsibilities delegated to it by the Company's Directors and the Company's constitution. The Management Committee will report to and update the membership of the BRRB [the Board] at member meetings.

1. PURPOSE

- 1.1 The Company Directors will delegate their powers and responsibilities, as provided in the Articles of Association, to the Management Committee. The Management Committee has the primary responsibility to provide operational oversight to support the Directors in their responsibilities to BRRB Ltd (the 'Company'). In performing its functions, the Management Committee primarily considers the common objects of the Company and BRRB as a membership organisation as set out in the Articles of Association and promotes the success of the Board. It should consider the legitimate interests of the BRRB Membership and other constituents such as employees and other stakeholders.
- 1.2 The Management Committee role is to determine the Company's strategic direction, policy framework, overall performance and risk management. The Management Committee can and should give careful analysis to all the available material information, including consideration of all potential outcomes, prior to approving or making a decision.
- 1.3 The Management Committee must ensure that it has all of the material information available which it must consider in making a decision or approving decisions. The Executive Director must provide full (but concise), plain, true and timely information to the Management Committee. The Management Committee is reasonably entitled to seek outside advice, such as from corporate counsel, in the exercise of its duties.
- 1.4 These terms of reference are prepared to assist the Management Committee and the Executive Director in clarifying responsibilities and ensuring effective communication between the BRRB Membership, the Management Committee, the Executive Director, the Directors and the Guarantors as relevant or required.

2. COMPOSITION

- 2.1 The number and composition of the Management Committee shall be determined at the Annual General Meeting of the Board in accordance with the agreed terms of office and of not less than 5, to a maximum of 20% of the BRRB Membership or 8, whichever is lower.
- 2.2 Members of the Management Committee must be members of the Board.
- 2.3 Composition of the Management Committee should broadly reflect the membership of the Board.

- 2.4 There must be a minimum of at least one Management Committee member each from the public and private sectors.
- 2.5 The Management Committee will issue a call for nominations for the roles of Chair and Deputy Chair and following a vote, the Management Committee recommendations for the post of Chair and Deputy Chair will be put to the BRRB Membership for approval at a General Meeting of the Board/The BRRB. The Chair and Deputy Chair will be drawn from each sector of the Management Committee and will serve for a term of not more than 3 years plus a renewable term of 3 years (following re-appointment process) expiring at the conclusion of the next Annual General Meeting. Once the maximum consecutive term has been reached, the serving Chair and Deputy Chair must step down for a minimum period of 12 months before seeking re-election.
- 2.6 Management Committee members will be nominated by the Management Committee and put to the membership for approval at a General Meeting of the Board/the BRRB and serve for 3 years plus a renewable term of 3 years.
- 2.7 A vote by three-quarters of the Management Committee, not including the Management Committee member in question, will be sufficient to remove a member of the Management Committee.

3. ROTATION

- 3.1 One third of the Management Committee membership or the nearest whole number rounded down (whichever is the lesser) shall step down each year prior to the Annual General Meeting of the Board/the BRRB to support dynamic and diverse representation at Management Committee level.
- 3.2 In the year of incorporation, the proposed Management Committee shall each be assigned a term of 1, 2 or 3 years (the maximum term described in Clause 2.5 above). The term for each member shall be determined by consensus of the Management Committee members, failing which the Chair shall have sole discretion.
- 3.3 In the years thereafter, the expiry of these terms will trigger nominations in line with Clause 2.5 above.

4. NOMINATIONS AND VOTING

- 4.1 Nominations for the Chair, Deputy Chair and Management Committee positions will follow the nominations process as described in the Nominations Flowchart.
- 4.2 Voting for the Chair, Deputy Chair and Management Committee positions will follow the voting process as described in the Voting Procedures document.
- 4.3 Arrangements for nominations and voting will be reviewed periodically by the Management Committee.

5. MANAGEMENT COMMITTEE ORGANISATION

- 5.1 Notice for a Management Committee meeting shall be not less than 3 clear days, not including the date of notice or the date of the meeting;
- 5.2 Quorum for a Management Committee meeting shall be not less than 3 members. Management Committee members may participate in meetings via teleconference or video facilities.
- 5.3 In the absence of the Chair, the Deputy Chair will chair meetings of the Management Committee. The Chair holds the casting vote in the event of a tied vote.

- 5.4 The Management Committee operates by delegating to the Executive Director certain of its authorities, including spending authorisations, and by reserving certain powers to itself. These are set out in Section 3.
- 5.5 Certain responsibilities of the Management Committee may be delegated to sub-committees from time to time. The responsibilities of those sub-committees will be set out in their terms of reference, as amended from time to time by the Management Committee.
- 5.6 The Management Committee retains the responsibility for managing its own affairs including the responsibility to:
- Administer the delegated powers of the Management Committee in accordance with the Articles;
 - Nominate the Chair & Deputy Chair of the Management Committee;
 - Appoint, and/or replace the Executive Director;
 - Set the Executive Director's terms and conditions including remuneration, objectives and monitor overall performance;
 - Periodically review and approve role descriptions for the Executive Director, Chair, Deputy Chair and Management Committee members;
 - Determine the frequency, timing and agenda for Management Committee meetings;
 - Annually review the skills and experience represented on the Management Committee in the light of changing business requirements;
 - Implement an appropriate process for assessing the effectiveness of the Management Committee and any sub-committees;
 - Recommend the criteria and potential candidates who meet the criteria for appointment to Management Committee;
 - On the recommendation of the Chair, appoint, determine the purpose and composition of and set the terms of reference for sub-committees;

6. DUTIES & RESPONSIBILITIES

The Management Committee has the responsibility for:

6.1 Strategy

- Develop and review the Company's vision, mission, values and objectives;
- Collaborate with the Executive Director in the development and delivery of BRRB's Corporate Strategy and associated annual business plan and budget;
- Review and approve significant changes to the Corporate Strategy in light of changing business circumstances.

6.2 Delivery & Performance

- Develop, implement and maintain a reporting system to allow the Management Committee to monitor BRRB's progress towards the objectives identified within the Corporate Strategy;
- Identify and evaluate major deficiencies in performance and/or deviations from the Corporate Strategy and instruct corrective action if required;

6.3 Financial and Risk Issues

- Monitor operational and financial results;
- Approve annual financial statements;
- Approve the annual business plan and budget as recommended by the Executive Director;

- Approve any and all existing and proposed contract arrangements, including any loans/borrowing, credit agreements, guarantees and/or any arrangement which places a liability on the Company;
- Issue approval to enter into approved contracts as defined above by way of resolved instruction to the Company Directors within Management Committee minutes;
- Appoint suitably qualified persons and approve associated fees at such time as either audited or independently reviewed financial statements (as determined by the Management Committee from time to time) are required by the Management Committee;
- Ensure sound systems of internal control;
- Determine appropriate and effective policies and risk assessments in line with the company's responsibilities;
- Consider and review arrangements for the management of risk.

6.4 Governance:

- Determine resolutions by majority vote;
- Provide advice, counsel and support to the Chair and Executive Director in the execution of the Executive Director's duties;
- Expedite all arrangements for meetings of the Management Committee and general meetings of the BRRB Membership, including the Annual General Meeting of the Board/the BRRB.
- Approve expenditure in accordance with the adopted Spending Authority agreement;
- Ensure best practice in the Company's governance arrangements, including meeting administration, filing submission deadlines and appropriate record keeping to ensure they meet the needs of the members, employees and legislative requirements.
- At the appropriate time, as determined by the Management Committee in consultation with the Executive Director, the Management Committee should oversee:
 - Succession planning, including appointing, training and monitoring senior management.

6.5 BRRB Membership:

- Consider and determine BRRB Membership applications;
- Uphold compliance with the BRRB Membership rules;
- Periodically review and/or amend the BRRB Membership rules for approval at the Annual General Meeting of the Board/the BRRB;
- Periodically review and determine the BRRB Membership fee structure;
- Assess and determine any breaches of the BRRB Membership rules;
- Evaluate and determine BRRB Membership suspensions and terminations in accordance with the BRRB Membership rules and where relevant, the Company's Articles of Association.

6.6 Company Directors:

- Receive the Directors' quarterly report;
- Review Directors' activity against Management Committee decision making;
- Directors will be nominated by the Management Committee and put to the BRRB Membership for approval at a General Meeting of the Board/the BRRB and serve for 3 years plus a renewable term of 3 years.
- A vote by three-quarters of the Management Committee, not including the Director in question if a serving member of the Management Committee, will be sufficient to remove a Director of the Company through a formal request for resignation.

6.7 Reputation, Policies and Procedures:

- Approve and act as the guardian of the Board's values and culture, including the development of appropriate policies to support this;
- Direct the Executive Director to ensure the Board and BRRB Ltd operate at all times within applicable laws and regulations and to the highest ethical and moral standards; and
- Approve changes to the Articles and Membership Rules of BRRB as set out in its governing document.

7. ROLE OF THE CHAIR

The Chair will undertake the following on behalf of the Management Committee:

- 7.1 Manage the Executive Director and day-to-day matters within the confines of the agreed objectives, budgets and approved authority limits;
- 7.2 Undertake the Executive Director's annual appraisal and report on the same to the Management Committee;
- 7.3 Prepare the Annual Report to the membership for approval by the Management Committee;
- 7.4 Periodically review the prioritisation of resources against activities and objectives;
- 7.5 Keep the Deputy Chair updated and consult on material decisions to ensure continuity. The Deputy Chair will act as stand-in for the Chair when required.
- 7.6 Liaise with the Executive Director to act as spokesperson for the Company where required.

8. GENERAL LEGAL RESPONSIBILITIES AND DUTIES

- 8.1 The Management Committee is responsible for ensuring legal requirements have been met, and documents and records have been properly prepared, approved and maintained. All members of the Management Committee should act honestly and in good faith and in the best interests of the Company and the Board.
- 8.2 Management Committee members have an obligation to make themselves fully informed on the issues by reviewing the material presented by the Executive Director and asking questions both at and between Management Committee meetings to ensure that:
 - the Management Committee receives adequate and regular updates from the Executive Director on all issues important to the business of the Company and the Board; and
 - major Board or Company initiatives have proper and timely Management Committee understanding, consideration, oversight and approval.
- 8.3 Management Committee members have specific statutory duties and obligations (and potentially personal liability) set out in legislation including employment, health and safety, other compliance and GDPR legislation.

23rd March 2022