

## **Appendix A - Draft Terms of Reference for a Bridge House Estates Board**

### **BRIDGE HOUSE ESTATES BOARD**

#### **1. Constitution\***

A Non-Ward Committee discharging charity trustee functions independently for the City Corporation as Trustee of Bridge House Estates (Charity Registration No. 1035628), acting solely in the best interests of the charity, consisting of,

- 8 Commoners appointed by the Court of Common Council for a four-year term
- 2 Aldermen nominated by the Court of Aldermen and appointed by the Court of Aldermen for a four-year term
- 2 external co-opted members (with full voting rights, recruited by the Board in accordance with the procedure approved by the Court)

and each is a "Member".

\*Appointments from each category of Member will be on a staggered basis to ensure continuity in the discharge of the Board's business over the medium term. Any person appointed to the Board may only serve for a maximum of two consecutive terms.

#### **2. Quorum**

The quorum consists of any five Members of the Board.

#### **3. Membership [INSERT RELEVANT YEAR IN EACH ANNUAL CYCLE]**

##### **ALDERMEN**

[To be listed alphabetically by Surname with the number of years already served on the Board in brackets. To state the date they were appointed and the date their appointment is due to expire.]

##### **COMMONERS**

[To be listed alphabetically by Surname with the number of years already served on the Board in brackets. To state the date they were appointed and the date their appointment is due to expire.]

##### **CO-OPTEDS**

Together with the following external Co-opted Members referred to in paragraph 1 and appointed by the Court of Common Council at the recommendation of this Board in accordance with the procedure for their appointment approved by the Court which provides that Co-opted Members will be selected on the basis of their skills, knowledge and experience in order to ensure that the Board is made up of those with an appropriate balance of skills, knowledge and experience necessary to administer the charity on behalf of the Court:

[To be listed alphabetically by Surname and to state the date they were appointed and the date their appointment is due to expire.]

#### **4. Frequency of meetings**

The Board will meet at least 6 times in any calendar year. In addition, there will be one strategic away day each year.

#### **5. Terms of Reference of the Delegated Authority**

- (a) For the avoidance of doubt, consistent with the responsibilities of the City of London Corporation acting by the Common Council, as charity Trustee of Bridge House Estates (Charity Registration No. 1035628) ("the Charity"), the Court of Common Council must at all times retain proper oversight of the functions delegated to this Board, with certain matters reserved to the Court of Common Council as stated in these Terms of Reference or by a separate decision of the Court.
- (b) The following matters are reserved to the Court of Common Council:
  - (i) Appointment and removal of members of the Board and ensuring that the Board retains appropriate skills, knowledge and experience;
  - (ii) Amendment of the governing documents of the Charity;
  - (iii) Approval of the annual report and financial statements for the Charity;
  - (iv) Approval of the budget for the Charity;
  - (v) Approval of the amount of income considered surplus to the requirements of the Charity's primary object to be allocated for application to the ancillary object each year ("surplus income");
  - (vi) Annual approval of the Charity's Risk Register;
  - (vii) Appointment of auditors;
  - (viii) Approval of the Charity's strategy, including its overarching strategy, investment strategy, bridge replacement strategy, charitable funding strategy and communications strategy;
  - (ix) Approval of the Charity's conflict of interest policy, reserves policy, investment policy, and policy for the application of surplus income;
  - (x) Approval of the process to be adopted for the appointment of co-opted independent members to the Board and its sub-committees, ensuring that those appointed have regard to diversity and inclusion on the Board;

#### **Generally**

- (c) Except for those matters reserved to the Court of Common Council, the Board will be responsible for all aspects of Bridge House Estates' day-to-day management and administration in the discharge of the City of London Corporation's functions as Trustee of the Charity, acting solely in the best interests of the Charity, subject always to the delegated authority being exercised in accordance with any strategy, policy and/or procedure set by, or other direction of, the Court.

#### **Specifically**

- (d) Except for those matters reserved to the Court of Common Council, the Board will be responsible for:
  - (i) Ensuring governance & regulatory compliance - including compliance with the Charity's governing documents, all relevant legal and regulatory requirements, and the governance framework adopted by the City Corporation in its administration of the Charity as Trustee – and for keeping such matters under review making relevant recommendations to the Court of Common Council for the Charity's good administration;

- (ii) Considering, consulting upon, settling and keeping under review, matters of policy and/or strategic importance to Bridge House Estates, and making relevant recommendations to the Court of Common Council for the Charity's good administration;
- (iii) monitoring the integrity of and preparing the Charity's financial statements, including its Annual Report, to ensure they conform with applicable accounting standards, for recommendation to the Court of Common Council for approval;
- (iv) overseeing the Charity's external and internal audit functions, and making appropriate recommendations on the appointment of an auditor of the Charity's Accounts;
- (v) appointing any investment or fund managers, nominees or agents to act for the Trustee and keeping their activities under review to ensure their compliance with any authority, mandate, policy or requirements which have been set for that purpose;
- (vi) all functions relating to the administration of any of the Charity's assets and property held in any asset class, whether functional assets (including the five bridges), operational assets or investment assets;
- (vii) determining resource allocation for the Charity in accordance with its strategic policies and any budget set by the Court of Common Council, including making recommendations to the Court on the allocation of surplus income;
- (viii) all decisions relating to the application of surplus income;
- (ix) scrutiny, management and delivery of major projects and/or programmes of work for the Charity;
- (x) identifying, managing, mitigating against, monitoring, reviewing and reporting to the Court on any risks relating to the administration of the Charity;
- (xi) ensuring effective operational arrangements are in place for the proper administration of the Charity, and to support expedient and efficient delivery of the Charity's objects and activities, including the overall organisation and structure of delivery of the Charity's business within the City Corporation's business operating model, and the appointment of contractors and suppliers.

### **Delegation**

- (e) The Board may appoint such sub-committees as are considered necessary for the efficient and effective discharge of any of the functions conferred on the Board, and may appoint such members of the Board (including for the avoidance of doubt any of the co-opted members of the Board), and/or such elected Members serving on any other Committees of the Court of Common Council who are considered to have the necessary skills, knowledge and experience to better support the proper discharge of the relevant sub-committee's functions, and/or any co-opted member appointed by the Board to a sub-committee in accordance with the process adopted by the Court per paragraph 5(b)(x) above, subject always to elected Members forming the majority of those in attendance at any sub-committee meeting to form a quorum.

### **Reporting**

- (f) The Board must report to the Court of Common Council at least biannually on the exercise of this delegated authority in such form as the Court requires.