



**MAGNA HOUSING LIMITED (“Magna”)
STRATEGIC BOARD
TERMS OF REFERENCE**

1. PURPOSE

Magna's Strategic Board (“The Board”) oversees the Chief Executive and the Executive Board in the competent and ethical operation of Magna on a day-to-day basis and assures that the long-term interests of customers, colleagues and other stakeholders are being served.

Members of the Board are expected to take a proactive, focused approach to their place on the Board, and set standards to ensure that Magna is committed to delivering its vision, ‘Creating Great Homes Together’, through high standards of service delivery and quality of homes.

2. CONSTITUTION AND PROCESS

Membership

The Board is responsible for determining the appropriate number of members on the Board. The authorised number of members will be determined from time to time by resolution of the Board, provided the Board consists of at least five members. The current maximum number of members is 12. The Chief Executive shall be a Board member. All non-executive members shall be shareholders.

Meetings

The Board shall meet at least 3 times each calendar year. A quorum for meetings of the Board is 5 Board Members.

The Chief Executive and Executive Board will attend all meetings of the Board. Other officers will report to meetings as necessary. The Company Secretary will attend all meetings.

Actions arising

The Governance Team are responsible for providing the minutes and matters arising for each meeting. Minutes and actions arising from each meeting will be distributed to all members of the Board, regardless of whether they were present at the meeting.

3. PRINCIPLE RESPONSIBILITIES OF THE STRATEGIC BOARD

The fundamental responsibility of the Board is to exercise their professional judgment to act in what they reasonably believe to be the best interests of Magna, its customers, colleagues, and stakeholders.

The role of the Strategic Board is to provide leadership, strategic direction and scrutiny to support Magna to achieve its vision of Creating Great Homes Together. The Strategic Board provides challenge and scrutiny and works with the Executive Board to develop proposals on strategy.

Executive Board Oversight

It is the duty of the Board to oversee Executive performance to ensure that Magna operates in an effective, efficient, and ethical manner in order to deliver the best possible outcomes for Magna's customers. This includes providing support for and constructive challenge to the organisation's Chief Executive and Executive Board.

Strategy and Performance

The Board is responsible for agreeing and approving Magna's vision, mission, strategy, and values, and ensuring Magna's long-term success.

The Board also evaluates progress against Magna's overall strategy and monitors Magna's performance against its business plan, KPIs and performance targets via the performance dashboard and against the performance of the housing sector as a whole.

Risk Oversight

The Board has responsibility for risk oversight, with reviews of certain areas being conducted by the relevant Board committees. The Board is responsible for oversight of strategic, financial, and high-level operational risks associated with Magna's business strategy, policies, legal and regulatory obligations, and other current matters that may present material risk to Magna's financial performance, operations, plans, or reputation.

Culture

The Board ensures Magna operates within a positive culture, with strong customer focus which puts customers at the heart of the organisation, ensuring that the customers' voice is heard and acted upon, with effective customer engagement and involvement.

The Board also holds responsibility for ensuring that equality, diversity, and inclusion are embedded within the organisation's culture.

Appointment of Chair, Chief Executive and Executive Board

The Board will appoint the Chair of the Board and the Chief Executive in compliance with Magna's Rules. The Board will also approve the Chief Executive's recommendations for appointments to the Executive Board.

4. GOVERNANCE

The Board are responsible for approving the Governance Framework, including financial regulations, scheme of delegation, committee structures and terms of reference, code of governance and code of conduct and monitoring compliance with these.

Board Effectiveness

Board members are expected to invest the time and effort necessary to understand Magna's business and financial plans and challenges. The basic duties of members include

attending Board and Committee meetings and actively participating in discussions. Members are also expected to make themselves available outside of board meetings for advice and consultation.

Members are expected to prepare for, attend, and contribute meaningfully in all Board and applicable committee meetings, in order to discharge their obligations. Consistent with their fiduciary duties, directors are expected to maintain the confidentiality of the deliberations of the Board and its committees.

Each member of the Board is expected to ensure that other existing and future commitments, including employment responsibilities and service on the boards of other organisations, do not materially interfere with the member's service as a non-executive director of Magna.

Delegation

The Board will delegate certain functions to committees under written terms of reference and in accordance with the scheme of delegation. The Board currently has the following standing committees: Asset and Investment Committee, Governance and Remuneration Committee, Risk and Audit Committee, and Chairs' Committee. From time to time the Board may create other committees, panels or task and finish groups to which it may delegate or refer business for detailed consideration.

Members of all standing committees are appointed by the Board. The Board determines the exact number of members and quorum and can at any time remove or replace a committee member.

The Board is responsible for any duties which it does not delegate to its committees or to the Chief Executive. The Board will agree a scheme of delegation, which will include a record of those essential functions and other matters which are specifically reserved for the Board's decision, and which cannot be delegated.

5. OTHER MATTERS

The Board and each Committee of the Board will have the authority to obtain advice, reports or opinions from external advisers and will have the power to hire, at the expense of Magna, legal, financial and other advisers as they may deem necessary or appropriate.

The Governance and Remuneration Committee shall review these Terms of Reference annually to ensure they remain effective, current and aligned with governance best practices, regulatory requirements, and Magna's strategic objectives.