

Gentoo Developments Board

Terms of Reference

Number of Members	Two Members.
Membership	At least one Independent Member from Group Board.
Quorum	Two directors. The only business that may be transacted by an inquorate meeting is to arrange a time and date for the next meeting.
Frequency of Meetings	The Board shall meet at least once a year.
Appointment of Members	Members shall be appointed by Group Board through the Appointments and Remuneration Committee. Appointments to the Board shall be for a period of up to three years and may be extended for one further three year period. Appointments for a third term will be subject to rigorous scrutiny by the Appointments and Remuneration Committee.
The Chair	The Group Board shall appoint the Company's Chair from amongst the directors of the Company. In the absence of the Chair the remaining directors present shall select one of their number to chair the meeting.
Reporting	Minutes of Board meetings shall be agreed by the Chair and circulated to all Members.

8 Terms of Reference and Delegated Authority of Gentoo Developments Board

8.1 The Group Board will set the parameters by which Gentoo Developments will undertake development as approved by the Group Board in the Business Plan.

8.2 The Gentoo Developments Board will:

<i>Business Planning</i>	<ul style="list-style-type: none"> • Approve the Business Plan and budget for final approval by Group Board. • Develop land on behalf of the Group as identified and agreed with Gentoo Group Limited
<i>Other</i>	<ul style="list-style-type: none"> • Approve the annual report and accounts for final approval by Group Board • Ensure the effectiveness of the approach to the monitoring and delivery of projects • Approve the Company's risk register and arrangements for risk management • Approve the gift aid payment to Gentoo Group Limited
<i>Performance monitoring</i>	<ul style="list-style-type: none"> • Review and monitor, providing assurance to Group Board and escalating issues where appropriate: <ul style="list-style-type: none"> ▪ Business plan objectives, targets and key performance indicators ▪ Individual scheme progress (time, budget, quality, sales) ▪ Financial performance ▪ Working capital/work in progress ▪ Customer service performance ▪ Health and safety statistics ▪ Sub-contractor performance ▪ Risk profile and mitigations ▪ Compliance with the terms of grant or loan agreements