

## Gentoo Developments Limited Board

### Terms of Reference

<b>Number of members</b>	At maximum of two Members.
<b>Membership</b>	Gentoo Group Chair alongside Executive Director of Corporate Services.
<b>Quorum</b>	Two Members. The only business that may be transacted by an inquorate meeting is to arrange a time and date for the next meeting.
<b>Frequency of meetings</b>	The Board shall meet at least once per year.
<b>Appointment of members</b>	Appointments to the Board are made by Group Board and approved on an annual basis at the first Group Board meeting following the Annual General Meeting.
<b>The Chair</b>	The Chair of the Board is the Chair of Gentoo Group Board.
<b>Reporting</b>	Minutes of Board meetings shall be agreed by the Chair and circulated to all Members. Minutes will be presented to Group Board unless a conflict of interest exists.

## 7 Terms of Reference and Delegated Authority of the Gentoo Developments Board

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

7.2 The Gentoo Developments Board will:

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