

Andium Homes

Capital Programme Sub-Group

Terms of Reference

1. Membership

- 1.1 The Sub-Group shall comprise at least two members who shall be independent Non-Executive Directors. Members of the Sub-Group shall be appointed by the Board.
- 1.2 Others including external advisors may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3 Appointments to the Sub-Group are made by the Board and shall be for a period of up to three years extendable by no more than two additional three-year periods, so long as the members continue to be independent. Extensions to appointments will be at the discretion of the Board.
- 1.4 The Board shall appoint the Chair who shall be an independent Non-Executive Director.

2. Secretary

- 2.1 The Company Secretary shall act as the secretary of the Sub-Group and will ensure that the Sub-Group receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be 3. Non-Executives must be in the majority.

4. Meetings

- 4.1 The Sub-Group shall meet at least quarterly and otherwise as required.

5. Notice of Meetings

- 5.1 Meetings of the Sub-Group shall be called by the secretary of the Sub-Group at the request of any of the members.
- 5.2 Unless otherwise agreed, notice of each meeting, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Sub-Group, any person required to attend and all other Non-Executive Directors of the Board, no later than five working days before the date of the meeting. Supporting papers shall be sent to Sub-Group members and to other attendees, as appropriate, at the same time.

6. Minutes of Meetings

- 6.1 The Company Secretary shall minute the proceedings and resolutions of all Sub-Group meetings, including the names of those present and in attendance.
- 6.2 Draft minutes of Sub-Group meetings shall be circulated promptly to all members of the Sub-Group. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Sub-Group Chair it would be inappropriate to do so.

7. Annual General Meeting

- 7.1 The Sub-Group Chair should attend the AGM to answer any shareholder questions on the Group's activities.

8. Duties

The Sub-Group shall:

- 8.1. With regards to the Capital Project Programme:

- 8.1.1. Review and recommend to the Board a Strategic Portfolio Review for all tangible property assets owned by the Company, ensuring this is reviewed periodically in line with best asset management practice and addresses the key objectives within the Company's Corporate Strategy.

- 8.1.2. In line with best asset management practice set the Strategic Asset Management Plan. Review the annual performance of the asset management function in line with the overall strategic objectives.

- 8.1.3. Review and recommend to the Board a Capital Project Programme for all capital projects, ensuring this is maintained for the prevailing Strategic Business Plan period, having fully considered the scale, scope, constraints, dependencies and impact to Clients, the Company and external partners.

- 8.1.4. Review and recommend to the Board a Capital Project Programme Forecast on a quarterly basis ensuring this is produced in a timely fashion to enable reporting obligations to the Guarantor to be met.

- 8.1.5. Having regard to the company's risk appetite, tolerance and strategy as determined by the Board, review the risks and opportunities presented by the Capital Project Programme and advise the Board of any new or emerging significant risks or opportunities.

- 8.2. With regards to individual Capital Projects:

- 8.2.1. Review Delivery Strategies and Concept Designs for mandated capital projects, considering the policy implications in respect of: • Client experience and satisfaction • Whole life Property performance • Value for Money (including land value) • Sustainability • Design, innovation and continual improvement • Risk and recommend to the Board for approval or approve under delegated provisions those that remain aligned with Company strategic objectives.

- 8.2.2. Review the proposed contractual arrangements for delivery of significant capital projects and recommend to the Board for approval or approve under delegated provisions those that remain aligned with Company strategic objectives.

- 8.3. With regards to Company strategy for capital projects:

- 8.3.1. Receive proposals for innovation or improvements in the design, specification or value for money of Housing capital projects and recommend to the Board for approval or approve under delegated provisions those that align with Company strategic objectives.

- 8.4. With regards to Company sustainability:

- 8.4.1. Review and recommend to the Board a sustainability strategy which takes advantages of the opportunities and mitigates the risks as identified through the Strategic Business Plan and corporate risk register.

- 8.5. Consider other matters of concern to Clients, the Guarantor or Stakeholders and ensure these are addressed in Capital Projects.

9 Reporting Responsibilities

- 9.1 The Sub-Group Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Sub-Group shall make whatever recommendation to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10 Other Matters

The Sub-Group shall:

- 10.1 Have access to sufficient resource in order to carry out its duties, including access to the Company Secretary for assistance as required.
- 10.2 Be provided with appropriate and timely awareness raising visits and training, both in the form of an induction programme for new members and on an on-going basis when necessary for all members.
- 10.3 Give due consideration to laws, regulations and any published guidelines or recommendations, as appropriate.
- 10.4 Review its constitution and terms of reference as appropriate to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11 Authority

- 11.1 The Sub-Group is authorised:
 - 11.2.1 To seek any information it requires from any colleague or Service Lead of the Company in order to perform its duties.
 - 11.2.2 To obtain, at the Company's expense, external legal or other professional advice on any matter within its terms of reference.
 - 11.2.3 To request the attendance of any colleague at a meeting of the Sub-Group as and when required.