



Building with Nature Board Terms of Reference

Building with Nature Limited is a registered company, registered as Build with Nature Limited (Company Registration Number: 11283471) and founded on the standard Companies House Articles of Association on 29 March 2018. It is wholly owned by the Gloucestershire Wildlife Trust, (GWT).

This document sets out in broad terms the functioning of the Board and the responsibilities of the Board members. If there are discrepancies between this document and the Articles of Association registered at Companies House, the latter will take precedence.

The Mission

Our mission is to create and share the practical tools that normalise high-quality green infrastructure in place-making in the UK, maximising benefits for both citizens and the natural world.

The Board

The Board is responsible for setting strategy, overseeing performance and securing good governance. It will oversee the conduct of the Company and supervise management, which is responsible for the day-to-day activities. The Board will be made up of 3-6 members, the majority of whom will be independent directors. The Board members are appointed for a four-year term, renewable once. Reappointment of Directors will be done at the AGM, in accordance with the Articles of Association.

The Board has the responsibility to:

- participate with management in the development and approval of the Company's strategy and annual operating plan and budget;
- approve other material plans that support the Company's ability to meet its operating plan;
- direct management to develop, implement and maintain a reporting system to allow the Board to monitor the Company's progress towards the goals of the operating plan;
- investigate major deficiencies in performance and major deviations from the operating plan and requests management to explain reasons and to develop and implement corrective action; and
- review and approve significant changes to the operating plan in light of changing business circumstances.

- approve the financial plan for the company as recommended by management and as agreed with the GWT;
- take reasonable steps to ensure the implementation and integrity of Company's internal control and management information systems appropriate to its current state of development;
- review the risk profile of the company in light of changing business circumstances.

The Board will meet four times a year, with a further strategy session at the relevant point in the planning cycle. Meetings will normally be in Bristol, but one of the four meetings will be in London.

Board members will carry out their duties: honestly and in good faith; in the best interests of the Company; with the care, diligence, and skill of a reasonably prudent person; and with regard to the best interests of the shareholder.

The Chair

The Board Chair was appointed by the owners for a four-year period, repeatable once. For subsequent appointments, a Nomination Committee will be created by the Board to oversee the process, as set out below.

The Chair will

- Lead and manage the Board.
- Be ultimately accountable to GWT for the financial and social performance of the Company.
- Effectively manage the conduct of Board meetings to the highest standards of conduct.
- Manage the performance of the Director setting objectives, targets and performance metrics.
- Monitor and, at least annually, review the Director's performance against agreed upon annual objectives.
- Appoint the Director and plan for succession, as required.
- Annually review the skills and experience represented on the Board in light of rapidly changing business requirements.

Board members

Board members will be appointed for a four- year term, renewable once. They will serve as company Directors of Build with Nature Ltd.

All Non-Executives will

- Work with the Chair, the other members of the Board and the Executive to ensure the delivery of 'the company's objectives and to ensure that its values and ways of working are consistent with the expectations of BCC as shareholder
- Agree and then support the continuous development of the Company's strategy and activities so that its delivery remains consistent with its agreed mission

- Impartially monitor the performance of the Company and its staff against agreed business objectives
 - Act in a way that takes collective responsibility for the Company and provides challenge to the Executive.
- Individual Board members will bring their professional expertise and help build profile, relationships and contacts where appropriate.
- Delegations and committees
- Certain responsibilities of the Board may be delegated to Board committees. The responsibilities of those committees will be as set forth in their terms of reference, as amended from time to time.

Management Committee

The Management Committee, comprising the Chair, the GWT-nominated Board member and the BwN Director, will meet at two-monthly intervals to oversee operational management issues. The Committee will report to the full Board.

Unless and until confirmed otherwise, financial management, spending approvals and delegations will follow the rules and procedures of the GWT.

Audit Committee

Because finances are being managed by the GWT, and overseen by the Management Committee, an Audit Committee will not be formed at this time. It will come into being when the Board deem necessary.

Nominations Committee

An ad hoc committee, meeting as necessary, will be comprised of the Chair and two Board members; (or three Board members if appointing the Chair). One of the Committee members will be the appointee of the owner, Gloucestershire Wildlife Trust.

The Standards Board

The Standards Board and its members are the guardians of the Building with Nature Standards. The Standards underpin the Building with Nature Benchmark and provide legitimacy and rigour by acting as the framework for Building with Nature Assessments and Accreditation.

The Standards Board represents major stakeholders and interest groups and brings together key areas of expertise around green infrastructure and meets twice a year.

The Building with Nature Standards are a tool created and owned by Gloucestershire Wildlife Trust and embody a number of years of research and development. As such Gloucestershire Wildlife Trust will continue to be the legal owners of the Intellectual Property associated with the Building with

Nature Standards. Any major divergences from the current Standards recommended by the Building with Nature Standards Board would therefore have to be approved by the Building with Nature Board. The Chair of Building with Nature will be a member of the Standards Board.

Relationship to Gloucestershire Wildlife Trust

Building with Nature was set up by, and is wholly owned by, the GWT. The GWT has approved the mission and strategy of BwN, and supports BwN to deliver this within agreed financial parameters. GWT provides office accommodation, HR and payroll, financial support and other services to BwN for an agreed fee. The GWT Finance Director attends the Management Meetings along with the GWT-nominated member of the BwN Board. The latter provides regular updates to the GWT Board and the BwN Chair formally presents to that Board once a year.

Amendments to this document need to be approved at a formal Board meeting.

June 2019