

LOOK AHEAD CARE, SUPPORT AND HOUSING

EXCEPTIONAL DECISIONS COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

1.1 The Exceptional Decisions Committee (“the Committee”) is a Committee of the Group Board established to enable urgent or exceptional decisions to be taken on behalf of the Board where it is not reasonably practicable to convene a meeting of:

- the Group Board; and/or
- the relevant Committee,

within the required timeframe.

1.2 The Committee operates under delegated authority from the Group Board in accordance with:

- the Governance Handbook;
- Scheme of Delegation;
- Financial Standing Orders;
- Board Terms of Reference; and
- other applicable governance documents.

1.3 The Committee exists to ensure that:

- urgent operational, financial, regulatory or strategic matters can be determined in a timely manner;
- appropriate governance and oversight are maintained; and
- decision-making remains proportionate, transparent and appropriately documented.

1.4 The Committee does not replace the role or authority of the Group Board or other Committees and shall only exercise delegated authority where urgency or practicality reasonably requires.

2. AUTHORITY

2.1 The Committee is authorised by the Group Board to:

- consider and determine urgent matters within delegated authority limits;
- approve decisions reserved to the Board or Committees where delay would create material operational, financial, regulatory, safety or reputational risk;
- receive advice from officers, legal advisers, auditors or external specialists as required; and
- take such actions as are necessary to protect the interests of the Group.

2.2 The Committee may exercise delegated authority in relation to:

- treasury and financing matters;
- property and asset transactions;
- procurement and contract awards;
- urgent health and safety or safeguarding matters;
- regulatory compliance matters;
- litigation or dispute resolution;
- business continuity matters; and
- other urgent operational or strategic decisions.

1.4 The Committee may not:

- amend the Rules or constitutional documents of the organisation;
- approve matters prohibited by law or regulation from delegation;
- approve decisions expressly reserved exclusively to the full Board by legislation or the Rules; or
- act outside the approved Scheme of Delegation.

3. MEMBERSHIP

3.1 The Committee shall comprise:

- the Chair of the Board;
- the Vice-Chair of the Board;
- the Chair of the Audit and Risk Committee; and
- one additional Non-Executive Director appointed by the Board.

3.2 In the absence of the Chair of the Board, the Vice-Chair shall chair the meeting.

3.3 The Chief Executive, Executive Directors, Director of Governance & Assurance and relevant officers may attend meetings by invitation but shall not vote.

3.4 The Committee may invite:

- subsidiary board representatives;
- external advisers;
- auditors;
- or subject matter specialists

to attend for specific matters where appropriate.

4. QUORUM

4.1 The quorum shall be:

- three members; all of whom must be Non-Executive Directors.

4.2 A meeting shall not proceed unless:

- appropriate advice has been obtained from relevant Executive officers; and
- the Director of Governance & Assurance (or nominee) is satisfied that use of the Committee is appropriate within the governance framework.

5. MEETINGS

5.1 The Committee shall meet only when required.

5.2 Meetings may be convened:

- at short notice;
- virtually;
- by telephone conference;
- or by written resolution, where necessary due to urgency.

5.3 The Chair, Chief Executive, Chief Financial Officer, Director of Governance & Assurance or Committee members may request that a meeting be convened.

5.4 The Director of Governance & Assurance shall act as Secretary to the Committee.

6. DECISION-MAKING PRINCIPLES

6.1 The Committee shall:

- act consistently with the organisation's Risk Appetite Statement;
- ensure decisions are proportionate and evidence-based;
- consider customer, financial, regulatory and reputational impacts;
- and ensure decisions are aligned with the Group's strategic objectives and values.

6.2 All matters presented to the Committee shall include:

- a clear statement of urgency;
- rationale for use of the Committee rather than the Board or another Committee;
- risks and mitigations;
- financial implications;
- legal or regulatory implications where relevant;
- and confirmation of delegated authority.

6.3 The Committee shall seek to act by consensus wherever possible. Where voting is required:

- decisions shall be determined by simple majority;
 - and the Chair shall have a casting vote if necessary.
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7. REPORTING AND ASSURANCE

7.1 All decisions taken by the Committee shall be:

- formally documented;
- recorded in minutes or written resolutions; and
- reported to the next available meeting of:
 - the Group Board; and/or
 - the relevant Committee.

7.2 The Audit and Risk Committee shall, where appropriate:

- review the financial, risk and control implications of decisions taken under delegated authority;
- including decisions taken by the Exceptional Decisions Committee.

7.3 The Committee shall maintain a register of decisions taken under delegated authority.

8. CONFLICTS OF INTEREST

8.1 Members must declare any actual, potential or perceived conflicts of interest in accordance with:

- the Code of Conduct;
- Conflict of Interest Policy;
- and applicable governance requirements.

8.2 The Chair shall determine whether a conflicted member:

- may participate;
- may remain present;
- or must withdraw from discussion and decision-making.

9. SUBSIDIARY MATTERS

9.1 The Committee may consider urgent matters relating to subsidiary entities where:

- delegated authority arrangements permit;
- and the matter cannot reasonably wait for consideration by the subsidiary board or parent Board.

9.2 Any decisions relating to subsidiaries shall:

- respect subsidiary governance arrangements;
 - and be reported to the relevant subsidiary board where appropriate.
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10. RELATIONSHIP WITH OTHER COMMITTEES

10.1 The Committee operates as part of the Group's wider governance and assurance framework and does not remove or diminish the responsibilities of:

- the Board;
- Audit and Risk Committee;
- Investment, Treasury and Assets Committee;
- Quality and Safety Committee;
- or subsidiary boards.

10.2 Where relevant:

- decisions shall be referred to the appropriate Committee for subsequent oversight, assurance or monitoring.

11. REVIEW

11.1 These Terms of Reference shall be reviewed annually by the Board and updated as required to reflect:

- legislative changes;
- regulatory expectations;
- governance best practice;
- and operational requirements.

12. APPROVAL

Approved by the Group Board on: **Pending Board approval**

Next review date: **12 months after the date of Board approval**