TERMS OF REFERENCE
INVESTMENT & DEVELOPMENT COMMITTEE (IDC)

Committee:	Investment & Development
Version date:	September 2026
Committee review date:	19 August 2026
Approved by:	Cobalt Board – 7 September 2026
Review date:	September 2029

1.0 Membership

1.1 The Committee shall comprise up to five independent non-executive directors, appointed by the Board based on skills, experience and diversity of perspective, in line with the NHF Code of Governance 2020.

1.2 To support resilience, the Board may appoint a reserve independent Non-Executive Director who may attend and participate when required to maintain quorum, or where conflicts, absence or urgent business would otherwise prevent effective operation. When acting in place of a substantive member, the reserve member will hold full voting rights.

1.3 All substantive members must be independent Non-Executive Directors. Executives cannot be members.

1.4 The Committee Chair will be appointed by the Board. The Board Chair may serve as a member but cannot chair the Committee.

1.5 The Board may appoint specialist co-optees where additional technical expertise is required. Co-optees may participate fully in discussion but do not count toward quorum and do not hold voting rights.

1.6 The following officers will have a standing invitation to attend:

- Executive Director of Communities & Regeneration
- Executive Director of Property
- Chief Financial Officer
- Assistant Director – Development, Regen & Sales
- Assistant Director – Asset Management

1.7 Other officers will attend as required.

2.0 Quorum

2.1 The quorum shall be three independent Non-Executive Directors, attending in person or via video conference.

2.2 The reserve independent Non-Executive Director may be called upon to ensure the Committee remains quorate.

2.3 If a meeting is not quorate, decisions must be deferred unless urgent approval is required, in which case the matter may be escalated to the Board or approved via written resolution in line with governance procedures.

2.4 The Company Secretary (or nominee) shall act as Secretary to the Committee.

3.0 Frequency of meetings

3.1 The Committee will meet at least four times per year, normally quarterly. Meetings will be scheduled between Board meetings to support timely decision-making.

3.2 Additional meetings may be convened as required, including virtual meetings, to consider urgent development or investment matters. Approvals by written resolution or email may be used where appropriate.

3.3 The Committee will operate to an annual cycle of business, approved by the Board.

4.0 Purpose

4.1 The IDC provides oversight, assurance and scrutiny of Cobalt's development, regeneration and asset management activities, ensuring alignment with the Corporate Plan, Growth & Investment Strategy, Sustainability Strategy, CHPS Business Plan and the Business Plan.

4.2 The Committee is responsible for:

- overseeing delivery of development and asset management targets against the agreed Strategies and current Business Plan
- monitoring performance, strategic risk, compliance and financial parameters
- shaping strategic direction and advising the Board on future investment
- ensuring customer insight and experience inform decisions
- ensuring value for money and long-term sustainability of the asset base

4.3 The Committee reports directly to the Board.

5.0 Roles and responsibilities

5.1 Strategic oversight and assurance

The Committee will:

- monitor progress and delivery of the implementation plans that underpin the Growth and Investment Strategy, CHPS Business Plan and the Sustainability Strategy, seeking assurance that actions are on track, risks are managed, and intended outcomes for customers are being achieved.
- review development appraisal assumptions annually and establish target parameters including minimum financial returns, minimum profit levels and maximum borrowing requirements
- ensure programmes operate within Board-approved financial, risk and performance parameters
- ensure decisions reflect commitments to customers, including property standards, sustainability and decarbonisation
- ensure compliance with contractual, regulatory and legal requirements, including building safety
- review audit findings, quality assessments and lessons learned, ensuring improvement plans are in place
- monitor cumulative risk across development, asset management and sales, escalating to ARC or Board as required
- oversee development of the Zero Carbon Plan for Board approval
- oversee any litigation relating to development or asset management, escalating significant issues to the Board

5.2 Asset management responsibilities

The Committee will:

- ensure the balance of investment between existing and new homes aligns with strategic aims
- recommend future investment in the asset base to the Board to maximise long-term value and sustainability
- review annual revenue and capital programmes for repairs and improvements and recommend approval to the Board
- monitor the financial performance and value for money of the capital repairs programme, including its impact on financial capacity
- oversee stock condition intelligence, ensuring data is robust, updated and used to inform investment decisions
- consider and recommend stock disposals or sustainability decisions to the Board, taking account of asset, financial, risk and customer factors
- consider procurement options, including insourcing through CHPS and recommend approval to the Board where required
- review customer feedback and ensure learning is used to inform future investment, service delivery and improvement plans

5.3 Development and regeneration responsibilities

The Committee will:

- review and recommend the annual development programme to the Board as part of the Business Plan and budget approval process
- review and approve business cases for development and regeneration schemes that:
  - fall within the delegated authority thresholds set out in Appendix B of the Financial Regulations
  - sit within the Board-approved annual development programme
  - meet the target parameters established by the Committee
  - comply with the standard appraisal model and approved assumptions
  - clearly articulate risks, cashflow implications, grant assumptions and exit strategies
- recommend to the Board any business cases for development and regeneration schemes that:
  - exceed delegated authority thresholds
  - fall outside the Board-approved annual development programme
  - do not meet the Committee's target parameters
  - materially increase financial exposure or risk
  - require an exception under Financial Regulations section 12.4 (non-financial strategic benefit)
- monitor the development pipeline and delivery of the development programme against targets
- monitor sales performance and financial outcomes
- monitor the financial performance and value for money of the development programme, including its impact on financial capacity
- ensure developments meet Cobalt's property standards, service expectations and tenure mix
- review post-completion customer feedback, ensuring lessons learned are reflected in future development activity
- periodically review governance arrangements for development approvals
- consider and recommend joint ventures or partnership arrangements to the Board

6.0 Delegated authority and escalation

6.1 The Committee has delegated authority from the Board for all matters set out in these Terms of Reference.

6.2 Where approval is required outside the scheduled Committee meeting cycle, this may be obtained by written resolution or email approval in line with agreed governance procedures and delegated authority limits. All such approvals will be recorded in the Governance Approval Register, including the rationale for seeking approval outside the meeting cycle, the decision taken, the approvers, any conditions attached, and the date of approval. A summary of all approvals granted outside the meeting cycle will be reported to the next formal Committee meeting for noting, assurance and oversight.

7.0 Conduct and governance

7.1 Members share collective responsibility for decisions and must act solely in the interests of Cobalt Housing.

7.2 Members must declare and manage conflicts of interest in line with policy.

7.3 The Committee must ensure it understands the operating environment, customer needs and the link between operational activity and the Business Plan and Corporate Plan.

7.4 The Committee may commission additional work or obtain independent professional advice where necessary.

8.0 Reporting and assurance

8.1 Assurance to the Board will be provided through:

- minutes of each meeting

- verbal updates from the Committee Chair
- an annual report summarising activity, assurance and key risks

8.2 The Chair will ensure that significant issues are promptly escalated to the Board.

9.0 Review of Terms of Reference and effectiveness

9.1 These Terms of Reference are approved by the Board and take effect from 7th September 2026.

9.2 The Committee will:

- participate in the annual Board and Committee Effectiveness Review
- formally review its Terms of Reference, structure and delegated responsibilities at least every three years, making recommendations to the Board.