

CLYDESDALE HOUSING ASSOCIATION LIMITED

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| Policy: | Standing Orders |
| Date: | 25 September 2024 |
| Lead Officer: | Chief Executive |
| Next Review Date: | September 2027 |

Regulatory Standards:

Standard 1

The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.

Guidance

1.2 The RSL's governance policies and arrangements set out the respective roles, responsibilities and accountabilities of governing body members and senior officers, and the governing body exercises overall responsibility and control of the strategic leadership of the RSL.

1.3 The governing body ensures the RSL complies with its constitution and its legal obligations. Its constitution adheres to the [Scottish Housing Regulator's Standards of Governance and Financial Management] and the constitutional requirements set out below.

1.4 All governing body members accept collective responsibility for their decisions.

1.5 All governing body members and senior officers understand their respective roles, and working relationships are constructive, professional and effective.

1.6 Each governing body member always acts in the best interests of the RSL and its tenants and service users, and does not place any personal or other interest ahead of their primary duty to the RSL.

1.7 The RSL maintains its independence by conducting its affairs without control, undue reference to or influence by any other body (unless it is constituted as the subsidiary of another body).

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Standing Orders

Introduction

1. These Standing Orders have been approved by the Management Committee (the Committee) of Clydesdale Housing Association (CHA) as a framework for the effective and proper conduct of business and to specify the delegated authority and internal financial controls within which we operate.
2. All matters that are not specified in these Standing Orders are reserved to the Committee. Where authority is delegated to staff, the delegated authority is in respect of operational matters only.
3. The Standing Orders reflect CHA's Rules, legislative and regulatory requirements and good practice advice. In the event of a conflict between these Standing Orders and the Rules, the Rules will prevail.
4. The Chair of CHA is responsible for interpretation of any issues where CHA's Rules are silent.
5. The Standing Orders and associated appendices can only be amended with the approval of the Committee. They will be reviewed at least every three years. Reviews will draw upon the latest good practice and governance guidance.

The Management Committee

6. The Committee is responsible for
 - Lead and direct CHA's work
 - Promote and uphold CHA's values
 - Set and monitor standards for service delivery and performance with the aim of achieving good outcomes for CHA's tenants and service users
 - Control CHA's affairs and ensure compliance with the relevant legal and regulatory frameworks
 - Uphold CHA's Code of Conduct and promote good governance
7. The Committee has agreed a remit which specifies its responsibilities and duties which is **Appendix 1** of this document. This remit will be reviewed annually by the Committee as part of its Annual Review process.
8. CHA conducts Committee meetings on a monthly cycle, normally held at 6.30pm on the last Wednesday of each month.
9. Training sessions and other events such as business planning days also take place by agreement.
10. Membership:
 - 10.1 The Management Committee will have no less than seven members appointed at the AGM. Membership of the Management Committee will be not more than fifteen (including co-optees and appointees). The Rules set out the arrangements for the election, appointment and co-option of Management Committee members and will always be followed. (See Rules 39 to 44 for details for on election, appointment, co-option, eligibility criteria and removal of Committee members).
 - 10.2 The Management Committee may co-opt anyone who is suitable to join the Management Committee provided that the total membership, including co-optees, does not exceed fifteen and the number of co-optees does not exceed a third.

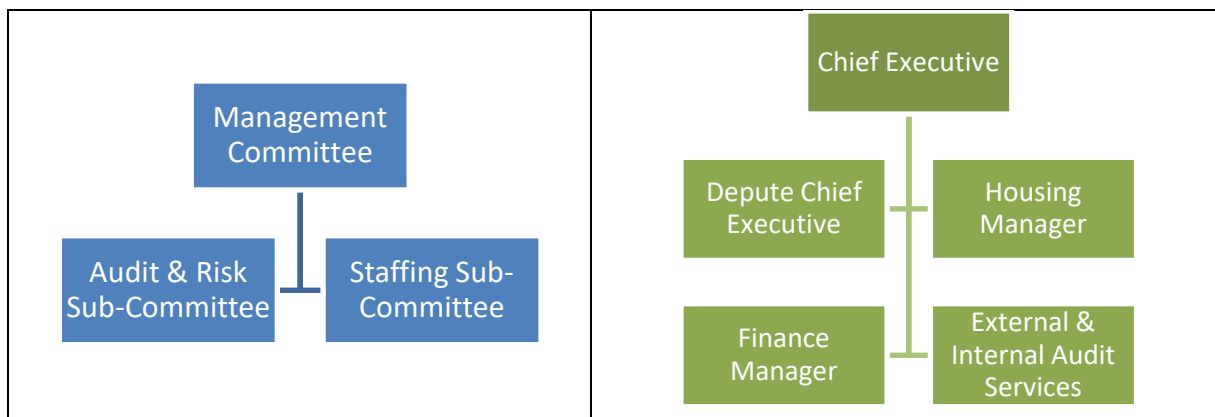
- 10.3 References to members of the Management Committee in these Standing Orders includes co-optees. In seeking co-options, the Management Committee will have regard to the role description and identified skills, experience and knowledge required. People who are co-opted to the Management Committee cannot take part in any discussions or vote on matters relating to membership or to the election of office bearers.
 - 10.4 The Management Committee will agree annual attendance targets for Committee and monitor performance against these.
 - 10.5 Where a Management Committee member fails to attend four consecutive meetings of the Management Committee without first obtaining leave of absence, they will automatically cease to be a member of the Committee.
11. Leave of Absence:
- 11.1 The Committee will consider granting a leave of absence to an individual Committee Member where personal illness or other personal circumstances will prevent them from fulfilling their Committee duties for a period of no longer than four months. The Rules and the best interests of CHA will guide the Committee's decision in such circumstances.
 - 11.2 A leave of absence will not be granted for a period that will extend beyond the next scheduled Annual General Meeting.
 - 11.3 Committee members can make a request to the Committee to extend an existing leave of absence for an additional four months.
 - 11.4 No more than two individual leave of absences on personal grounds will be granted at any one time by Committee.
 - 11.5 An inability on the part of a Committee member to return from a leave of absence within the maximum term should result in that member submitting their resignation.
 - 11.6 The Committee will normally grant a leave of absence to a Committee Member who is the subject of a complaint alleging a breach of the Code of Conduct for Governing Body Members. The Committee will decide on this, based on the best interests of CHA, at the first Committee meeting following receipt of the complaint. In these circumstances the period of the leave of absence will run during the term of the investigation until Committee has determined an outcome on the matter.
 - 11.7 Committee decisions on leave of absences will be issued in writing to the Committee Member concerned.
 - 11.8 All Committee members granted a leave of absence will not receive Committee papers during the period of authorised absence, although previous papers will be made available on request following their return.

Sub-Committees

12. The Management Committee has established two Sub-Committees to which it has delegated authority for particular defined activities in specified areas. The Sub-Committees are:
 - Audit and Risk – meets quarterly
 - Staffing – meets as required

13. Their responsibilities are detailed in the remits which have been agreed by the Management Committee. **Appendix 2** is the Audit and Risk Sub-Committee remit and **Appendix 3** is the Staffing Sub-Committee Remit. These remits will be monitored regularly and formally reviewed at least every three years.
14. Sub-Committees will have a membership of least three and up to seven members, who should all be non-executive members. Additional members may be appointed to the Sub-Committee to address specific issues.
15. A quorum will be three members of the Sub-Committee. Co-optees will not count towards the quorum.
16. All Sub-Committees report to and are accountable to the Management Committee. The governance structure and relationships with senior officers/key advisers at CHA is as follows:

Governance Chart



17. The Audit and Risk Sub-Committee will meet at least four times each year and will report on its activities to the next meeting of the Management Committee.
18. The Staffing Sub-Committee will meet as and when necessary and will report on its activities to the next meeting of the Management Committee.
19. Each of the Sub-Committees may obtain appropriate professional advice on relevant matters without reference to the Management Committee, to enable it to fulfil its responsibilities, subject to the provisions of these standing orders and the agreed remits.
20. Membership:
 - 20.1 Co-opted members of the Management Committee may be members of any of the Sub-Committees, although they may not become office bearers and may not take part in any discussions or decisions relating to Rules, membership or the election of office bearers.
 - 20.2 Sub-Committees may not co-opt additional members beyond those appointed from the Management Committee unless by specific agreement of the Management Committee upon request. Any Management Committee member may attend meetings of any Committee of which they are not a member as an observer.

Working Groups and Advisory Panels

21. The Management Committee may establish Working Groups to assist its consideration of

specific issues. The Management Committee will not normally delegate decision making authority to such groups, and such groups must be formally established and a remit agreed by the Management Committee. Working Groups will not normally be established for periods in excess of twelve months.

22. Remits for Working Groups as they are created will be attached to these Standing Orders as separate documents. Remits will cover membership, objectives, defined timescales and reporting arrangements.
23. The remits of any Working Groups and Advisory Panels will be kept under review and assessed upon completion.
24. All groups established under the terms of this section of the Standing Orders report to and are accountable to the Management Committee.
25. Membership of Working Groups and Advisory panels will be determined by the Management Committee.

Role of Committee Members

26. The Management Committee has agreed a role description for its members. At least annually, the Management Committee will identify the range of skills, knowledge and experience that it requires to fulfil the terms of its agreed remit. It will publicise the role description and identify the areas of skills, knowledge and experience required when inviting nominations for election to the Management Committee.
27. In the event of a dispute, a majority of those attending a meeting of the Management Committee, Sub-Committee or working group may require a member to withdraw from the meeting, if the member fails to recognise the authority of the Chair.

Committee Annual Review

28. CHA recognises the value of undertaking an Annual Review Process as an important element of support to the Management Committee. Also promoted by the Regulatory Framework, the Annual Review Process is a means of identifying training and development priorities, discussing aspirations and future intentions and reflecting on both individual contributions and the overall effectiveness of the RSL's governance.
29. The Management Committee Annual Review Process seeks to:
 - Ensure that all Management Committee Members are treated equally and are supported to be as effective as they possibly can be;
 - Place ownership of the Committee Annual Review Process firmly in the hands of the Management Committee;
 - Ensure that the Annual Review Process is sufficiently resourced to ensure that support and administrative tasks are provided by those with the necessary expertise;
 - Review the collective effectiveness of the Management Committee and identify actions for improvement;
 - Enable constructive discussions relating to the continued effectiveness and conduct of individual Committee Members;
 - Identify Committee Member collective and individual learning and development needs;
 - Recognise the individual contribution of Committee Members;
 - Support CHA's Management Committee and Office Bearer succession planning;

- Ensure compliance with CHA's Rules and the Regulatory Framework.

Committee Member & Staff Conduct

30. The Management Committee has adopted and agreed the SFHA Model Code of Conduct for Management Committee and the SFHA Model Code of Conduct for Staff.
31. All Committee members and employees are required to sign their agreement to uphold these Codes annually.
32. All Management Committee Members and staff must comply with these Codes at all times.
33. The standards set out in these Codes represent expectations on everyone attending Committee meetings – including advisers and observers.
34. Management Committee Members and Staff must declare relevant interests in line with our procedures and confirm at least annually that their declaration is accurate.
35. Any potential conflicts of interest must be declared either in advance or at the start of a meeting of the Committee, Sub-Committees and Working Groups. All agendas will contain a standing item for declaration of interests. All declarations will be recorded in the Minutes. Where a conflict of interest has been identified the person concerned will be required to leave the meeting during the discussion of a matter in which they have an interest. The person's withdrawal and return will also be recorded in the minutes. Appropriate registers will be maintained to record conflicts of interest declared and action taken at the meeting.
36. Report authors are responsible for recognising potential conflicts based on the declarations of interest register. When identified by the report author, they must advise the Chair, the person affected and the CEO in advance of the meeting.

Office Bearers

37. At its first meeting following each AGM, the Management Committee will elect a Chair, Vice-Chair, Secretary, Treasurer, Sub-Committee Chairs and Working Group/Advisory Panel Convenors.
38. The Chief Executive will conduct the proceeding to elect the Chair and will then pass the chair to the newly or re-elected Chairperson for the elections of remaining Office Bearers etc,.
39. The Chief Executive will ask the Committee to nominate candidates for Chair. Nominated candidates will be required to provide a brief presentation to the Committee on the qualities they offer before Committee members then vote to elect the Chair. Details of voting procedures are covered later in the Voting section. Where the incumbent Chair is the only candidate, they will not normally be required to present to the Management Committee when seeking re-election as Chair.
40. All other Office Bearers, Sub-Committee Chairs and Working Group/Advisory Panel Convenors will be elected by the Management Committee following the process detailed in paragraph 34.
41. An Office Bearer cannot hold more than one Office Bearer position at the same time.
42. The Management Committee has agreed role descriptions for Office Bearers which detail the role, responsibilities and duties of each position. These form **Appendices 7 to 10** of these standing orders.

43. All Office Bearer and Sub-Committee Chair positions with the exception of the Secretary must be held by either an elected Management Committee member or a Committee member appointed by the Committee to fill a casual vacancy, but cannot be a co-optee. The Secretary can be a member of the Management Committee or the Management Committee can appoint the Chief Executive to perform this role. Office Bearers will not normally hold office for more than 5 consecutive years.
44. In the absence of the Chair, the Vice-Chair will undertake his/her duties.
45. In the period between the AGM and the first meeting of the Management Committee, the incumbent Chair or failing him/her, the incumbent Vice-Chair will continue to act in that role temporarily. In the event that neither the Chair nor Vice-Chair remains as a member of the Management Committee following the AGM, the elected Management Committee will meet immediately after the AGM to elect office bearers to ensure that the efficient operation of business is not interrupted.
46. Office bearers must ensure that they liaise regularly and effectively with each other and with the Chief Executive and senior staff.
47. Sub-Committee Chairs are responsible for reporting to the Management Committee on the decisions and actions taken by the relevant Sub-Committee and for ensuring that appropriate recommendations are made on matters requiring Management Committee approval.
48. Where a decision requires to be taken on a matter outwith the schedule of meetings, and it is not practicable for a meeting (of either the Management Committee or the relevant Sub-Committee) to be called, **and** failure to make a decision would be prejudicial to the interests of the organisation and/or its service users, the Chief Executive has delegated authority to consult with the office bearers, and, where appropriate the Chair of the relevant Sub-Committee to make a decision and implement action. A report will then be made to the next meeting of the Management Committee or appropriate Sub-Committee for ratification.
49. The Management Committee and Sub-Committees may delegate authority to the Chair or other office bearers to make decisions and take action in respect of specific issues and within agreed principles between meetings. All such decisions and actions must be reported to the next meeting of the Management Committee or Sub-Committee.

Meetings

50. All meetings will be held in venues which are accessible to all.
51. Meetings will normally be held in-person but with the option to attend virtually to accommodate those who would otherwise be unable to travel to the venue on time. Committee may also hold meetings exclusively virtually where a specific need for this has been identified, e.g., poor weather conditions.
52. It is important to remember and emphasise that, irrespective of whether governance is conducted digitally or in person, good governance standards and practice should be upheld. Constitutional, legal, regulatory and policy requirements continue to form the framework for business and behaviours.
53. Committee members attending meeting virtually are required to have their device camera switched on.
54. CHA will ensure that all Committee business is conducted securely, to preserve

confidentiality. Designated CHA e-mail addresses for all Committee members are strongly recommended as a basic security measure for electronic communications. CHA has also established a secure Committee electronic portal to enhance virtual governance as well as contributing to security and data integrity.

55. Committee Members will be sent written notice (posted, hand delivered or emailed) of Committee meetings at least seven days before the date of the meeting. The accidental failure to give notice to a Committee Member or the failure of the Committee Member to receive such notice shall not invalidate the proceeding of the relevant meeting.
56. A schedule of all meetings of the Management Committee and Sub-Committees will be agreed by the Management Committee.
57. Committee members unable to attend a meeting must submit apologies at least 30 minutes before the scheduled meeting starting time. This should be done via written communication or phone call to CHA's offices, to the Secretary or Chair.
58. In the event of the meeting being inquorate half an hour after the time it was due to start or at any time during the meeting, it will be reconvened a week later at the same time and at the same place, unless this would be unfeasible, in which case a more suitable arrangement shall be agreed.
59. In the event of a special meeting of the Management Committee being called by the Chair or two Management Committee members, the provisions within the Rules which relate to special meetings will be applied.

Quorum

60. The quorum for meetings of the Management Committee is four Committee members.
61. The quorum for meetings of Sub-Committees is three Committee members.
62. Co-optees do not count towards determining the quorum at either Management Committee or sub-committee meetings.
63. Monitoring the quorum will be given specific attention during the meeting, particularly if all or some members are participating remotely. It is important to remember that:
 - If the remote connection is lost by some members, even temporarily, the meeting could become inquorate.
 - It is essential that any member who leaves a meeting before the conclusion of business informs the Chair before their departure, to reduce the risk of the quorum being breached inadvertently. Whilst it is obvious that someone is leaving when they are present in person, virtual attendance risks someone's departure going unnoticed, unless they draw attention before clicking 'leave meeting'.
 - If technical difficulties (or early departures) mean that the quorum falls during the meeting, proceedings will be paused until the issue is resolved. If the connection cannot be restored, the meeting will be adjourned.
64. The quorum for working groups and advisory panels will be determined by the Management Committee.

Business at Meetings

65. At least seven days' advance notice of meetings will be given. The Management Committee may determine the form of the notice to be provided, which can include electronic form. Notice of meetings must include an agenda of the business to be

transacted and all supporting papers.

66. The Chair, respective Sub-Committee Chairs and the Chief Executive will liaise over the preparation of the agenda for meetings of the Management Committee and Sub-Committees.
67. The Chair and Sub-Committee Chairs may have preparatory meetings with the relevant senior staff member in advance of the meeting in order to discuss reports, agenda management and desired outcomes.
68. Members of the Management Committee, Sub-Committees and working groups may propose items for inclusion on the agenda for a meeting by contacting the Chair of the relevant Committee or the Chief Executive at least two weeks in advance. The Chair will decide whether the item is to be included and the nature of any supporting papers required – requests will not be unreasonably refused. The Chair may require to change the meeting requested items will be discussed at in order to provide adequate time for report preparation and/or accessing supporting information.
69. The Management Committee or Sub-Committees may identify that a specific matter be considered at a subsequent meeting, e.g., issue emerging from discussion or a new idea being proposed. The timing of such items will be determined by the Management Committee, taking report preparation and/or accessing supporting information into account.
70. Committee and Sub-Committee agendas will include a standing item for Items to be discussed under Any Other Competent Business (AOCB). Committee members and staff members requesting items to be discussed under AOCB must raise the issue with the Chair of the meeting before the meeting starts – this may include exceptional items that could not be notified in advance. Items will be added under AOCB with agreement of those present on confirmation that the items are within the remit of the meeting. Those present may, as an alternative, decide to add items to a future agenda.
71. Meeting business will normally be conducted according to the order of the agenda. However, the Chair may vary the order of the agenda with agreement of those present to support the effective conduct of business, e.g., practical arrangements such as availability of key people or dealing with items where a conflict of interests has been declared at the end of the meeting to minimise meeting disruption for those required to leave the meeting for such items.
72. Authors of reports to Committee will not normally present the reports. It will be assumed that Committee members will have read the reports in advance of the meeting. Presentation of reports will only be done on complex issues, where the Chair instructs it or where the Committee request it. Report authors will provide any updates on subsequent developments since the report was issued.
73. Committee members will have access to report authors for questions/clarification between issuing the report the meeting. Where this happens, all queries and answers will be summarised by the report author at the meeting at the start of the item.
74. All speakers must direct their words to the Chair. All Committee members must remain quiet and maintain order while this is happening. The Chair will decide who can speak and for how long.
75. If any point arises which is not covered in these Rules, the Chair will give his/her ruling which will be final.
76. All acts done in good faith as a result of a Committee meeting or sub-committee meeting

will be valid even if it is discovered afterwards that a Committee member was not entitled to be on the Committee.

77. A Schedule of Management Committee Reporting Frequencies is shown at **Appendix 4**.

Voting

78. Decisions will normally be reached by agreement of a majority.
79. A vote may be called by the Chair or by a request supported by two Committee members.
80. Voting will be through a show of hands unless the Chair determines, or at least two Committee members request that a secret ballot be held, in which instance the Secretary will count ballot papers and votes cast virtually by remote participants.
81. If there is an equal number of votes for and against a resolution, the Chair will have a second and deciding vote, except on matters where the Chair has a conflict of interests, whereupon the Committee member chairing that item will fulfill this role. (see Rule 59.9).
82. A member may request that his/her dissent from a decision is recorded in the Minutes of the meeting. **Any member making such a request must not actively dissociate themselves from or criticise the decision in public.**
83. A vote to suspend Standing Orders must be supported by a majority of those present and will apply only to the meeting at which the vote is taken.

Openness and Confidentiality

84. Once they have been approved, non-confidential minutes of the meetings of the Management Committee will be available to the public on our website for a period of two years.
85. Minutes published on our website will be redacted in line with our Privacy Policy, e.g., where items are: commercially sensitive; include personal information such as staffing matters.
86. The business of the Committee is - to a significant extent - confidential, subject to Freedom of Information and regulatory requirements about publishing information. CHA will ensure that all Committee business is conducted securely, to preserve confidentiality.
87. Discussions at Committee and Sub-Committee meetings are confidential. Committee members are required to maintain confidentiality by the Code of Conduct which has to be signed in order to carry out their role. This obligation continues to apply when holding and attending a meeting virtually. This means that the Committee must be satisfied that the meeting cannot be overheard by anyone who is not a Committee member of CHA. Headphones will block the sound being transmitted from a device but it's important to also think about whether an individual Committee member's contribution could be overheard e.g. if they are participating from a public space or in a room that is occupied by others. Requiring that cameras remain on throughout the meeting help to contribute to providing the necessary assurance of confidentiality.

Emergencies

88. Nothing in these Standing Orders will prevent the effective implementation of approved emergency procedures that will apply in the event of a disaster or emergency situation arising.
89. Where emergency decisions are required and it is not practicable to hold a meeting of the Management Committee or Office Bearers, the Chair (or in his/her absence, the Vice-Chair) and Chief Executive (or in his/her absence, senior staff members) will take all

necessary decisions to fulfil our responsibilities to service users and partners. All such decisions and actions must be reported to the Management Committee at the earliest opportunity.

Written Resolutions

90. In some exceptional circumstances, where it is not practicable to wait until the next Committee meeting for a decision, it is possible for the Committee to give approval and/or make a decision by means of a written resolution, rather than discussion at a constituted meeting.
91. A written resolution must be approved by three-quarters of the members of the Committee or sub-committee. This can be done remotely, as the resolution can be circulated to all members for them to give their approval electronically (e.g. by e-mail). All electronic resolutions and approvals will be retained for verification, audit and assurance. The written resolution will be reported to the next constituted meeting of the Committee/Sub-Committee – and recorded in the minute.
92. Written resolutions issued to Committee will have reasonable timescales for response and will be consistent with the Scheme of Delegated Authority.
93. The outcome of a written resolution will be notified to Committee members by email and then confirmed in a report to the next Committee meeting.
94. Written resolutions will only be used in exceptional circumstances and will not be used routinely – they are not intended to replace or be a substitute for the established conduct of governance business.

Chairing Meetings

95. Where the Chair is not present at the appointed start of a meeting of the Management Committee, the Vice-Chair will preside over the meeting or, failing him/her also not being present, the Management Committee members present will appoint another member, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.
96. Where the Chair of a Sub-Committee or a working group/advisory panel is not present at the appointed start time, those members present may appoint one of their number, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.
97. The Chair will decide on all matters of order raised at meetings and will determine the order of debate. The Chair is responsible for:
 - ensuring that members who wish to, are allowed to contribute;
 - allocating adequate time for contributors to speak;
 - ensuring voting procedures are in place and these are followed;
 - announcing votes at general meetings.
98. The Chair may vary the order of business from that detailed on the agenda.

Length of Meetings

99. Meetings will not normally last for more than two hours. Members at a meeting may agree, by majority, to set aside this time limit and extend the meeting for not more than a further thirty minutes in order to conclude the business in hand. Any business not dealt with at the end of a meeting will be carried forward to the next scheduled meeting or may be identified as business to be conducted at a Special Meeting held for that purpose and

called in accordance with the Rules.

Staff Attendance at Meetings

100. The Chief Executive will normally attend all meetings of the Management Committee and Sub-Committees with additional officers in attendance where appropriate.
101. The Chief Executive, in consultation with the Chair, may invite relevant staff to attend all or part of a Management Committee or Sub-Committee meetings where appropriate.
102. Staff attending meetings of the Management Committee or Sub-Committees will provide an advisory role only and will not be entitled to vote and must observe the Standing Orders in terms of protocol and etiquette.
103. Staff may be required to leave a meeting of the Management Committee or Sub-Committee in the event of specific agenda item(s) being deemed to be taken in Private. This is unlikely to happen frequently and the Chief Executive will normally remain during such discussions.
104. The Chief Executive will determine appropriate staff attendance and support for any working groups or advisory panels established by the Management Committee.
105. The Chief Executive will attend meetings of advisory panels and working groups and act as Secretary, unless the matter being dealt with involves him/her directly in which case the Chair of the meeting will decide and if necessary, engage a secretary to support the meeting.

Attendance of other Parties

106. The Management Committee and Sub-Committees may invite external parties, such as advisors and consultants, to attend meetings to advise on specific items of business. Other parties will not be entitled to vote and must observe the Standing Orders in terms of protocol and etiquette. Their attendance will normally be confined to the discussion of the specific item under consideration unless the Chair determines otherwise.
107. The Committee/Sub-Committee may access advisers without staff presence for part of or whole agenda items, e.g., where staff have a conflict of interest.
108. Committee may invite observers to attend entire meetings or specific segments of them, e.g., prospective Committee members, representatives of Tenant Organisations or Tenant Scrutiny Panel. Expectations on observers will be issued in advance and observers required to confirm their agreement to them, e.g., maintaining confidentiality, exclusion from specific categories of business, observance of Standing Order protocol and etiquette.

Minute Taking Protocol

109. Rule 62 requires that minutes of every general meeting, Committee meeting and Sub-committee meeting be kept. This Protocol has been developed by the Management Committee to provide clear guidance on what Minutes should contain, how they will be presented and treated by the Association.
110. The Chief Executive has delegated responsibility from the Secretary for ensuring the preparation and circulation of draft minutes for all meetings of the Management Committee, Sub-Committees and Working Groups/Advisory Panels. Draft minutes will be agreed with the Chair of the meeting before being distributed to members.
111. The Who, Where, What and When - Minutes will contain the following information:
 - CHA's name.

- The type of meeting, e.g., Annual General Meeting, Management Committee Meeting, Sub-Committee Meeting.
- Date, time and venue of the meeting.
- The format of the meeting, i.e., in-person, hybrid or exclusively virtual.
- Names of those Committee Members present with Office Bearer positions noted.
- Confirmation that a quorum was established (minimum of 4 non-co-opted Committee Members required for the full duration of the meeting).
- Positions of staff members present.
- Names and positions of any other attendees.
- Name and position of the person who recorded the Minutes.
- A list of apologies submitted by those unable to attend.
- Details of when a person was not present for the entire meeting due to late arrival and/or early departure.
- For hybrid meetings, the minutes should record how each individual member participated. Late arrivals, early departures and temporary absence (e.g. to manage a conflict of interest) should be recorded, together with any subsequent return(s), at the relevant point in the minute.
- A summary of conflicts of interest declared, who made them and the action taken to deal with them.

112. Previous Minutes - The following will be recorded regarding the scrutiny of the Minutes of the previous meeting:

- Details of any changes agreed to the Minutes of the previous meeting. Note: Committee Members unable to attend the next meeting can ask for points of accuracy from the most recent previous Minute to be raised in their absence. Committee Members in this position should ask the Secretary to do this on their behalf.
- That previous Minutes have been approved.
- Record of matters arising from the minutes of the previous meeting.

113. General Content - Minutes should be restricted to a simple and concise record of decisions taken and actions agreed, together with any necessary contextual information. Minutes will be structured to reflect the order in which agenda items were considered. More specifically, they will contain:

- Item numbers and headings that reflect the agenda items considered.
- Details of who has presented an item or report to the meeting.
- The exact wording of each recommendation or motion as it was voted on and whether it was approved or rejected. (The person recording the minutes will seek clarification from the Chair as required during the meeting to ensure that this is accurate.)
- The name of the Committee Member or the position of the staff member responsible for making the recommendation or motion.
- If the vote on the motion was counted, the count should be included.

- Dissenting votes, but only where a Committee Member requests that they go on record with their dissenting vote.
- A confidential minute will be recorded where considered necessary by the Management Committee. Examples of when this may be required could be where issues have been commercially sensitive, contentious or relating to personnel matters. The non-confidential Minute will note the relevant agenda item and that a separate confidential Minute has been recorded. The confidential Minute will follow this Protocol for Minute Taking and be clearly referenced to the main no-confidential Minute.
- Details of all regulated procurements and the value of successful tenders.
- Only relevant information provided at the meeting. Information may not be corrected or updated in the Minutes unless it was discussed at the meeting.
- A list of any agenda items that were held over until a future meeting.
- The time when the meeting was closed, adjourned or restarted.
- The date and time of the next meeting.

114. The following will not be included in Minutes:

- Opinions or interpretations of the person recording the Minute. (Avoid using adjectives and adverbs.)
- Judgmental phrases like “heated debate” or “valuable comment”.
- Transcripts of the meeting (Minutes should not be taken down verbatim. Minutes are a record of decisions taken and actions agreed, not what was said).
- Recommendations or motions that are withdrawn.
- Name of the person who seconded a motion.
- Individual names will not normally be recorded other than in the attendance list.
- Elaborate or jargonistic language.
- Detailed reports. (Brief contextual information will be recorded where required.)
- Details of tender amounts rejected.
- Copies of reports presented at the meeting. These will be filed and available for reference purposes, but will not form part of the Minute.

115. Minute Preparation, Quality Control and Distribution

- 115.1 A draft version of the Minutes will be prepared normally within 2 days of the date of the meeting.
- 115.2 The senior officer who attended the meeting will review the draft Minute within 10 days of the meeting and agree any corrections required with the person who prepared the draft.
- 115.3 The Chair of the meeting will then review the draft before it is issued to Committee Members. The Chair will agree any further corrections with the senior officer.
- 115.4 The draft Minute will then be issued to Committee Members at least 7 days before

the date of the next meeting, unless the timing of the next meeting does not allow for this.

- 115.5 Minutes of Sub-Committees will be presented to the next meeting of the Management Committee for noting and approval of any recommendations relating to matters not delegated.
- 115.6 Minutes of Working Groups and Advisory Panels will be presented to the next meeting of the Management Committee for noting and, where appropriate, approval, in accordance with the agreed remit and level of delegation.
- 115.7 Minutes approved by the Committee or General Meetings must be signed and dated by the Chair of that meeting, electronically scanned and held on file by CHA as the true record of that meeting – see Rule 62. An example of the file location for scanned minutes for a meeting held on 23 November 2016 would be:
Novel/Registers/Signed Minutes/2016-17/161123
- 115.8 Confidential Minutes will be kept separately from the main Minute and saved electronically using password protection.
- 115.9 Confidential Minutes will be distributed only to those Committee and staff members who do not have a conflict of interests for the relevant item(s).

Delegated Authority

116. The Management Committee is responsible for all decisions taken and actions carried out by or on behalf of the organisation. The Management Committee recognises that good governance depends on a clear definition and understanding of the authorities which attach to Management Committee and staff members. It also recognises that the successful implementation of strategies and plans require the establishment of effective and appropriate levels of delegation to ensure that activities and decisions are not unnecessarily delayed.
117. The Scheme of Delegated Authority has been approved by the Management Committee and is set out below for that purpose.
118. All matters not specified in the Scheme of Delegated Authority are reserved to Management Committee, unless the matter is urgent and approval by the Management Committee through a written resolution is not practicable due to circumstances such as business continuity or critical timescales. In such exceptional circumstances, the Chair, at least one other Office Bearer and the Chief Executive (or Vice-Chair/additional Office Bearer and Depute Chief Executive/Senior Staff Member in their absence) are authorised to take decisions and implement action, provided a report on the issue and action taken is made to the next meeting of the Management Committee for scrutiny. It will be for the Chair to decide whether a special meeting of the Management Committee should be called for that purpose, in accordance with the Rules.
119. Delegated authority to staff relates to operational responsibilities.
120. Office Bearers, acting with senior staff, have authority to:
 - Represent the Association on official business, consistent with agreed policies and procedures.
 - Implement agreed emergency procedures.
 - Take urgent decisions and/or action between meetings, in consultation with the Chief Executive.
 - Take decisions on specific issues between meetings that have been delegated to one or more office bearers by the Management Committee.
121. The Chief Executive, in consultation with senior staff, has authority to:
 - Ensure the effective implementation of strategies, policies and plans
 - Represent the Association on official business, consistent with agreed policies and procedures
 - Carry out all necessary legal and financial duties to ensure compliance with statutory and regulatory requirements.
122. The CEO will present a quarterly report to the Management Committee regarding the exercise of the Scheme of Delegated Authority.

123. The Management Committee has agreed the following specific Scheme of Delegated Authority:

Scheme of Delegated Authority:

1. Governance

| Ref | Authority for | Delegated to |
|------------|--|---|
| DA 1.1 | Approving Annual Returns to the Scottish Housing Regulator (SHR) and Scottish Government (SG) Signing Annual Returns to the SHR and SG Submission of Returns to the SHR and SG | Management Committee Chair or Secretary with approval from Management Committee Chief Executive or designated officer |
| DA 1.2 | Approving Annual Returns to OSCR Submission of Returns to OSCR | Management Committee Chief Executive and Finance Manager |
| DA 1.3 | Approving Annual Returns to Financial Conduct Authority (FCA) Signing Annual Returns to FCA Submission of Returns to FCA | Management Committee Secretary Chief Executive and Finance Manager |
| DA 1.4 | Approval of strategic and operational policies | Management Committee |
| DA 1.5 | Approval of authorised signatories | Management Committee |
| DA 1.6 | Approval of recommendation to the AGM on the appointment of the External Auditors | Management Committee, on recommendation from the Audit & Risk Sub-Committee |
| DA 1.7 | Approval of appointment of Internal Auditors | Management Committee, on recommendation from Audit & Risk Sub-Committee |
| DA 1.8 | Agree any remedial action identified by the internal auditor | Audit & Risk Sub-Committee |
| DA 1.9 | Preparation and issue of notice, agenda, papers and minutes for meetings of Management Committee | Chief Executive, in consultation with Chair/Vice Chair/Sub-Committee Chair |
| DA 1.10 | Approval of draft minutes of Management Committee meetings | Chair |
| DA 1.11 | Preparation and issue of notices, agenda, papers and minutes sub-committees | Chief Executive, in consultation with respective Chairs |

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| DA 1.12 | Preparation and issue of notices, agenda, papers and minutes of Advisory Panels and Working Groups | Chief Executive in consultation with respective Chairs |
| DA 1.13 | Approval of draft minutes of Committee meetings | Appropriate Chair |
| DA 1.14 | Preparation and issue of notice, agenda, papers and minutes for AGM | Secretary, in consultation with Chair and Chief Executive |
| DA 1.15 | Approval and Monitoring of all Registers required by Regulators | Management Committee |
| DA 1.16 | Maintenance of all Registers required by Regulators | Chief Executive |
| DA 1.17 | Agreeing inclusion of new Contractors and Consultants on approved lists where they exist. Maintenance of list of current contractors/consultants | Management Committee Chief Executive |
| DA 1.18 | Making/approving statements to the press or other public statements | Chair and/or Chief Executive |
| DA 1.19 | Disposal of land and property requiring specific consent Disposal of land and property covered by general consent | Management Committee Management Committee |
| DA 1.20 | Taking of Leases Granting of Leases | Management Committee Chief Executive |
| DA 1.21 | Approving Pension, death in service benefit arrangements and related Deeds. Signature of Trust Deed documents Day to day pension operations and signatory | Management Committee Chair and Secretary Finance Manager |
| DA 1.22 | Overseeing potential/alleged breaches of the Code of Conduct for Governing Body Members | Any two from the following: Chair Vice-Chair Other Committee member nominated by the Management Committee |

2. Finance and Staffing

| Ref | Authority for | Delegated to |
|--------|---|----------------------|
| DA 2.1 | Approve permanent additions and deletions to the staffing establishment | Management Committee |
| DA 2.2 | Approve significant changes to terms and conditions of employment | Management Committee |

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| DA 2.3 | Development and negotiation of all issues relating to remuneration of staff, working environment, training and development and dignity at work | Management Committee (bound by EVH joint negotiating arrangements) |
| DA 2.4 | Approve settlement agreements with employees | Management Committee |
| DA 2.5 | Recruitment of Chief Executive | Management Committee, on recommendation from Staffing Sub-Committee |
| DA 2.6 | Recruitment of senior staff | Management Committee, on recommendation from Staffing Sub-Committee |
| DA 2.7 | Line Management of Chief Executive | Chair |
| DA 2.8 | Line Management of senior staff | Chief Executive |
| DA 2.9 | Line Management of all other staff | Appropriate Departmental Manager |
| DA 2.10 | Grievance and Disciplinary issues relating to Chief Executive | Management Committee, on recommendation from Staffing Sub- |
| DA 2.11 | Grievance and Disciplinary issues relating to senior staff | Chief Executive |
| DA 2.12 | Grievance and Disciplinary issues relating to all other staff | Appropriate Departmental Manager |
| DA 2.13 | Overseeing potential/alleged breaches of the Staff Code of Conduct relating to the Chief Executive | Any two from the following: Chair Vice-Chair Other Committee member nominated by the Management Committee |
| DA 2.14 | Overseeing potential/alleged breaches of the Staff Code of Conduct relating to Management Team Members | Chief Executive |
| DA 2.15 | Overseeing potential/alleged breaches of the Staff Code of Conduct relating to non-Management Team staff members | One of the following: Chief Executive Depute Chief Executive Housing Manager Finance Manager |
| DA 2.16 | Approving borrowing and investment strategies and principles | Management Committee |
| DA 2.17 | Agreeing the Internal Financial Control Policy | Management Committee, on recommendation from Audit & Risk Sub-Committee |

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| DA 2.18 | Approval of Annual Accounts | Management Committee, on recommendation from Audit & Risk Sub-Committee |
| DA 2.19 | Approval of Budget | Management Committee, on recommendation from Audit & Risk Sub-Committee |
| DA 2.20 | Monitoring financial performance and reporting to Management Committee | Chief Executive, Finance Manager and Audit & Risk Sub-Committee |
| DA 2.21 | Ensuring annual audit carried out | Chief Executive and Finance Manager |
| DA 2.22 | Agreeing and implementing remedial action identified in the course of the annual audit | Audit & Risk Sub-Committee, reporting to Management Committee |
| DA 2.23 | Agreeing and overseeing the implementation of changes to accounting policies and practices | Audit & Risk Sub-Committee |
| DA 2.24 | Agreeing the opening and closure of bank or building society accounts | Management Committee |
| | Holding of all bank records and cheque books and other financial documentation | Finance Manager |
| DA 2.25 | Approve the terms of all insurances | Management Committee, on recommendation from Audit & Risk Sub-Committee |
| DA 2.26 | Agree internal management control systems | Management Committee, on recommendation from Audit & Risk Sub-Committee |
| DA 2.27 | Incur and instruct payment of all items of budgeted expenditure within the terms of agreed budgets and internal financial controls | Chief Executive and officers specifically identified in Internal Financial Policy |
| DA 2.28 | Agree action to address short term cash flow difficulties | Management Committee |

3. Housing Management

| Ref | Authority for | Delegated to |
|-----------|--|----------------------------------|
| DA 3.1 | Signing tenancy agreements | Operational staff as appropriate |
| DA 3.2 | Approval of the setting of annual rents and service charges | Management Committee |
| DA 3.3 | Agree to the writing off of bad debt within the terms of the Bad Debt Policy | |
| | Individual debt up to £1,000 | Chief Executive |
| | Individual debt over £1,000 | Management Committee |
| DA 3.4 | Instructing Recovery Action for breach of tenancy conditions | Housing Officers |

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| DA 3.5 | Approval to proceed with Evictions | Chief Executive (Depute Chief Executive to present annual evictions report to Management Committee) |
| DA 3.6 | Approving the terms of the periodic satisfaction survey and commissioning the project | Depute Chief Executive |

4. Development and Property Maintenance

| Ref | Authority for | Delegated to |
|-----------|---|--|
| DA 4.1 | Negotiating terms for the acquisition of sites and making recommendations to Management Committee Approving Site Acquisition | Chief Executive Management Committee |
| DA 4.2 | Approving submissions to the Local Authorities Strategic Housing Investment Plans (SHIP)/Strategic Local Programmes (SLP) Approval for 'In Principle' Commitment/ Outline Scheme Proposals to new development/stockgrowth Approval to invest in new development/ stock growth | Management Committee Management Committee Management Committee |
| DA 4.3 | Ensuring any targets specified in the Local Authority's Strategic Housing Investment Plan (SHIP)/Strategic Local Programmes (SLP) are achieved | Chief Executive |
| DA 4.4 | Approving outline scheme proposals | Management Committee |
| DA 4.5 | Agreeing savings to individual schemes: Up to 10% of agreed costs Over 10% of agreed costs | Chief Executive Management Committee |
| DA 4.6 | Negotiating terms of loans to fund individual developments and making recommendations to the Committee | Chief Executive and Finance Manager |
| DA 4.7 | Ensuring borrowings and investments comply with statutory and regulatory requirements and Rules | Finance Manager and Management Committee |
| DA 4.8 | Negotiating grant(s) to fund individual developments | Chief Executive |
| DA 4.9 | Appointment of Contractors and Consultants | Management Committee |

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| DA 4.10 | Approval of Claims against Contractors and Consultants | Chief Executive |
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5. Authorised Signatories

124. Authorised Signatories are required for all documents including contracts, annual returns to Regulators, tenders and tenancy agreements. Authorised signatories for these purposes are:

| Ref | Authority for | Delegated to |
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| DA 5.1 | Legal documents | Normally Company Secretary together with appropriate Management Committee members as and when |
| DA 5.2 | Contracts: Employment Consultants For Works, Goods and Services | Chief Executive Chief Executive Chief Executive |
| DA 5.3 | Annual Returns to Regulators and Scottish Government (including The Scottish Housing Regulator and OSCR) | Chair or Secretary |
| DA 5.4 | Invitations to Tender | Appropriate Senior Staff (see Internal Financial Controls Policy) |
| DA 5.5 | Local Authorities Strategic Housing Investment Plans (SHIP)/Strategic Local Programmes (SLP) | Chief Executive |
| DA 5.6 | Tenancy Agreements | Operational staff as appropriate |
| DA 5.7 | Shared Ownership Occupancy Agreements | Operational staff as appropriate |
| DA 5.8 | Scottish Government funding documentation | Chief Executive and Technical Services Manager |
| DA 5.9 | Grant Claims | Chief Executive, Technical Services Manager and Finance Manager |
| DA 5.10 | Loan documentation | Chief Executive and Finance Manager |
| DA 5.11 | Bank Signatories (for authorisation of cheques and/or electronic fund transfers) | Senior Staff |
| DA 5.12 | Administrative Processing – i.e. ordering goods and services, authorising payroll transactions and initiating payments | As detailed in Internal Financial Controls Policy |

APPENDIX 1: REMIT OF THE MANAGEMENT COMMITTEE

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| <p>Name of Committee</p> | <p>Management Committee</p> |
| <p>Primary Responsibilities & Principles</p> | <p>The Management Committee is responsible for directing the affairs of CHA and its business. This includes the leadership, strategic direction and control with the aim of achieving good outcomes for tenants and other service users in accordance with Regulatory Standards and Guidance issued by the Scottish Housing Regulator.</p> <p>The Management Committee’s primary responsibilities are as follows:</p> <ol style="list-style-type: none"> 1. Lead and direct CHA’s work 2. Promote and uphold CHA’s values 3. Set and monitor standards for service delivery and performance with the aim of achieving good outcomes for CHA’s tenants and service users 4. Control CHA’s affairs and ensure compliance with the relevant legal and regulatory frameworks 5. Uphold CHA’s Code of Conduct and promote good governance <p>In discharging these responsibilities the Management Committee will confine itself to consideration of strategy, policy, overriding performance issues, major new developments, overall responsibility for CHA’s finances, effective supervision of the Chief Executive and the work of Sub-Committees and any other structure it creates to support its business.</p> <p>Achievement and delivery of CHA’s strategies, objectives, policies, plans and management of day to day operations will fall to the Chief Executive, staff team and any agents engaged to support them.</p> |
| <p>Delivery of Primary Responsibilities:</p> | <p>More specifically, the Management Committee’s primary responsibilities will be delivered through the following key areas of work:</p> <ol style="list-style-type: none"> 1. Lead and direct CHA’s work: <ul style="list-style-type: none"> • Agree and oversee CHA’s business plan and other strategic plans to achieve its purpose and intended outcomes for its tenants and other service users; • Agree and oversee CHA’s governance policies and arrangements; • Ensure that CHA adheres to its Rules; • Ensure that CHA maintains its independence by conducting its affairs without control, undue reference to or influence by any other body; • Agree and oversee operational policies; • Approval and monitoring of budgets, long-term financial plans and treasury management strategies; • Review loan covenant compliance and ensure systems are in place to prevent breaches • Ensure that key risks are identified and appropriately managed. 2. Promote and uphold CHA’s values: <ul style="list-style-type: none"> • Review and approve CHA’s Vision and Common Values; • Provide and promote equality of opportunity and fair treatment for |

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| | <p>all;</p> <ul style="list-style-type: none"> • Review and evaluate the performance and effectiveness of the Management Committee; • Set and monitor performance against the Management Committee Training Plan; • Ensure compliance with policies, codes and recommended practice relating to the good governance of CHA. <p>3. Set and monitor standards of service delivery and performance with the aim of achieving good outcomes for CHA’s tenants and service users:</p> <ul style="list-style-type: none"> • Monitor CHA’s compliance with the Scottish Social Housing Charter; • Monitor CHA’s compliance with responsibilities and duties related to tenant safety. • Monitor performance against agreed value for money objectives; • Ensure that CHA gives tenants, service users and other stakeholders’ information that meets their needs. • Take account of the needs, priorities, views and aspirations of tenants, service users and stakeholders and encourage participation by tenants in the work of CHA. <p>4. Control CHA’s affairs and ensure compliance with the law and regulatory standards and guidance:</p> <ul style="list-style-type: none"> • Establish and oversee a framework of delegation and systems of control; • Ensure compliance with legal and regulatory requirements; • Ensure systems of internal financial control are effective and oversee the external audit function; • Approve Annual Returns to regulatory bodies; • Ensure that the Health and Safety responsibilities of CHA are appropriately assigned and met; • Review the appraisal and continued personal development of the Chief Executive; • Act as employer of CHA’s staff • Recruit/remove/discipline senior staff. <p>5. Uphold CHA’s Code of Conduct and promote good governance:</p> <ul style="list-style-type: none"> • Uphold and promote good governance through the seven principles of the Code: <ul style="list-style-type: none"> ○ Selflessness ○ Openness ○ Honesty ○ Objectivity ○ Integrity ○ Accountability ○ Leadership |
| <p>How often meetings are held:</p> | <p>The Management Committee must meet at least six times a year, but will normally meet on a monthly basis in accordance with an agreed schedule of meetings.</p> |

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| Chair of the Committee (and who, if anyone, may not chair it): | The Chair will be appointed by the Management Committee at the first meeting following the Annual General Meeting. The Chair of the Management Committee should not be Chair of CHA's Sub-Committees. Co-optees are not permitted to stand as Chair. |
| Election, Appointment and Composition of the Management Committee | <p>Management Committee members will be Shareholding Members of the Association elected by the Membership at General Meetings, unless they are appointed as a co-optee or by the Scottish Housing Regulator.</p> <p>Management Committee members must fulfill the eligibility criteria for Committee members as presented in the Association's Rules.</p> <p>The Management Committee has the power to appoint a Shareholding Member to take the place of an elected Committee Member who leaves the Committee between the Annual General Meetings, but only until the time of the next Annual General Meeting, where the appointed Member must stand for election by the Membership.</p> <p>The Management Committee will recruit new Members in accordance with the Management Committee Recruitment Policy and seek to recruit Members that will meet agreed annual recruitment priorities.</p> <p>The Management Committee may co-opt suitable persons on to the Committee. Such co-opted persons need not be members of CHA but will be permitted to serve only until the next Annual General Meeting. They may take part in the deliberations of the Committee and are permitted to vote on all matters except those which directly affect the Rules, the membership of CHA or the election of Office Bearers.</p> <p>Co-optees may not, however, comprise more than one third of the Committee at any one time.</p> |
| Number of members: | The Management Committee shall consist of no less than seven Committee Members and no more than fifteen Committee Members (including co-optees). |
| Quorum: | A quorum will be four members of the Management Committee. Co-optees will not count towards the quorum. |
| Additional points: | <ol style="list-style-type: none"> 1. The Management Committee is not permitted to exercise any powers which are reserved to the Shareholding Membership in General Meetings either by the Association's Rules or by statute. 2. In the event that the number falls below seven, the Management Committee can continue to act only for another two months. If at the end of that period the Committee has not found new members to bring the number up to seven, the only power it will have is to act to bring the number of Committee Members up to seven. 3. The minutes of the Management Committee will be presented to the next meeting for approval. 4. Minutes of meetings which have been approved by the Management Committee will be published on the Association's website – confidential and commercially sensitive matters recorded in the minutes will be redacted. |

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| | <ul style="list-style-type: none">5. The Chair of the Management Committee may access legal advice on the Association’s behalf from its appointed legal advisers at the expense of the Association.6. In circumstances where a vote is required and the votes are equal, the Chair has a casting vote.7. The Chief Executive and other senior officers/advisers as required will normally be in attendance at Management Committee meetings.8. The Management Committee may meet other advisers without paid staff being present should the Chair consider it necessary.9. The Chair will regularly lead and keep a record of discussions with the Management Committee to review and evaluate the collective performance of the Management Committee.10. Governance support will be provided by the Association’s designated officer with responsibility for such matters. |
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APPENDIX 2: TERMS OF REFERENCE - AUDIT AND RISK SUB-COMMITTEE

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| <p>Name of Committee:</p> | <p>Audit and Risk Sub-Committee The role of this Sub-Committee is to advise the Management Committee on risk management policies and processes, including the Association’s systems of internal control and on the appointment and remuneration of the internal auditor. In addition, the Sub-Committee takes non-executive responsibility for the direction of internal audit.</p> |
| <p>Matters reserved for the Management Committee which the Sub Committee advises on:</p> | <p>The Audit & Risk Sub-Committee will have an Annual Work Programme setting out the key areas it intends to review during the year. The plan will be reviewed at each meeting and will relate to the Housing Association. The broad areas it will focus its activities upon are the control environment, internal audit and risk.</p> <p>More specifically:</p> <ol style="list-style-type: none"> 1. Overseeing the process for selecting the internal audit service provider and recommending them for appointment by the Management Committee. 2. Recommending the internal audit fees for Management Committee approval. 3. Advising the Management Committee whether an appropriate system of accounting and internal control exists and for making recommendations for its improvement. In this, it will be advised by external and internal auditors and Finance Manager. 4. Ensure effective co-ordination between internal and external audit. 5. Actively identifying and managing strategic risks and ensuring risk consideration and management is embedded in the organisation. 6. Reviewing regularly its terms of reference and its own effectiveness and recommending any necessary changes to the Management Committee. |
| <p>Matters specifically delegated to the Sub-Committee by the Management Committee:</p> | <ol style="list-style-type: none"> 1. Reviewing the reports of management and Internal Audit on the effectiveness of systems for internal control, financial reporting and risk management, including the fraud and loss report. 2. Reviewing and keeping track of progress from internal and independent recommendations in the Audit Recommendations Action Plan. Progress reports to the Management Committee. 3. Considering management’s response to any Internal Audit recommendations. 4. Approving the Internal Audit Strategy and programme for the Association and ensuring that the scale of the Internal Audit service is appropriate. 5. Assessing the effectiveness of the Internal Audit service. 6. Provide assurance that there is a systematic risk assessment process and that the risk management framework is effectively embedded in the organisation. 7. Consider the Risk Management Log and adequacy of mitigating actions and report to Management Committee. 8. Reviewing the Association’s procedures for handling allegations from |

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| | <p>whistleblowers, suspected incidents of corruption, fraud and bribery.</p> <ol style="list-style-type: none"> 9. Consider the Register of Fraud, Corruption, Bribery and Whistleblowing and the adequacy of actions, annually reporting to the Management Committee. 10. Considering other matters on strategic risk and internal control, as requested by the Management Committee. 11. Ensure appropriate disaster recovery and contingency plans are in place and regularly tested. 12. Keep under review the latest guidance and codes from the SHR and other relevant sources and ensure the applicable recommendations are implemented. |
| How often meetings are held: | The Audit & Risk Sub-Committee will normally meet a minimum of 4 times a year. Emergency meeting may be called by the Chair of the Audit & Risk Sub-Committee who will work with the Secretary to set a convenient day within two weeks. |
| Chair of the Committee (and who, if anyone, may not chair it): | <p>The Chair is appointed by the Management Committee and does not serve for more than two terms of 3 years. The Chair of the Audit & Risk Sub-Committee is to be a member of the Management Committee of the Association other than the Chair.</p> <p>The Chair of the Management Committee cannot be Chair of the Audit & Risk Sub-Committee.</p> |
| Composition of the Sub-Committee (and any restrictions on membership of it) | The membership of the Audit & Risk Sub-Committee is drawn from the Management Committee. The selection of the Audit & Risk Sub-Committee members is based entirely upon skills and competencies. At least one member of the Audit & Risk Sub-Committee should have recent and relevant financial experience, and if possible, a professional qualification from one of the professional accountancy bodies. Some commercial or finance experience would be a desirable requirement for the other members. |
| Number of members: | At least three and up to seven members, who should all be non-executive members. Additional members may be appointed to the Sub-Committee to address specific issues. |
| How the Sub-Committee is appointed: | By the Management Committee in consultation with the Audit & Risk Sub-Committee Chair. Members are appointed for terms of three years. |
| Quorum: | A quorum will be three members of the Sub-Committee. Co-optees will not count towards the quorum. |
| Additional points: | <ol style="list-style-type: none"> 1. The minutes of the Audit & Risk Sub-Committee will be reported to the next Management Committee meeting and can be in draft form at that stage. 2. The Chair of the Audit & Risk Sub-Committee may access legal advice from the Association's appointed legal advisers at the expense of the Association. 3. Both internal and external auditors have direct access to the Chair of the Audit & Risk Sub-Committee where necessary. 4. The Chair of the Association may be a member of the Audit & Risk Sub-Committee, but cannot be Chair of the Sub-Committee. |

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| | <ol style="list-style-type: none">5. In circumstances where a vote is required and the votes are equal, the Chair of the Audit & Risk Sub-Committee has a casting vote.6. The Chief Executive and other senior officers/advisers as required will normally be in attendance to advise at Audit & Risk Sub-Committee meetings.7. The Sub-Committee may meet with other advisors without paid staff being present should the Chair of the Audit & Risk Sub-Committee consider it necessary and will meet with the Internal Auditors annually without paid staff being present.8. Governance support will be provided by the Association's designated officer with responsibility for such matters. |
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APPENDIX 3: TERMS OF REFERENCE – STAFFING SUB-COMMITTEE

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| <p>Name of Committee:</p> | <p>Staffing Sub-Committee The role of this Sub-Committee is to respond to a range of ad hoc staffing issues as set out below. The Staffing Sub-Committee may also be asked by the Management Committee to address specific staffing policy matters as and when required.</p> |
| <p>Matters reserved for the Management Committee which the Sub-Committee advises on:</p> | <p>The Staffing Sub-Committee will lead on the following matters and report back to Management Committee which will make the final decision.</p> <ol style="list-style-type: none"> 1. Recruitment of the Chief Executive including: drawing up job description and person specification; initial interviews; shortlisting of candidates; recommendation to the Management Committee. 2. Dismissal of Chief Executive including: commissioning of any independent investigation; appointment of appropriately qualified professional support if required; recommendation to the Management Committee. 3. Disciplinary action against the Chief Executive including: commissioning of any independent investigation; appointment of appropriately qualified professional support if required; recommendation to the Management Committee. 4. Grievance hearings whether about or by the Chief Executive including: commissioning of independent investigation if required, hearing of Grievance; appointment of appropriately qualified professional support if required; recommendation to the Management Committee. 5. Advice on Staffing Policy Issues. The Committee may from time to time ask the Staffing Committee to meet to consider policy proposals and to advise the Committee on these matters. The Committee will review proposals produced by staff or appropriately qualified advisors and make recommendations to the Management Committee on these. |
| <p>Matters specifically delegated to the Sub-Committee:</p> | <p>The Management Committee delegates to the Staffing Sub Committee the following matters:</p> <ol style="list-style-type: none"> 1. Appeals Against Decisions on Disciplinary Actions: In accordance with our Terms and Conditions of Employment and Disciplinary Policy, the final internal appeal against any disciplinary action will be heard and decided by the Staffing Sub-Committee. 2. Appeals Against Decisions on Grievances: In accordance with our Terms and Conditions of Employment and the Grievance Policy, the final internal appeal against a decision on a Grievance will be heard and decided by the Staffing Sub-Committee. |
| <p>How often meetings are held:</p> | <p>The Staffing Sub-Committee meets as and when necessary.</p> |
| <p>Chair of the Committee (and who, if anyone, may not chair it):</p> | <p>The Chair is appointed by the Management Committee and does not serve for more than two terms of 3 years. The Chair of the Management Committee should not be Chair of the Staffing Sub-Committee.</p> |
| <p>Composition of the</p> | <p>The membership of the Staffing Sub-Committee is drawn from the Management Committee. The selection of members is based entirely upon skills and</p> |

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| Committee (and any restrictions on membership of it) | competencies. At least one member of the Committee should, where possible, have some recent and relevant staffing experience. |
| Number of members: | At least three and up to seven members, who should all be non-executive members. Additional members may be appointed to the Committee to address specific issues. |
| How the Committee is appointed: | By the Management Committee in consultation with the Staffing Sub-Committee Chair. Members are appointed for terms of three years. |
| Quorum: | A quorum will be three members of the Committee. Co-optees will not count towards the quorum |
| Additional points: | <ol style="list-style-type: none"> 1. The minutes of the Staffing Sub-Committee will be reported to the next Management Committee meeting and can be in draft form at that stage. 2. The Chair of the Staffing Sub-Committee may access legal advice from the Association's appointed legal advisers at the expense of the Association. The Sub-Committee may also seek other professional advice as necessary. 3. In circumstances where a vote is required and the votes are equal, the Chair of the Staffing Sub-Committee has a casting vote. 4. The Chief Executive and other senior officers/advisers as required will normally be in attendance at Staffing Sub-Committee meetings. |

APPENDIX 4: MANAGEMENT COMMITTEE REPORTING FREQUENCIES

| Reporting Frequency | Governance & Accountability | Development | Finance | Housing Management | Maintenance | Personnel & Administration |
|---------------------|--|--|--|---|--|---|
| Monthly | Conflicts of Interest | | | | Gas Safety Programme Progress (during the term of the programme) | |
| | Health & Safety - verbal update | | | | | |
| | Notifiable Events | | | | | |
| | Actions from Previous Meetings Update | | | | | |
| Quarterly | Risk Management | Scheme Progress | Cost Centred Income & Expenditure against Budget | Housing Charter Scorecards | Housing Charter Scorecards | Workforce Planning |
| | Business Plan Progress Report | Development spend against Budget | Projected Balance Sheet | | Planned & Cyclical Maintenance Programme Progress | |
| | Exercise of Delegated Authority | Pre-Contract Projects | Treasury Management | | Tenant Safety Update | |
| | Internal Audit Action Plan Progress Report | Stage 3 Adaptation Caseload Statement | Loan Covenant Compliance | | | |
| | Customer Complaints Profile | Post Completion Schemes | | | | |
| | Committee Training Summary | | | | | |
| | Community Hub Activity | | | | | |
| | Health & Safety Update | | | | | |
| 6 Monthly | Assurance Action Plan Progress | | | | | |
| | Stakeholder Communications Plan Progress | | | | | |
| Annually | Secretary Report on Rule 68: minutes, seal, registers & books Rules compliance (Aug) | Consultant & Contractor Performance - for projects completed in the year | Rent Setting & Annual Budget (Nov & Feb) | Review of Leased Properties (May) | Asset Management Strategy (Sep) | Staff Pay Reviews (as required) |
| | Business Plan Refresh (Mar) | Strategic Housing Investment Plan Submissions | Audit & Annual Accounts (Aug) | Evictions Summary (May) | EESSH Compliance (Aug) | |
| | Asset Management Strategy Update (Sep) | | Insurance Renewal (Mar) | Rent Setting Consultation Plans & Results (Nov & Feb) | Procurement Activities (Apr) | |
| | Annual Assurance Statement (Oct) | | 30 Year Financial Plan Review (May) | Tenant Participation Report (Sep) | | |
| | MC Appraisal Outcome Report (Jun) | | Mid-Year Budget Review (as required) | Bad Debt Write-off (Mar) | | |
| | MC & Office Bearer Succession Planning (Mar) | | Treasury Strategy (May) | | | |
| | Internal Audit Report & Action Plan (Jun) | | | | | |
| | CEO Appraisal Outcome (Aug) | | | | | |
| | Service User Complaint Analysis (Apr) | | | | | |
| | Equal Opportunities Action Plan Update (Apr) | | | | | |
| | Annual Report on the Housing Charter (Oct) | | | | | |
| | Annual Returns (SHR, OSCR) | | | | | |
| | Membership Register (Aug) | | | | | |
| Reactive | Declarations of Conflicts of Interest | Procurement Reports - new projects | Key Budget Variance Report (where variances occur) | | Tender Reports | Recruitment, Grievances and Disciplines |
| | Comprehensive Customer Satisfaction Survey Results | | | | Expenditure Authorisation (where the cost exceeds delegated levels of authority) | Conditions of Employment Changes |
| | Whistleblowing | | | | | Staff Pension Scheme Reviews |
| | Membership Applications | | | | | |
| | Policy Reviews | Policy Reviews | Policy Reviews | Policy Reviews | Policy Reviews | Policy Reviews |