



# Cassiltoun

## Housing Association

### **STANDING ORDERS AND DELEGATED AUTHORITY**

Date Approved	Proposed Review Date
October 2019	October 2022
Chair Person/Office Bearers Signature:	

**CASSILTOUN HOUSING ASSOCIATION LTD**

*Castlemilk Stables, 59 MACHRIE ROAD, GLASGOW G45 OAZ*

*Cassiltoun Housing Association is a recognised Scottish Charity SC035544*

## STANDING ORDERS OF CASSILTOUN HOUSING ASSOCIATION

The Standing Orders set out the procedures for managing the business of the Cassiltoun Group, its Board of Managements and its sub committees. They also contain the Scheme of Delegated Authority, which describes who is responsible for making different types of decisions and the financial limits that the Board of Management has set for different types of commitment and expenditure.

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### 1. Purpose

- 1.1** These Standing Orders describe the roles, responsibilities and powers of the organisations, sub-committees and individuals that make up the governance framework for the Cassiltoun Group.
- 1.2** They take account of the Rules of Cassiltoun Housing Association (CHA), the Memorandum and Articles of Association of Cassiltoun Trust (CT) and Memorandum and Articles of Association of Cassiltoun Stables Nursery (CSN) and relevant legislation and regulatory requirements. In the event of a conflict being identified between the terms of the Standing Orders and the Rules of CHA, the Rules shall prevail.
- 1.3** They also provide a framework for the conduct of meetings, delegation of authority and reporting arrangements (including financial regulations) for CHA to ensure that it is well governed and operates its business in an orderly and efficient way. They apply to all meetings of the CHA Board of Management and its sub-committees.
- 1.4** Section 2 of these Standing Orders describes arrangements operating between CHA, Cassiltoun Trust and Cassiltoun Stables Nursery and those that apply across the Cassiltoun Group. Cassiltoun Trust and Cassiltoun Stables Nursery are permitted to create its own Standing Orders (with the prior consent of the CHA's Board of Management) but they must comply and be consistent with the requirements of Section 2.
- 1.5** These Standing Orders were approved 23<sup>rd</sup> October 2019 and will be reviewed at least every three years and cannot be amended without the approval of CHA's Board of Management.

## **2. Group Structure**

Cassiltoun Trust and Cassiltoun Stables Nursery are wholly owned subsidiaries of Cassiltoun Housing Association. CHA is the parent organisation, having a controlling interest in both subsidiaries.

CHA has taken account of the Scottish Housing Regulator's (SHR's) regulatory guidance on group structures in framing its inter-group legal and financial arrangements. Both group members aim to meet the regulatory expectations and requirements of SHR.

### **2.1 Independence Agreements**

CHA as group parent is responsible for maintaining overall control of its subsidiaries, and establishing the framework within which the subsidiaries are to operate. The subsidiaries are responsible for managing its day to day operational business. The relationship between the parent and the subsidiaries are set out in an Independence Agreement. The Independence Agreement will be reviewed as and when required.

Key responsibilities of the parent (CHA) under the Independence Agreements are:

- To approve the subsidiary's annual budgets and business plans
- Regular review of group governance arrangements
- Monitoring compliance with the provisions of the Independence Agreement, and in the event of non-compliance, taking appropriate action.

Key responsibilities of the subsidiaries are:

- Taking such actions as are necessary to ensure that its business objectives are furthered
- Running all operational, management and day to day aspects of its business
- Reporting to the parent Board of Management as required
- Taking action on internal and external audit findings.

The parent (CHA) has the right, under the Independence Agreement, to confirm or reject the appointment of any subsidiary governing body member, or to remove any person from that governing body, but will only exercise this latter right where it is satisfied that the circumstances require it, as set out within the terms of the Independence Agreement.

### **2.2 Policies and procedures**

It is the responsibility of the CHA's Board of Management to determine which policies and procedures will apply to both CHA and its subsidiaries (the group policies), and the frequency with which they are to be reviewed. A list of these policies, and their agreed review cycles, is set out in the Policy Register. The governing bodies of Cassiltoun Stables Nursery and Cassiltoun Trust will always be consulted about the introduction of any new group policies, or the review of existing policies, and will be held accountable for the compliance all agreed group policies.

Cassiltoun Trust and Cassiltoun Stables Nursery's governing bodies are entitled to agree their own operational policies, consistent with the sound operation and good governance of the organisation, subject to the prior approval of the Board of Management.

### **2.3 Shared services**

CHA staff provide a range of services to Cassiltoun Stables Nursery and Cassiltoun Trust. These arrangements are set out in the Subsidiary Group Services Agreement that has been entered into between CHA and Cassiltoun Stables Nursery and Cassiltoun Trust. It includes details of services, goods and equipment provided by CHA to both subsidiaries, and vice-versa, and the basis for reimbursement of costs. Estimated costs are included within annual budgets, with actual costs reimbursed generally on a quarterly basis. The operation of this agreement will be reviewed annually between organisations.

### **2.4 Role of governing bodies**

The Board of Management of CHA is its governing body and the lynchpin of the governance framework. It is responsible for directing the affairs of the organisation and its business in an effective, accountable and independent manner, while ensuring that all decisions are taken in the best interests of current and future tenants, and of the Association.

CHA's Board of Management will agree the terms of its remit to ensure that it exercises good governance over the affairs of CHA and the group as a whole, and meets legislative and regulatory requirements.

The Board of Management may not exercise any powers which are reserved to the Association in general meetings, either by its Rules or by statute.

The board of Cassiltoun Trust and Cassiltoun Stables Nursery is its governing body, and it is responsible for directing the affairs of that organisation and its business.

### **2.5 Responsibilities of governing body members**

It is the responsibility of all governing body members, in exercising their role as Board members or directors, to act in the best interests of the organisation, and not to place any personal or other interests ahead of their primary duty to that organisation. They must seek to ensure that the organisation acts in a manner which is in accordance with its objects, and to act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person. All governing body members must accept collective responsibility for decisions taken by their governing body.

### **2.6 Code of Conduct and declarations of interest**

The CHA Board of Management has approved a policy setting out a Code of Conduct for governing body members, which applies to all appointed and co-opted members of the CHA Board of Management and its sub-committees and its subsidiaries. This Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations. Appendices to this policy set out guidance on declaring and managing personal interests, and a protocol for dealing with any breaches of the Code.

No committee or board member may take office until they have signed this Code of Conduct. Thereafter, all committee members must review and sign the Code annually.

Any board, Board of Management or sub-committee member must declare any personal or other external interests on an annual and ongoing basis, following the process set out in CHA's Protocol for declaring interests and managing conflicts of interest.

It is the duty of all affected by this policy to ensure that private or personal financial or other interests never influences their consideration of Group's business.

If any board and/or committee member has any conflict of interest in any matter about to be discussed at a meeting, they must declare it at the outset, and this declaration will be recorded in the minutes. Members will not be permitted to remain in the meeting during the discussion of a matter in which they have an interest and never to vote on it.

## **2.7 Entitlements, payments and benefits**

CHA's Board of Management has approved a policy on Entitlements, Payments and Benefits, applicable to all group governing body members, sub-committee members, and staff. Governing body members and staff must not receive any payment or benefit unless it is permitted by the policy, nor use their position for personal gain of any sort. In making any payment or conferring any benefit, CHA shall act at all times with transparency, honesty and propriety.

## **2.8 Confidentiality and external representation**

All governing body and staff members must respect and maintain confidentiality and must ensure that no information about CHA or its subsidiaries is disclosed to anyone who is not entitled to receive it, both whilst an active governing body or staff member, and after leaving. This includes, but is not limited to, information relating to financial projections and budgets, business plans, strategies and programmes and prospective contracts and targets; information which, acting reasonably, might be expected to be regarded as confidential; and reports and information labelled or identified as confidential.

Governing body members must always be positive ambassadors for CHA and its subsidiaries, but must not speak in public on behalf of their organisation without specific authorisation to do so.

### **3. Role and Remit of The Board of Management**

**3.1** The Board of Management is Cassiltoun's Housing Association's governing body. Its main responsibilities are to :

- Lead and direct Cassiltoun Housing Association's work
- Promote and uphold Cassiltoun Housing Association's values
- Set and monitor standards for service delivery and performance
- Control Cassiltoun Housing Association's affairs and ensure compliance

**3.2** The operational management of the Association is delegated to the Association's Chief Executive Officer and Senior Management Team, within a set of controls decided by the Board of Management. In practice, the relationship between the Board of Management and Chief Executive and Senior Management Team is based on working in partnership, and demands mutual respect, trust and support.

### **3.3 The Board of Management's Strategic and Leadership Role**

The core responsibilities of the Board of Management are to:

- Decide the Association's overall purpose and values, and help make sure these are achieved
- Decide and keep under review the Association's strategic direction and business objectives, taking account of its operating environment and the needs and views of its tenants and service users
- Approve and review policies and plans to achieve the Association's business objectives
- Ensure that the organisation has adequate resources to meet its objectives
- Identify the risks associated with the Association's strategy, and oversee how these are managed
- Decide on and keep under review the Association's partnerships with other organisations
- Establish relationships with senior staff that enable them to carry out their strategic and leadership duties.

### **3.4 The Board of Management's Responsibilities for Control and Compliance**

The core responsibilities of the Board of Management are to:

- Decide the policy of the Association
- Approve and oversee a framework for delegation to office bearers, to sub committees and to staff
- Approve and regularly review systems of internal and external control, including Standing Orders, the Board structure, external audit, internal audit, financial control and performance reporting
- Approve and oversee a framework for managing risk, to protect the Association and its assets
- Ensure the solvency of the Association, approve the annual budget, and approve the annual accounts prior to publication
- Monitor and assess the Association's performance against its plans, budgets and targets, taking into account tenant feedback and the performance of comparable organisations
- Establish and oversee arrangements for the employment of staff
- Appoint the Association's office bearers (the Chair, Vice Chair, Secretary and Treasurer) and the members of sub committees
- Appoint, support, appraise and (if necessary) dismiss the Association's most senior employee, and decide his/her remuneration

- Ensure that the Association meets all its statutory obligations and acts in accordance with regulatory and accepted good practice standards.
- Ensure that the Association acts in accordance with its Rules
- Assess the Board of Management's own effectiveness, periodically, and how well members are following the Association's Code of Conduct.

**3.5** In both sets of responsibilities, the Board of Management is informed, advised and supported by the Chief Executive and the Senior Management Team.



#### **4. Sub Committees**

- 4.1** The Board of Management may delegate some of its powers to sub committees. It may also appoint ad hoc sub committees or working groups from time to time.
- 4.2** The remits of the Association's sub committees are shown at **Appendix A**.
- 4.3** The Board of Management has the power to change the sub-committee structure at any time, to ensure that the Association's business is managed efficiently and effectively.

## **5. Membership of the Board of Management and Sub Committees**

### **Board of Management**

- 5.1** The members of the Board of Management will be elected or appointed in accordance with the Association's Rules.
- 5.2** Under the Rules, the Board of Management has the power to fill casual vacancies (where an elected Board member stands down) and to appoint co-opted members.
- 5.3** Co-options may be considered as a means of appointing additional Board members who have skills or experience that would benefit the Association's work. Co-opted Board members do not need to be shareholding members of the Association, but they can apply to become shareholding members if they meet the conditions for membership set out in the Rules.

### **Sub Committees**

- 5.4** The membership of sub committees shall be decided by the Board of Management following the Annual General Meeting. The Board of Management may make changes over the course of the year as required.
- 5.5** At its first meeting each year, each sub-committee will elect a chairperson to preside at its meetings.
- 5.6** The Association may consider appointing people who are not Board of Management members to be co-opted members of sub-committees, to bring additional knowledge or experience to the sub-committees.
- 5.7** In accordance with Association's Rules, co-opted committee members cannot make up more than one-third of the total number of sub-committee members at any one time.

## 6. Delegations to Sub Committees and to Senior Staff

6.1 The Scheme of Delegated Authority at **Appendix B** describes:

- Those matters that are reserved to the Board of Management for approval and decision.
- Those matters that the Board of Management has delegated to sub committees and to the Chief Executive and Senior Management Team of the Association.

**Appendix C** sets out the financial limits that apply to delegations from the Board of Management to the Association's staff team.

6.2 The list of matters reserved to the Board of Management is designed to ensure that the Board of Management exercises overall control over the business of the Association, while focusing its attention on the areas of greatest strategic significance.

6.3 Sub committees (and any working groups set up by the Board of Management) must act in accordance with the remits and delegated authorities established by the Board of Management. Depending on the specific matter at hand, sub committees may either:

- Exercise full delegated authority from the Board of Management to act or make decisions;
- Undertake detailed scrutiny and make recommendations to the Board of Management for its approval.

6.4 As a general principle, sub committees shall only **by exception** refer matters that fall within their delegated authority to the Board of Management for its specific consideration and/or approval. Referral to the Board of Management in such circumstances should be based on appropriate criteria (e.g. there are material risks or policy issues involved). **Referring delegated matters routinely should be avoided**, as this would impair the Board of Management's ability to focus on its overriding responsibilities for strategy and control.

6.5 The matters delegated to the Chief Executive and Senior Management Team in Appendix B are illustrative rather than exhaustive. The Board of Management has delegated authority for all operational functions and for the day-to-day management of the Association to the Chief Executive and Senior Management Team, with the exception of those matters that are specifically reserved to the Board of Management and sub committees.

6.6 In exercising this delegated authority, the Senior Management Team will refer any matters involving questions of policy or material risk to the Board of Management.

6.7 The Association's employees are not eligible to act as board members. The Association's Chief Executive is the Board of Management's principal adviser and is responsible and accountable to the Board of Management for the implementation of the Boards' decisions and policies.

## **7. Arrangements for Calling Board Meetings**

### **7.1 Frequency of meetings**

The Board of Management will normally meet every month. There will normally be a recess period in July, unless the Board of Management decides otherwise. For example, the Board of Management may decide that meetings need to be scheduled to deal with any important business during the summer months.

A calendar of meeting dates for the Board of Management and sub committees will be approved at the first Board of Management meeting following the AGM. The meetings calendar may be changed at any time by the Board of Management.

Special Meetings of the Board of Management may be convened in accordance with the Association's Rules.

### **7.2 Notice of Meetings/Agendas for Board of Management and Sub Committee Meetings**

The Secretary will normally give at least 7 days written notice of all meetings. The Secretary may delegate responsibility for the calling of meetings to the Chief Executive.

Agendas and reports will normally be issued no less than 7 days prior to any meeting. Late circulation of a report will not prevent the report being discussed, if a majority of the Board of Management or sub committee members present agree to this.

No business, other than on the Agenda, will be considered without the consent of two-thirds of the members present at a Board of Management or sub committee meeting.

If Board of Management members wish to propose motions or items to be included on the agenda for a Board meeting, these should be notified to the Chief Executive or Secretary not less than 10 days prior to the meeting.

Prior to Board meetings, the Chief Executive will meet with the Chair to set the agenda and review the order of business and the matters requiring decision.

## **8. Proceedings at Board Meetings (including Sub Committees)**

### **8.1 Quorum Requirements**

For Board of Management meetings, four members (excluding co-optees) will form a quorum. Where a meeting becomes inquorate after it has started, the meeting shall be adjourned.

The quorum for sub committees shall be 3 members (excluding co-optees). Where a meeting becomes inquorate after the start, the meeting will be adjourned.

### **8.2 Attendance by Staff Members**

The Chief Executive and other staff members will attend Board of Management and sub committee meetings and submit written reports as required.

### **8.3 Voting and Decisions**

The Board of Management and sub committees will normally make decisions by consensus, without matters being put to a formal vote.

Formal voting will take place if a motion is proposed and seconded by two board members present at a meeting and if another board member indicates that they disagree with the motion. Amendments to a motion, if proposed and seconded shall be voted on first. The original motion falls if the motion to amend is carried.

Any matter put to a vote shall be decided by a majority of those Board members present and voting. Voting shall be by a show of hands, unless otherwise directed by the Chair. The number of votes cast for and against a motion or amendment shall be recorded in the minute as shall the number of abstentions. Any member may ask for their dissent from any motions or decisions to be recorded within the minute.

In the event of a tie the Chair will have a casting vote, in addition to their own vote.

Decisions made by the Board of Management will stand on record for at least six months and will not be discussed, questioned or put to a second vote within that period unless there are exceptional circumstances and only then with the consent of two-thirds of those present.

### **8.4 Adjournment of Meetings**

Meetings may be adjourned by consensus, or if a majority of Board members vote in favour on a motion for adjournment. Motions for adjournment shall follow the procedure set down above and will take precedence over all other motions.

The time of a reconvened meeting may be agreed as part of the adjournment motion, failing which it shall be decided by the Secretary. When an adjourned meeting is resumed, proceedings will commence at the point at which they were broken off at the adjournment.

### **8.5 Time Management of Meetings**

The decision of the Chair or other person presiding at a meeting is final on length of speeches, debate and closure of debate. The Chair or other person presiding at a meeting will seek to ensure that all Board members are given adequate opportunity to contribute.

Proceedings at Board of Management and sub committee meetings should not exceed 2 hours. The meeting may be extended if two-thirds of the members present agree to this. Any extension shall normally be for a maximum of 30 minutes, unless two-thirds of the members present agree to a further extension.

## **8.6 Any Other Competent Business**

Any other competent business should be notified to the Chair prior to the start of the meeting giving 24 hours notice if possible.

The Chair will rule on whether the business is competent for discussion and/or decision at the meeting. If a majority of the members present object to the Chairperson's ruling, discussion and/or decision of the business may take place.

## **8.7 Conduct of Members at Board Meetings**

When attending Board meetings, all Board members must:

- Conduct themselves in a courteous and business-like manner;
- Show respect for the authority of the chairperson of the meeting;
- Show respect and consideration towards other Board members, the Association's staff and anyone else attending the meeting.

The Chairperson of the meeting is responsible for determining if any Board member is acting in a way contrary to the Standing Orders or the Code of Conduct for Board members. The Chairperson may provide a warning to the Board member(s) concerned, and request that the inappropriate behaviour ceases.

In the event of a failure to comply with such a request, or where the breach of standards, in the opinion of the Chairperson, is sufficiently serious, the Chairperson can propose that member or members in question be excluded from the remainder of the meeting.

Such a resolution, if seconded, will be voted on immediately by the remaining board members who are not the subject of the resolution and shall be decided by a majority vote of the remaining members. If the motion is carried, the board member or members concerned must then leave the meeting.

These procedures also apply to the person chairing meetings. The Chairperson has a duty to show exemplary conduct in the way they carry out their role. If Board members are concerned about the conduct of the person chairing a meeting, a resolution may be made to exclude the chair from the remainder of the meeting. The resolution will be voted on in accordance with the procedures described.

## **8.8 Business Conducted under Closed Session**

Where Board business is of a confidential nature, it will be conducted in closed session and a separate confidential minute will be produced. The Chief Executive (and any other relevant staff) may remain in attendance, unless the nature of the confidential business would make this inappropriate.

## **8.9 Admission of Members of the Public to Meetings**

Members of the public will not be admitted to Board of Management or sub-committee meetings. With the approval of the Board of Management or sub-committee members, people who are interested in becoming board members may attend meetings as observers.

## **9. Minutes of Board Meetings and Sub Committee Meetings**

**9.1** Minutes of Board, meetings and sub committee meetings will be taken by staff members.

**9.2** A Minute of each meeting will be prepared and issued to all members of the Boards and Sub Committee. The minutes shall be presented at the next appropriate meeting and if accepted as a true record, signed by the chairperson of the meeting at which they are presented. Minutes of sub committee meetings will be submitted to the next sub-committee meeting for approval and Sub Committee and Subsidiary, decisions presented to the next Board of Management meeting for their information.

**9.3** Any member who was present may move the adoption of the minutes of a meeting. When approved, and inclusive of any amendments, the final minute shall be signed by the chair of the meeting and retained as the official record of the Association.

**9.4** All approved minutes will be available to anyone who wishes to see them, for example tenants or members of the public.

**9.5** A separate minute will be produced for any business that is confidential or commercially sensitive. Minutes for such items will only be available to Board members, and to any members of staff who need to have access to the minutes to implement Board decisions.

## **10. Role and Remit of the Association's Office Bearers**

**10.1** The Association shall have a Chair, Vice-Chair, Secretary and Treasurer. The office bearers shall be elected by the Board of Management at the first meeting after the Annual General Meeting.

### **10.2 Role and Remit of the Chair**

The Chair will be elected by the Board of Management from among its membership after each AGM to serve until the next AGM. Under the Association's Rules, the Chair can be re-elected but must not hold office continuously for more than five annual terms of office. The role of the Chair is to uphold the Rules of the Association, to defend the rights of the members, to act as the main spokesperson and representative of the Association, and to sign official documents. A more detailed role description for the Chair is provided at Appendix D.

The Chair's role in conducting meetings of the Board of Management includes the following:

- To preserve order and ensure each member has a fair hearing.
- To ensure that all members follow the Code of Conduct during Board meetings. In this regard, the Chair must set a positive example in terms of their own conduct.
- To impose a time limit on any business.
- To decide the order in which members may speak.
- To rule on any point of order unless challenged by at least 3 members and the challenge is endorsed by a vote of two thirds of those members present.
- To ensure that proceedings follow these Standing Orders.
- To ensure effective use of the Board's time at meetings.
- To rule on whether items not on the agenda can be discussed at meetings.

The Association's Chair will be entitled to attend any meeting of a sub-committee, but may not act as the chairperson of any of the Association's sub committees.

The duties described at 10.2 shall also apply to chairs of sub committees.

### **10.3 Role and Remit of the Vice-Chair**

The Vice Chair will be elected by the Board of Management from among its membership after each AGM.

The general role of the Vice Chair is to perform the responsibilities of the Association's Chair, as described above, in the Chair's absence. The Vice-Chair shall not be an automatic member of all sub committees.

### **10.4 Role and Remit of the Secretary**

The Secretary shall be elected by the Board of Management at the first meeting following the AGM. The general role of the Secretary is to ensure that the business of the Association is properly conducted, in accordance with the Rules.

The following aspects of the Secretary's duties shall be delegated to the Chief Executive, as described below:

- Calling of meetings and preparation of agendas
- Keeping a full set of all minutes of general meetings and Board meetings
- Maintaining the Association's register of members and other registers
- Keeping charge of the Association's Seal



- Ensuring that statutory returns are made as required.

The Secretary will issue share certificates to new members of the Association. The Secretary will also sign official documents on behalf of the Association.

#### **10.5 Role and Remit of the Treasurer**

The Treasurer shall be elected by the Board of Management at the first meeting following the AGM. The following aspects of the Treasurer's duties are:-

- Chairs the Audit & Risk Sub-Committee
- Manages the Board of Management's review of, and action related to, the Association's financial responsibilities.
- Works directly with the finance staff or other staff in developing and implementing financial procedures and systems as required
- Monitors and ensures that appropriate financial reports are made available to the Audit & Risk Sub Committee and the Board of Management and ensures that they are of a good standard and understood by all.

#### **10.6 Office Bearer Skills and Succession Planning**

The Association's office bearers, in particular the Chairperson, have a critical role to play in the governance of the Association. To promote continuity and effective governance, we will seek to ensure that there is more than one person on the board at any one time who has the skills, experience and personal qualities required to be chair of the Association. We will also provide people elected to office bearer positions (or wishing to stand for election in future), with support and training to help them develop the necessary skills. This will include a programme of training and support for the Vice Chair, to help achieve a planned transition when the position of Chair becomes vacant.

#### **10.7 Confidentiality**

Proceedings at all Board meetings, together with agendas, reports and other documents submitted to such meetings will be treated as confidential unless otherwise agreed.

#### **10.8 Emergency Business and Decisions**

Any matter which requires urgent or immediate action that cannot wait until the next meeting (including matters that arise during Board recess periods) may be referred by the Chief Executive to the Association's office-bearers. Any action or decisions taken as a result shall be reported to the first Board meeting thereafter, for endorsement or information depending on the nature of the matters concerned. The Chief Executive has delegated authority to deal immediately with any emergency situation, for example where there are immediate risks to the safety of the Association's service users or employees, or to the Association's property.

#### **10.9 Execution of Documents and Use of The Seal**

Deeds and other legal documents may be subscribed either:

- By the use of the Association's Seal and signature by an authorised person
- By signature by an authorised person and witnessing, as described in the Requirements of Writing (Scotland) Act 1995.

The following documents will be executed using the Seal:

- Membership/share certificates

- All transactions relating to the sale, purchase or leasing of land

Where the Seal is used, the Board of Management's prior approval is required under the Rules. The deed or document should be signed by the Secretary and two members of the Board of Management.

Where signature and witnessing is used to execute documents, the document may be signed by any Board of Management member, or by a member of staff who has authority to do so.

#### **10.10 Revision of Standing Orders**

These Standing Orders will be reviewed every 3 years and may be altered or revoked by the Board of Management if a motion to this effect is supported by two-thirds of those present, excluding co-opted Board members.

## OPERATIONS SUB COMMITTEE

### 1. TERMS OF REFERENCE

The Operations Sub Committee (“the Sub Committee”) is responsible for overseeing the Association’s housing management and maintenance services.

### 2. ROLE OF THE SUB COMMITTEE

The Sub Committee will be responsible for:

**2.1** The Sub-Committee will discuss and formulate policy for all matters affecting the Association’s properties and tenancies, for consideration by the Board of Management.

**2.2** The Sub-Committee is authorised to make operational decisions within the scope of existing policy.

**2.3** The Sub-Committee must ensure that the Association provides a fair and effective Housing Management and Maintenance Service to all tenants. The Sub-Committee will ensure that all key documents and other performance indicators are regularly reviewed and appraised to ensure high standards of Housing Management and Maintenance Service.

**2.4** The Sub-Committee will ensure that all Association policies and procedures relating to housing management and maintenance services are strictly followed and comply with all relevant legislation, guidance and best practice.

**2.5** The Sub-Committee will monitor performance of the following Key Performance Indicators: -

- Maintenance expenditure against budgets
- Contractor and repairs performance
- Maintenance service standards
- Tenant Satisfaction
- Rent collection and arrears
- Allocations
- Estate management
- Factoring
- Incidents of breaches of tenancy
- Void management.
- Financial inclusion

**2.6** The Sub-Committee will formulate programmes of planned maintenance, major capital works and environmental/estate maintenance, and will monitor their progress and expenditure.

**2.7** The Sub-Committee will ensure that all key documents and other performance indicators are regularly reviewed and appraised to ensure high quality Housing and Maintenance Services.

**2.8** The Sub-Committee will ensure that all Association policies and procedures relating to all operational services are strictly followed and comply with all relevant legislation, guidance and best practice.

**2.9** Ensuring that the Association meets the duties and requirements set out in the law, including Equal Opportunities legislation, Scottish Housing Regulator’s Regulatory Framework (The Framework) and the Scottish Government’s Scottish Social Housing Charter (The Charter) and related good practice guidance

This is a summary of the sub committee's main areas of responsibility. The Association's Scheme of Delegated Authority describes the specific decisions for which the sub-committee is responsible.

### **3. ACCOUNTABILITY TO THE BOARD OF MANAGEMENT**

The Sub Committee is accountable to the Board of Management for all that it does.

The Sub Committee will report all of its proceedings and decisions to the Board of Management. It must exercise its powers in accordance with any written instructions given to it by the Board of Management.

The Board of Management may vary the Sub Committee's powers or terms of reference at any time.

Any tenant of the Association may receive a copy of the minutes of the Operations Sub-Committee on request. The minutes of the latest meeting will be available on request from Registered Office of the Association

The minutes and papers of each Sub-Committee meeting shall be made available for public scrutiny upon request at the Registered Office.

### **4. DELEGATED AUTHORITY**

The Sub Committee will be empowered to make decisions on matters covered by its remit, as long as its acts in accordance with the Association's policies and has been granted authority by the Board of Management under the Association's Scheme of Delegated Authority.

The relevant members of the Association's Senior Management Team will be empowered to make all operational and management decisions relating to the Sub Committee's remit, with the exception of those matters reserved to the Sub Committee and/or Board of Management for decision.

In exercising this delegated authority, the Senior Management Team will be accountable to the Sub Committee and to the Board of Management.

If urgent action is needed on any matter between ordinary meetings of the Sub Committee:

- The matter may be referred to any intervening meeting of the Board of Management, or
- The matter may be dealt with by the Chief Executive and office-bearers, provided that a report is made to the next meeting of the Sub Committee.

### **5. MEMBERSHIP OF THE SUB COMMITTEE**

The membership of the Sub Committee shall be determined by the Board of Management at the first Board of Management meeting following the AGM. The sub-committee will consist of a minimum of four Board of Management members. Co-opted members may not make up more than one-third of the Sub Committee.

Co-opted members of the Sub Committee may be either members of the Board of Management or other persons approved by the Board of Management who have skills or knowledge that are relevant to the Sub Committee's work.

The Sub Committee will elect a chairperson at its first meeting following the AGM.

The Chair of the Association shall be entitled to attend meetings of the Sub Committee but shall not be eligible to be its chairperson. In the absence of the appointed chair at a meeting, the remaining members shall elect one of themselves to chair the meeting.

Members of the Sub Committee will be expected to participate in training and development relevant to their role. Members' training needs will be assessed regularly.

## **6. MEETINGS OF THE SUB COMMITTEE**

The Sub Committee will normally meet every quarter. The scheduling of meetings will be based on an annual workplan for the Sub Committee's work.

The Sub Committee may, with the approval of the Board of Management, decide to alter the frequency of its meetings.

The quorum at meetings of the Sub Committee shall be three members. Co-opted members do not count towards the number of members required for a meeting to take place.

Minutes of the Sub Committee's meetings will be prepared by a member of the Association's staff. The decisions of the Sub Committee shall be reported to the next meeting of the Board of Management. If any matters require formal approval by the Board of Management, these will be separately identified in a report to the Board of Management.

The relevant members of the Senior Management Team will attend the Sub Committee's meetings and will be responsible for submitting reports and providing advice to the Sub Committee. Other members of staff and/or advisers will attend as required, or as instructed by the Sub Committee.

Meetings shall be convened by written notice to the Sub Committee members, giving not less than seven days' notice. Meetings should not exceed 2 hours. The meeting may be extended if two-thirds of the members present agree to this. Any extension shall normally be for a maximum of 30 minutes, unless two-thirds of the members present agree to a further extension.

## **GROUP AUDIT & RISK SUB COMMITTEE**

### **1. TERMS OF REFERENCE**

The Group Audit and Risk Sub Committee (“the Sub Committee”) has been established for the following purposes:

- i. The Group Audit & Risk Committee is a sub-committee of the Cassiltoun Group and acts for the Cassiltoun Group including its subsidiaries. It is responsible for advising the Boards on matters of internal control and risk management across the Group.
- ii. Each subsidiary board have responsibility for their internal controls and risk management of their own operations. Senior staff will report to the Cassiltoun Housing Association Board on these responsibilities through the Audit & Risk Committee.

### **2. ROLE OF THE SUB COMMITTEE**

The Sub Committee will be responsible for:

- 2.1** Ensuring that matters within its remit are conducted in accordance with the law, SHR Regulatory Standards, Accounting Standards and other good practice guidance.
- 2.2** Provide assurance to the Boards that there is an appropriate culture of control throughout the group.
- 2.3** Oversee each part of the Groups effectiveness of the system of internal control throughout the Group.
- 2.4** Ensure the effective co-ordination between internal and external audit.
- 2.5** Advise the Board on the level of budget needed to resource effective external and internal audit and their other responsibilities.
- 2.6** Ensure that the Board receives adequate financial and business management reports in order to effectively scrutinise performance of the group.
- 2.7** Review, and make recommendations to the Boards on these terms of reference.
- 2.8** Review and annually recommend to the Board the accounting policies for the Group and the form of presentation and content of the annual financial statements.
- 2.9** Approve the annual audited consolidated accounts and individual subsidiary accounts.

#### **External audit**

- 2.10** Make recommendations to the Board on the appointment, reappointment or otherwise of the external auditor, including approving the fees and terms of engagement.
- 2.11** Review, agree and monitor a planned programme of work.
- 2.12** Consider and report to the Board on the annual statutory audit and make recommendations on the response to any audit management letters, reports and investigations.
- 2.13** Obtain assurance that recommendations which have been endorsed are implemented by management as timetabled.
- 2.14** Discuss annually with the auditor any problems, reservations or issues arising from the interim or final audit or other investigations.

- 2.15** Review and monitor the external auditor's independence, objectivity and performance whilst annually appraising the effectiveness and value for money of the service received.

#### **Internal control framework**

- 2.16** Oversee the embedding and maintenance of an effective system of internal control.
- 2.17** Satisfy the Boards that there is a sufficient and systematic review of the internal control arrangements within the Group.
- 2.18** Review the statement on internal control systems and make appropriate recommendations to the Board.
- 2.19** Ensure that any significant weaknesses identified are remedied and reported to each Board.
- 2.20** Commission special investigations into matters of particular concern relating to internal control.
- 2.21** Ensure that the impact of alleged or fraudulent activity on the group's framework of internal control is properly assessed and, where it considers necessary, recommend changes to strengthen the control framework.
- 2.22** Receive reports relating to any matters of whistle-blowing or alleged or actual fraudulent activity which may have an effect upon the Association or its subsidiaries.

#### **Internal audit**

- 2.23** Consider and make recommendations to the Boards on the internal audit arrangements, including the appointment, reappointment or otherwise, fees, methods and terms of engagement, of the internal auditor.
- 2.24** Review and approve the internal audit needs assessment and strategy and the annual plan and monitor delivery of the plan.
- 2.25** Ensure that all relevant control systems and procedures are reviewed within a three year period.
- 2.26** Receive and consider reports by the internal auditor, together with the response from management to these reports.
- 2.27** Obtain assurance that internal audit recommendations which have been endorsed are implemented by management as timetabled.
- 2.28** Review and annually appraise the effectiveness of the approach, nature and scope of internal audit activities and compliance with professional standards, good practice guidance and performance indicators

#### **Other**

- 2.29** Provide assurance to the Board that risk management is embedded in the culture of the group and that there is a sufficient and systematic review of the risk management arrangements within the Group.
- 2.30** Receive, as appropriate, regular reports on any governance issues which may affect the operation of the Audit & Risk Committee or the scope or extent of its responsibilities.
- 2.31** Receive, as appropriate, reports on any regulatory or compliance issues which may affect the operation of the Audit & Risk Committee or the scope or extent of its responsibilities.

- 2.32** Review the proportionality, independence and appropriateness of the Whistle-blowing policy and follow-up action.
- 2.33** Ensure that appropriate disaster recovery and contingency plans are in place and are periodically tested.

This is a summary of the sub committee's main areas of responsibility. The Association's Scheme of Delegated Authority describes the specific decisions for which the sub-committee is responsible.

### **3. ACCOUNTABILITY TO THE BOARD OF MANAGEMENT**

The Sub Committee is accountable to the Board of Management for all that it does.

The Sub Committee will report all of its proceedings and decisions to the Board of Management. It must exercise its powers in accordance with any written instructions given to it by the Board of Management.

The Board of Management may vary the Sub Committee's powers or terms of reference at any time.

Any tenant of the Association may receive a copy of the minutes of the Group Audit and Risk Sub-Committee on request. The minutes of the latest meeting will be available on request from Registered Office of the Association

The minutes and papers of each Sub-Committee meeting shall be made available for public scrutiny upon request at the Registered Office.

### **4. DELEGATED AUTHORITY**

The Sub Committee will be empowered to make decisions on matters covered by its remit, as long as its acts in accordance with the Association's policies and has been granted authority by the Board of Management under the Association's Scheme of Delegated Authority.

In relation to its responsibilities for audit and internal controls, the Sub Committee (or officers and/or external advisers authorised by the Board of Management) will have the right to access all documents and records maintained by the Association.

The Sub Committee and those it authorises to investigate matters may also require employees and Board members to supply information, either written or verbal, on any matter relating to the financial or general management of the Group. All employees and committee members are required to co-operate fully with any such request. If the Sub Committee considers it necessary, it has authority to obtain such external professional advice as it considers necessary.

The relevant members of the Association's management team will be empowered to make all operational and management decisions relating to the Sub Committee's remit, with the exception of those matters reserved to the Sub Committee and/or Board of Management for decision.

In exercising this delegated authority, the management team will be accountable to the Sub Committee and to the Board of Management.

If urgent action is needed on any matter between ordinary meetings of the Sub Committee:

- The matter may be referred to any intervening meeting of the Board of Management, or



- The matter may be dealt with by the Chief Executive in consultation with the office-bearers, provided that a report is made to the next meeting of the Sub Committee.

## **5. MEMBERSHIP OF THE SUB COMMITTEE**

The membership of the Sub Committee shall be determined by the Board of Management. Co-opted members may not make up more than one-third of the Sub Committee's members.

The Housing Association Board is responsible for appointing the Chair of the Group Audit & Risk Committee who must be a Board member (but not the Chair, normally the Treasurer) and other Group Audit & Risk Committee members who will also be Board members within the Group. Paid members of staff cannot be members of the Audit Committee.

The Group Audit & Risk Committee will have a maximum of 5 members. 1 place will be reserved for a member of each subsidiary and ideally each group company will be represented. The Chair of the Group Audit & Risk Committee ideally should have a business qualification and/or have appropriate experience which would qualify them to lead the Committee.

Co-opted members of the Sub Committee may be either members of the Board of Management or other persons approved by the Management Committee who have skills or knowledge that are relevant to the Sub Committee's work.

The Chair of the Association shall be entitled to attend meetings of the Sub Committee but shall not be eligible to be its chairperson.

Members of the Sub Committee will be expected to participate in training and development relevant to their role. Members' training needs will be assessed regularly.

## **6. MEETINGS OF THE SUB COMMITTEE**

A minimum of three ordinary meetings of the Group Audit & Risk Committee will be held each year at times, dates and places agreed by the Board as part of the governance timetable. The scheduling of meetings will be based on an annual workplan for the Sub Committee's work. The Sub Committee may, with the approval of the Board of Management, decide to alter the frequency of its meetings and the dates. Special meetings shall be called as required.

The quorum at meetings of the Sub Committee shall be three members. Co-opted members do not count towards the number of members required for a meeting to take place. In the absence of the Sub Committee Chair those members present shall select a Chair for the meeting.

Appropriate members of the Senior Management Team (normally Director of Finance & IT), and if requested representatives of the internal auditors and/or external auditors, shall attend meetings of the Group Audit & Risk Committee. However, the Committee may meet with the external or internal auditor without any employees being present. Other members of staff and/or advisers will attend as required, or as instructed by the Sub Committee. Members of the Senior Management Team will be responsible for submitting reports and providing advice to the Sub Committee.

The Group Audit & Risk Committee will have the right to report directly to the Chair of Cassiltoun Housing Association.

Employees will withdraw on the instruction of the Chair of the meeting.

The Group Audit & Risk Committee is authorised by the Boards to investigate any activity within its terms of reference. It is authorised to seek information it needs from any employee and all employees are expected to co-operate with any request made.

The Committee is authorised by the Boards to obtain outside legal or other independent professional advice.

Minutes of the Sub Committee's meetings will be prepared by a member of the Association's staff. The minutes and proceedings of the Sub Committee shall be reported to the next meeting of the Board of Management. If any matters require formal approval by the Board of Management, these will be separately identified in a report to the Board of Management.

Meetings shall be convened by written notice to the Sub Committee members, giving not less than seven days' notice.

Meetings should not exceed 2 hours. The meeting may be extended if two-thirds of the members present agree to this. Any extension shall normally be for a maximum of 30 minutes, unless two-thirds of the members present agree to a further extension.

## **REGENERATION SUB COMMITTEE**

### **1. TERMS OF REFERENCE**

The Regeneration Sub Committee (“the Sub Committee”) has been established for the following purposes:

### **2. ROLE OF THE SUB COMMITTEE**

The Sub Committee will be responsible for

#### **2.1 Policy**

The Sub-Committee will discuss and formulate policy on all matters affecting the Association’s social and community regeneration programmes and housing developments.

The full Board of Management will make the final decision on all matters of Association policy.

The Sub-Committee is authorised to make operational decisions within the scope of existing policy.

#### **2.2 Housing Development**

The Sub-Committee will be actively involved in the design stage of all Association development proposals including housing, landscaping, environmental improvements and redevelopment of open space.

It is the responsibility of the Sub-Committee to select, and monitor the progress of consultants and to ensure the maximum participation of tenants in the development process. The Sub-Committee will monitor and review development income and expenditure and contractor/consultant performance.

The Sub-Committee will ensure that all Association policies and procedures relating to development services are strictly followed and comply with all relevant legislation, guidance and best practice.

#### **2.3 Regeneration**

The Sub-Committee will approve the Regeneration Plan on an annual basis and oversee the Regeneration Programme, monitoring and reviewing the activities to ensure the best possible outcomes for the Association, its tenants and partners.

The Sub-Committee will ensure that the Association meets any commitments to external funders and partners.

The Sub-Committee will ensure that all key documents and other performance indicators are regularly reviewed and appraised to ensure a high standard of service provision in all matters relating to the development process.

### **3. ACCOUNTABILITY TO THE BOARD OF MANAGEMENT**

The Sub Committee is accountable to the Board of Management for all that it does.

The Sub Committee will report all of its proceedings and decisions to the Board of Management. It must exercise its powers in accordance with any written instructions given

to it by the Board of Management.

The Board of Management may vary the Sub Committee's powers or terms of reference at any time.

Any tenant of the Association may receive a copy of the minutes of the Regeneration Sub-Committee on request. The minutes of the latest meeting will be available on request from Registered Office of the Association

The minutes and papers of each Sub-Committee meeting shall be made available for public scrutiny upon request at the Registered Office.

#### **4. DELEGATED AUTHORITY**

The Sub Committee will be empowered to make decisions on matters covered by its remit, as long as its acts in accordance with the Association's policies and has been granted authority by the Board of Management under the Association's Scheme of Delegated Authority.

The relevant members of the Association's Senior Management Team will be empowered to make all operational and management decisions relating to the Sub Committee's remit, with the exception of those matters reserved to the Sub Committee and/or Board of Management for decision.

In exercising this delegated authority, the Senior Management Team will be accountable to the Sub Committee and to the Board of Management.

If urgent action is needed on any matter between ordinary meetings of the Sub Committee:

- The matter may be referred to any intervening meeting of the Board of Management, or
- The matter may be dealt with by the Chief Executive and office-bearers, provided that a report is made to the next meeting of the Sub Committee.

#### **5. MEMBERSHIP OF THE SUB COMMITTEE**

The membership of the Sub Committee shall be determined by the Board of Management at the first Board of Management meeting following the AGM. The sub-committee will consist of a minimum of four Board of Management members. Co-opted members may not make up more than one-third of the Sub Committee.

Co-opted members of the Sub Committee may be either members of the Board of Management or other persons approved by the Board of Management who have skills or knowledge that are relevant to the Sub Committee's work.

The sub-committee will elect a chairperson at its first meeting following the AGM. In the absence of the appointed chair at a meeting, the remaining members shall elect one of themselves to chair the meeting.

The Chair of the Association shall be entitled to attend meetings of the Sub Committee but shall not be eligible to be its chairperson.

Members of the Sub Committee will be expected to participate in training and development relevant to their role. Members' training needs will be assessed regularly.

## **6. MEETINGS OF THE SUB COMMITTEE**

The Sub Committee will normally meet every quarter. The scheduling of meetings will be based on an annual workplan for the Sub Committee's work.

The Sub Committee may, with the approval of the Board of Management, decide to alter the frequency of its meetings.

The quorum at meetings of the Sub Committee shall be three members. Co-opted members do not count towards the number of members required for a meeting to take place.

Minutes of the Sub Committee's meetings will be prepared by a member of the Association's staff. The decisions of the Sub Committee shall be reported to the next meeting of the Board of Management. If any matters require formal approval by the Board of Management, these will be separately identified in a report to the Board of Management.

The relevant members of the Senior Management Team will attend the Sub Committee's meetings and will be responsible for submitting reports and providing advice to the Sub Committee. Other members of staff and/or advisers will attend as required, or as instructed by the Sub Committee.

Meetings shall be convened by written notice to the Sub Committee members, giving not less than seven days' notice. Meetings should not exceed 2 hours. The meeting may be extended if two-thirds of the members present agree to this. Any extension shall normally be for a maximum of 30 minutes, unless two-thirds of the members present agree to a further extension.

## **STAFFING SUB COMMITTEE**

### **1. TERMS OF REFERENCE**

The Staffing Sub Committee (“the Sub Committee”) has been established for the following purposes:

To support the delivery of staffing related objectives set out in Cassiltoun’s Internal Management plan and to advise on matters relating to staffing and human resources, including pay and terms and conditions of service, health and safety and equality and diversity matters.

### **2. ROLE OF THE SUB COMMITTEE**

The Sub Committee will be responsible for

- 2.1** Sub-Committee will address all matters affecting the Association as an employer, including recruitment, staff training, Health & Safety at Work and Conditions of Service and formulate and review policy for consideration by the Board of Management. The Sub-Committee is responsible for reviewing and monitoring staff performance, training, Investors in People, job descriptions and career development.
- 2.2** The Association will maintain associate membership with Employers in Voluntary Housing, (EVH), and endeavour to participate actively with them. The Staffing Sub- Committee has a responsibility to ensure compliance with Conditions of Service, Staff Salaries and disciplinary procedure.
- 2.3** The Sub-Committee is authorised to make operational decisions within the scope of existing policy.
- 2.4** The Staffing Sub-Committee is authorised by the Board of Management to appoint and dismiss staff, within the terms of Association’s policy, relevant contractual agreements and legislation.
- 2.5** The Sub-Committee will ensure that all Association policies and procedures relating to employment and staffing matters are strictly followed and comply with all relevant legislation, guidance and best practice.

#### **General**

- 2.6** To oversee the human resources aspects of the Association’s business, taking decisions and approving actions in relation to the Association’s role as employer in specific areas of delegation.
- 2.7** To ensure that the Association is effectively discharging its obligations with respect to health and safety management.
- 2.8** To keep under review and improve outcomes in respect of the Association’s objective to eliminate discrimination, advance equality and foster good relations in all areas of its work.

#### **Staff recruitment and induction**

- 2.9** To oversee the process for the selection and recruitment of staff, particularly for those roles where Board of Management members are designated to participate in the recruitment process. To approve significant changes to job descriptions.

- 2.10** To receive assurance about the effective application of the staff recruitment and induction policies.

### **Appraisal, training and development**

- 2.11** To receive assurance about the effective application of the staff appraisal and supervision system, and training and development policies, including reports regarding the implementation and outcome of the annual training plan.

### **Pay and terms and conditions of employment**

- 2.12** To make decisions about discretionary matters relating to overtime, annual or other leave entitlement, or other issues arising in interpreting the application of the Association's terms and conditions of service – Cassiltoun Housing Association is an associate member of Employers in Voluntary Housing (EVH). Approval of any pay awards is a Board of Management responsibility. All staff are employed under Terms and Conditions of Employment (which mirror EVH). Any decision about future membership of EVH is the Board of Management's responsibility.

### **Grievance, discipline and redundancy**

- 2.13** To conduct hearings (normally by a panel of three Staffing Committee members designated by the Chair of the Staffing Committee) and make and communicate decisions on the outcome of all grievances at stage 3 of the grievance procedure,

- 2.14** To administer appropriate stages of the disciplinary procedure, including conducting all hearings to address allegations of gross misconduct (normally by a panel of three members). This Disciplinary Panel has delegated authority to instruct any appropriate sanction arising from such hearings, up to and including dismissal.

- 2.15** Any serious complaint or grievance made against the senior member of staff must be handled in accordance with the Scottish Housing Regulator's regulatory guidance on Notifiable Events. The Chair of the Board of Management should agree with the Chair of the Staffing Sub-Committee how the matter should be dealt with, and notify the Regulator accordingly. Any necessary independent professional advice should be taken. Normally, this will involve investigation by an independent, external party, and a hearing conducted by the Staffing Sub-Committee.

- 2.16** To conduct and make decisions about appeal hearings (normally by a panel of three members for any staff dissatisfied with their selection for redundancy, all in accordance with the Terms and Conditions of Employment. Such panel members should take no part in the selection process of those to be made redundant. It should be noted that the Board of Management has responsibility for organisation development matters, including any staff structure reviews or changes to the staffing establishment.

### **Absence management**

- 2.17** To oversee the effective application of the absence management system, receiving periodic reports on sickness absence, and the application of agreed policies and procedures to staff with long-term absence.

### **Health and Safety**

- 2.18** To ensure that the Association is fulfilling all its health and safety obligations as set out in the EVH Terms and Conditions of Employment, including reporting of accidents, wearing of protective clothing and first aid training.

- 2.19** To ensure that up-to-date versions of all policies and procedures, including the Health and Safety Manual, are available on the staff intranet system, and that updates to the Manual are pro-actively monitored, with appropriate action implemented in a timely way. Also that an appropriate induction/training programme for staff and committee is in place and operating effectively
- 2.20** To ensure that periodic independent compliance audits are carried out, and agreed recommendations are followed up and implemented.

### **Equal opportunities and diversity**

- 2.21** To receive assurance on the effectiveness of training programmes and actions taken in pursuit of achieving the objectives set out in the Association's equalities and diversity policies and procedures.

### **Policy review**

- 2.22** To oversee the review of all policies designated within the Association's policy schedule as Human Resources policies, plus any health and safety and equalities policies, including the manner of review, ensuring that the agreed review cycle is maintained and careful scrutiny of all proposals for change.
- 2.23** To agree a final draft of each such reviewed policy, for recommendation to Association's Board of Management for adoption.

## **3. ACCOUNTABILITY TO THE BOARD OF MANAGEMENT**

The Sub Committee is accountable to the Board of Management for all that it does.

The Sub Committee will report all of its proceedings and decisions to the Board of Management. It must exercise its powers in accordance with any written instructions given to it by the Board of Management.

The Board of Management may vary the Sub Committee's powers or terms of reference at any time.

The Board of Management may obtain independent legal/professional advice within reasonable budgetary constraints.

Due to the confidential nature of the proceedings of the Staffing Sub-Committee minutes will not be presented to the full Board of Management. Only members of Staffing Sub-Committee will receive written minutes. Individual Board of Management members may obtain copies of sub-committee meetings on request from the Chief Executive Officer. The Chief Executive Officer will report the decisions made by Staffing Sub-Committee to the full Board of Management

## **4. DELEGATED AUTHORITY**

The Sub Committee will be empowered to make decisions on matters covered by its remit, as long as its acts in accordance with the Association's policies and has been granted authority by the Board of Management under the Association's Scheme of Delegated Authority.

The relevant members of the Association's Senior Management Team will be empowered to make all operational and management decisions relating to the Sub Committee's remit, with the exception of those matters reserved to the Sub Committee and/or Board of Management for decision.



In exercising this delegated authority, the Senior Management Team will be accountable to the Sub Committee and to the Board of Management.

If urgent action is needed on any matter between ordinary meetings of the Sub Committee:

- The matter may be referred to any intervening meeting of the Board of Management, or
- The matter may be dealt with by the Chief Executive and office-bearers, provided that a report is made to the next meeting of the Sub Committee.

## **5. MEMBERSHIP OF THE SUB COMMITTEE**

The membership of the Sub Committee shall be determined by the Board of Management at the first Board of Management meeting following the AGM. The sub-committee will consist of a minimum of four Board of Management members. Co-opted members may not make up more than one-third of the Sub Committee.

Co-opted members of the Sub Committee may be either members of the Board of Management or other persons approved by the Board of Management who have skills or knowledge that are relevant to the Sub Committee's work.

The sub-committee will elect a chairperson at its first meeting following the AGM. In the absence of the appointed chair at a meeting, the remaining members shall elect one of themselves to chair the meeting.

The Chair of the Association shall be entitled to attend meetings of the Sub Committee but shall not be eligible to be its chairperson.

Members of the Sub Committee will be expected to participate in training and development relevant to their role. Members' training needs will be assessed regularly.

## **6. MEETINGS OF THE SUB COMMITTEE**

The Sub Committee will normally meet at least 3 times per year. The scheduling of meetings will be based on an annual workplan for the Sub Committee's work.

The Sub Committee may, with the approval of the Board of Management, decide to alter the frequency of its meetings.

The quorum at meetings of the Sub Committee shall be three members. Co-opted members do not count towards the number of members required for a meeting to take place.

Minutes of the Sub Committee's meetings will be prepared by a member of the Association's staff. The decisions of the Sub Committee shall be reported to the next meeting of the Board of Management. If any matters require formal approval by the Board of Management, these will be separately identified in a report to the Board of Management.

Senior staff and others may attend all or part of the meetings at the invitation of the Sub Committee. Attendees will normally be

Chief Executive  
Corporate Services Manager

Other members of staff and/or advisers will attend as required, or as instructed by the Sub Committee.

The Chief Executive is responsible for servicing this sub-committee including liaising with the Chair regarding the agenda for meetings; lead responsibility for co-ordinating the preparation and distribution of papers for the meeting.

Meetings shall be convened by written notice to the Sub Committee members, giving not less than seven days' notice.

Meetings should not exceed 2 hours. The meeting may be extended if two-thirds of the members present agree to this. Any extension shall normally be for a maximum of 30 minutes, unless two-thirds of the members present agree to a further extension.

**Scheme of Delegated Authority**

**1. Strategy, Policy and Performance**

Reserved to the Board of Management	Delegated to Sub Committees	Delegated to the Senior Management Team
<ol style="list-style-type: none"> <li>1. Approval of the policy of the Association, including material changes to existing policy and any new activities</li> <li>2. Approval of the Association's Internal Management Plan and all other plans or documents that fall within the strategic role of the Board of Management</li> <li>3. Monitoring the financial, organisational and service performance of the Association at an overall level</li> <li>4. Ensuring that the Association meets its legal obligations</li> </ol>	<ol style="list-style-type: none"> <li>1. Monitoring service/business performance for matters within each Sub Committee's remit</li> <li>2. Review and approval of policies for service delivery/business management for matters falling within each Sub Committee's remit (<i>Note: this shall not prevent the Board of Management specifying that a particular policy shall be referred to it for approval</i>)</li> </ol>	<ol style="list-style-type: none"> <li>1. Implementation of the Internal Management Plan and other strategies approved by the Board of Management</li> <li>2. Provision of regular reports to the Board of Management and sub committees in relation to all aspects of the Association's performance.</li> </ol>

## 2. Governance

Reserved to the Board of Management	Delegated to Sub Committees	Delegated to the Senior Management Team
<ol style="list-style-type: none"> <li>1. Approval of the Association's membership policy</li> <li>2. Approval/refusal of applications for membership of the Association</li> <li>3. Appointment of the Association's office bearers</li> <li>4. The establishment and dissolution of sub committees; approval of their remits and delegated powers; and appointment of their members</li> <li>5. Filling of any casual vacancies, and the appointment/replacement of co-opted members of the Board of Management or sub committees</li> <li>6. Removal of Board of Management members, where required</li> <li>7. Approval of the Association's delegated authority arrangements, Standing Orders and Financial Regulations</li> <li>8. Approval of the creation or dissolution of subsidiaries, and appointment of directors to subsidiaries and other bodies</li> <li>9. Approval of payments and/or benefits in line with the Payments and Benefits Policy</li> <li>10. Approval of use of the Association's seal</li> </ol>	<ol style="list-style-type: none"> <li>1. The Operations Sub Committee shall also have delegated authority to approve tenancy-related matters requiring approval in line with the Association's Payments and Benefits Policy (if outwith Sub Committee meetings, Director of Operations has delegated authority)</li> </ol>	<ol style="list-style-type: none"> <li>1. Processing of applications for membership</li> <li>2. Maintaining the Association's register of shareholders</li> <li>3. Administration and cancellation of shares, as provided for in the Association's Rules</li> <li>4. Maintaining the Association's register of payments/benefits made</li> </ol>

### 3. Financial Management

Reserved to the Board of Management	Delegated to Sub Committees	Delegated to the Senior Management Team
<ol style="list-style-type: none"> <li>1. Approval of the Association's annual budget, and any subsequent revisions</li> <li>2. Approval of management accounts</li> <li>3. Ensuring that the Association is meeting its obligations to funders</li> <li>4. Approval of financial projections and the Association's business plan</li> <li>5. Approval and signing of annual financial statements, prior to the Association's AGM</li> <li>6. Approval of private funding and the granting of security over the Association's assets</li> <li>7. Approval of financial policies</li> <li>8. Authorisation of expenditure, where required by the Financial Regulations or Standing Orders</li> <li>9. Disposal of any property/assets (value above £10,000)</li> <li>10. Approval of write-off of irrecoverable debts in accordance with the Financial Regulations Policy</li> </ol>	<ol style="list-style-type: none"> <li>1. Authorisation of expenditure, where permitted by the Standing Orders and Financial Regulations</li> </ol>	<ol style="list-style-type: none"> <li>1. Interpretation and implementation of the financial policies, plans and strategies approved by the Board of Management</li> <li>2. Expenditure within the Association's approved budget (subject to the limits specified in the Association's standing orders and financial regulations, policies and procedures).</li> <li>3. Authorisation of expenditure in excess of the Association's approved budget, in emergency situations</li> <li>4. Authorisation of expenditure and the making of payments, in accordance with the standing orders and financial regulations/procedures</li> <li>5. The collection, security, banking and recording of all income received by the Association</li> <li>6. Authorisation of BACS payments and Signing of cheques including maintenance and control of the Association's bank accounts (including payments and the moving of monies by electronic means), in accordance with the Association's financial regulations Policy <b>(see Note 1)</b></li> <li>7. Treasury management transactions and executive decisions relating to investments and cash management, in</li> </ol>

Reserved to the Board of Management	Delegated to Sub Committees	Delegated to the Senior Management Team
		<p>accordance with the Association's financial regulations</p> <p>8. Payroll administration, control of petty cash and the payment of expenses to the Association's employees and Board members</p> <p>9. Administration of taxation payments, including those relating to VAT, PAYE and national insurance.</p>

**Note 1**

**Cheques require to be signed by two senior staff members who are authorised signatories.**

**BACS requires to be authorised by one SMT member or delegated to Finance Officer**

#### 4. Audit and Risk

Reserved to the Board of Management	Delegated to Audit & Risk Sub Committee	Delegated to the Senior Management Team
<ol style="list-style-type: none"> <li>1. Approval of the Company's Risk Management Strategy</li> <li>2. Consideration of all matters involving substantive and material risks to the Company's solvency, reputation and ability to meet its statutory and contractual obligations.</li> </ol>	<ol style="list-style-type: none"> <li>1. Monitor implementation of the individual company's Risk Management Strategy, reporting on any substantive and material risks to the Board of Management</li> <li>2. Appointment of the Company's external and internal auditors</li> <li>3. Issue of external auditor's Letter of Engagement and approval of proposed programme/approach</li> <li>4. Approval of internal audit needs assessment and programme of internal audit</li> <li>5. Review external/internal auditor recommendations and the external auditor's Management Letter, and monitor implementation of agreed recommendations</li> <li>6. Keep under constant review the effectiveness of internal control systems</li> <li>7. Monitor the effectiveness of external and internal audit services</li> <li>8. Instruct investigations into any irregularities or failures in the Association's management and control systems</li> </ol>	<ol style="list-style-type: none"> <li>1. Implementation of the Company's Risk Management Strategy and procedures</li> <li>2. Routine liaison with the external and internal auditor</li> <li>3. Implementation of auditors' recommendations and submission of reports to the Audit Committee and, where required, the Board of Management</li> </ol>

## 5. Staffing, Employment and Health and Safety

Reserved to the Board of Management	Delegated to Staffing Sub Committee	Delegated to the Senior Management Team
<ol style="list-style-type: none"> <li>1. Approval of any proposed permanent increases or reductions in staffing establishment</li> <li>2. Appointment of the Association's Chief Executive and Senior Management Team members</li> <li>3. Hearing of appeals on staffing/employment matters</li> <li>4. Approval of Health and Safety Policy and monitoring of compliance with the Association's obligations</li> </ol>	<ol style="list-style-type: none"> <li>1. Approval of the Association's conditions of service and pay structure</li> <li>2. Staff re-grading and salary increases, outwith the Association's established policies</li> <li>3. Monitoring of the Association's compliance with equalities legislation on staffing/employment matters</li> <li>4. Make arrangements for annual performance appraisal of the Association's Chief Executive</li> <li>5. Form a staffing committee, when required, to consider grievance or disciplinary cases needing Board involvement</li> <li>6. Approve the Association's policies and action plans for Board member development and training</li> </ol>	<ol style="list-style-type: none"> <li>1. Employment of temporary staff (provided costs are within the approved staffing budget)</li> <li>2. Advertising job vacancies (established and temporary posts)</li> <li>3. Recruitment and selection of staff (other than the Association's Chief Executive and Senior Management Team members), including promotions and temporary posts</li> <li>4. Issuing of employment contracts</li> <li>5. All operational human resources management issues which fall within the conditions of service and the Association's established policies</li> <li>6. Payroll and pensions administration and payment of staff expenses and overtime payments</li> <li>7. Grievances and disciplinary action (excluding matters relating to the Chief Executive and individual cases requiring Board involvement)</li> <li>8. Operational management of the Association's responsibilities as an employer in relation to health and safety management</li> </ol>



## 6. Housing Services

Reserved to the Board of Management	Delegated to Operations Sub Committee	Delegated to the Senior Management Team
<ol style="list-style-type: none"> <li>1. Approval of annual rent increases and increases to service charges and management charges</li> <li>2. Approval of the granting of tenancies or other tenancy-related matters which are in line with the Association's Payments and Benefits Policy <i>note: Operations Sub Committee shall also have delegated authority, to minimise delays in granting new tenancies</i></li> </ol>	<ol style="list-style-type: none"> <li>1. Approval of housing management service policies</li> <li>2. Scrutiny of performance, service quality and tenant satisfaction on behalf of the Board of Management</li> <li>3. Approval and monitoring of strategies for service improvement (including those elements of the Internal Management Plan that relate to housing management services)</li> <li>4. Approval of the Annual Letting Plan</li> <li>5. Approval of the granting of tenancies or other tenancy-related matters which are in line with the Association's Payments and Benefits Policy. (Approval may be given by either the Board of Management or the Operations Sub Committee (if outwith Sub Committee meetings, Director of Operations has delegated authority)</li> <li>6. Approval of the overall terms of the Association's tenancy agreement and other agreements to occupy its properties</li> <li>7. Approval to enter into management agreements or leases with third parties</li> <li>8. Approval and monitoring of the Association's strategies for resident information, involvement, consultation and participation</li> <li>9. Hearing of appeals and complaints submitted by service users relating to housing management issues</li> <li>10. Approval of the Association's policies and action</li> </ol>	<ol style="list-style-type: none"> <li>1. Interpretation and implementation of the policies and service plans approved by Board</li> <li>2. Management of empty properties</li> <li>3. The allocation of properties, unless prior Board's approval is required in line with the Association's Payments and Benefits Policy</li> <li>4. The provision of accommodation for homeless persons, under Section 5 of the Housing (Scotland) Act 2001</li> <li>5. The granting of Scottish Secure Tenancies, Short Scottish Secure Tenancies and any other forms of occupancy agreement approved by Board</li> <li>6. All matters relating to the management of tenancies  The management of leases and management agreements with third parties</li> <li>7. Making all statutory payments to tenants and any discretionary payments within the terms of the Board's policies</li> <li>8. All matters relating to the collection of rents, service charges and factoring charges, including arrears</li> </ol>

Reserved to the Board of Management	Delegated to Operations Sub Committee	Delegated to the Senior Management Team
	<p>plans for promoting equality in service delivery, and scrutiny of results achieved</p>	<p>recovery, subject to prior Board approval of the annual rent increase</p> <p>9. Enforcement of decrees for eviction (subject to subsequent reporting of the enforcement decision to the Operations Committee)</p> <p>10. Implementation of the Tenant Participation Strategy</p> <p>11. All matters relating to neighbour relations and anti-social behaviour. This includes applications for Anti Social Behaviour Orders, although any such applications will be reported to the Operations Sub Committee</p> <p>12. Implementation of the Estate Management Policy and all expenditure relating to estate management services, within the budget approved by the Board of Management</p> <p>13. Preparation and issue of all information and publicity materials regarding service standards and performance</p> <p>14. Assessment of tenant complaints and appeals, including the preparation of reports where complaints and appeals are referred for consideration by the Operations Sub Committee</p>

## 7. Repairs and Maintenance Services

Reserved to the Board of Management	Delegated to Operations Sub Committee	Delegated to the Senior Management Team
<ol style="list-style-type: none"> <li>1. Approval of the Association's annual budget for repairs and planned maintenance works</li> <li>2. Approval of the Association's overall asset management strategy</li> <li>3. Approval of contract expenditure in excess of the Association's approved annual budget for repairs and maintenance works</li> <li>4. Settlement of any contractual claims</li> </ol>	<ol style="list-style-type: none"> <li>1. Approval of repairs and maintenance service policies</li> <li>2. Scrutiny of expenditure, performance, service quality and tenant satisfaction on behalf of the Board of Management</li> <li>3. Approval and monitoring of strategies for service improvement (including those elements of the Internal Management Plan that relate to repairs and maintenance services)</li> <li>4. Approval of annual planned maintenance (major repairs) and cyclical maintenance programmes and any revisions to the programme, within the budgets approved by the Board of Management</li> <li>5. Approval and monitoring of the Association's Scottish Housing Quality Standard Delivery Plan; any revisions and subsequent legislative requirements</li> <li>6. Consider and recommend for Board of Management approval the Association's overall asset management strategy</li> <li>7. Approval of procurement strategy for planned maintenance contracts</li> <li>8. Approval of procurement/selection methods for individual contracts or appointments, if non-competitive methods are proposed</li> <li>9. Approval of contract acceptance for works</li> </ol>	<ol style="list-style-type: none"> <li>1. Adding contractors to the Association's approved list on a trial basis</li> <li>2. Removing contractors from the list who do not perform to the Association's requirements</li> <li>3. Contractor selection and approval of contract acceptance for works up to a value of £10,000</li> <li>4. Selection and appointment of consultants up to a value of £10,000</li> <li>5. Instructing all repairs and maintenance works, within the budgets approved by the Board and in accordance with the Financial Regulations (includes authority to vary the annual programme of works within approved budget, subject to notifying the Operations Sub Committee)</li> <li>6. Implementation of gas servicing programme and all related matters, keeping the Operations Sub Committee informed of any failure to meet the Association's legal obligations</li> <li>7. Instructing all works for which the Association is responsible under the tenancy agreement, including those of an emergency nature</li> <li>8. Tenant recharges for the cost of repairs</li> </ol>

Reserved to the Board of Management	Delegated to Operations Sub Committee	Delegated to the Senior Management Team
	<p>contracts/consultant appointments in excess of £10,000</p> <p>10. Approval of tender acceptances for contracts valued in excess of £10,000</p> <p>11. Hearing of appeals submitted by tenants and other service users relating to repairs and maintenance issues</p>	<p>9. Quality management and inspections</p> <p>10. Preparation and issue of all information and publicity materials regarding service standards and performance</p> <p>11. Statutory and discretionary payments to tenants, within the policies approved by the Board of Management</p> <p>12. Approval/refusal of tenant requests to carry out alterations and improvements</p> <p>13. Ensuring compliance with the Association's health and safety obligations, including the preparation of health and safety plans and files, keeping the Operations Sub Committee informed of any failure to meet the Association's legal obligations</p> <p>14. Assessment of tenant/service user complaints and appeals, including the preparation of reports where complaints and appeals are referred for Board consideration.</p>

## 8. Development of New Housing

Reserved to the Board of Management	Delegated to Regeneration Sub Committee	Delegated to the Senior Management Team
<ol style="list-style-type: none"> <li>1. Approval of the Association's development strategy and Strategy and Development Funding Plan submission</li> <li>2. Purchase of land and buildings for development (if <u>not</u> part of the approved SDFP <u>and/or</u> the purchase price exceeds the budgeted cost)</li> <li>3. Approval of any development partnerships with other housing associations</li> <li>4. Settlement of contractual claims</li> <li>5. Approval of additional expenditure on individual contracts, if in excess of £50,000 of the approved contract sum</li> </ol>	<ol style="list-style-type: none"> <li>1. Approval of development-related policies (in accordance with the Sub Committee's workplan, approved by the Board of Management)</li> <li>2. Review and approval of each individual project at the following key stages: acquisition, project brief and tender acceptance</li> <li>3. Approval of purchase of land and buildings for development (if part of approved development programme and purchase price is within budgeted cost)</li> <li>4. Set and keep under review the Association's design and specification standards</li> <li>5. Approval of housing mix and project briefs for development projects</li> <li>6. Approval of project procurement strategy/methods</li> <li>7. Authorise appointment of consultants and contractors (including development agents), based on staff selection recommendations</li> <li>8. Approval of tender acceptance and acceptance of Offers of Grant</li> <li>9. Approval of additional expenditure on individual contracts, if between £10,000 and £50,000 of the approved contract sum</li> </ol>	<ol style="list-style-type: none"> <li>1. Interpretation and implementation of the development policies, plans and strategies approved by the Board of Management and Regeneration Sub Committee</li> <li>2. Authorising applications for statutory permissions and consents</li> <li>3. Selection and appointment of consultants and contractors (selection normally undertaken by staff and recommendations for appointment then referred to Sub Committee for approval)</li> <li>4. Signing of building contracts</li> <li>5. Supervision and performance review of professional consultants</li> <li>6. Issuing client instructions to the Association's professional consultants and contractors, as required</li> <li>7. Monitoring contract costs and progress</li> <li>8. Making Formal submissions for grant funding to Glasgow City Council</li> <li>9. Approval of home loss or disturbance payments.</li> <li>10. Ensuring compliance with the Association's health and safety obligations, including the preparation of health and safety plans and files</li> </ol>

Reserved to the Board of Management	Delegated to Regeneration Sub Committee	Delegated to the Senior Management Team
		<ul style="list-style-type: none"> <li>11. Notifying the Regeneration Sub Committee of any failure to meet the Association's statutory or contractual obligations.</li> <li>12. Informing the Regeneration Sub Committee of any circumstances where contracts are affected by material delays and/or cost increases in relation to the approved programme and contract sum.</li> <li>13. Approval of additional contract expenditure up to a limit of £10,000 (Board to be advised if this authority is used)</li> <li>14. Management of the Development Consultant which includes operational activities and spend as approved by the Regeneration Sub Committee or Board of Management</li> </ul>

## 9. Regeneration

Reserved to the Board of Management	Delegated to Regeneration Sub Committee	Delegated to the Senior Management Team
1. Approval of Regeneration Plan	<ol style="list-style-type: none"> <li>1. Approval of regeneration-related policies (in accordance with the Sub Committee's workplan, approved by the Board of Management)</li> <li>2. Approval of applications for funding and its objectives</li> <li>3. Ensure the organisation meets any commitments to external funders and partners</li> <li>4. Review of performance indicators</li> <li>5. Ensure there is a clear project plan for any funding related project</li> <li>6. Clear outcomes that contribute to the strategic aims of the Association</li> <li>7. Arrangements to monitor the outcomes</li> </ol>	<ol style="list-style-type: none"> <li>1. Interpretation and implementation of the regeneration policies, plans and strategies approved by the Board of Management and Regeneration Sub Committee</li> <li>2. Application for funding</li> <li>3. Monitoring of funding</li> <li>4. Acceptance of grant offers</li> <li>5. Draw down of grant funding</li> </ol>

10. **Approval, signing and submission of formal documents, and other matters**

Reserved to the Board of Management	Delegated to Chair/Office Bearers	Delegated to the Senior Management Team
<p>Approving annual returns and submissions to Regulators, Funders and other bodies as required</p> <p>Agreeing authorised signatories for the purpose of completing legal documents with external bodies including lenders and where the company seal is to be used, signing the annual financial statements, and generally entering into contracts on behalf of the Companies</p>	<p>Signing approved annual returns where required</p> <p>Signing approved legal documents and agreements, in accordance with agreed delegation arrangements.</p> <p>Line management of Chief Executive (Chair)</p> <p>Signing of Board/sub-committee meetings once approved (Chair of the meeting)</p>	<p>Submitting returns</p> <p>Signing agreed contracts, legal agreements or other relevant documentation, in accordance with delegated authority agreed by the Board of Management</p> <p>Making public statements (including press and social media) on behalf of the Cassiltoun Group (Chief Executive or unless authorised delegated)</p> <p>Preparation and issue of general, Board and sub-committee meeting notices, agendas and papers, in consultation with meeting Chair</p>



## Appendix C

### Financial Delegation Limits for Budgeted Expenditure

#### Expenditure in excess of the Association's approved annual budget

1. The limits described in this section of the Standing Orders apply to **budgeted expenditure only**.
2. Any expenditure that will result in the Association exceeding its overall approved budget requires Board of Management approval. The Chief Executive has authority (with the agreement of the Chair) to approve expenditure in excess of the approved budget, until such time as Board approval is obtained.

#### Key principles

Payment will only be made where invoices or payment requests have authorised certification.

Authorised certification for payment, whether by cheque or by BACS, will comprise and will be evidenced on the invoice or payment request by:

- the signature of the ordering staff member (department approval)
- two signatories in accordance with the authority limits overleaf at pages 50 and 51.

The signatory will certify that:

- the works, goods or services to which the account relates have been received, carried out, examined and approved
  - the prices, calculations, trade discounts, other allowances and credits are correct
  - the relevant expenditure has been properly incurred and is within the relevant estimate provision
  - the account has not been previously passed for payment and is a proper liability for the correct group company
  - the expenditure authorising limit is not exceeded and the procurement and tendering procedures have been followed.
3. Payments will always be authorised by the Finance team, before they issue a cheque or make an internet payment). The Finance team will monitor payment claims, and may query individual payments or carry out spot checks, on a random basis and in any cases where any irregularity is suspected.
  4. Before that, payments need to be approved by a senior staff member with authority to do this.

#### Absence of staff members

5. In the absence of a member of staff to whom financial authority has been delegated, their authority shall be exercised by a more senior member of staff.
6. In the Chief Executive's absence, another member of the Senior Management Team should be nominated to exercise any powers normally exercised by the Chief Executive.

## Approval and Authorisation Limits

### 1. Reactive Maintenance, Cyclical Maintenance and Direct Services

Staff Member	Commitment of expenditure up to	Authorisation of invoice value up to	Countersignature of invoice required by
Director of Operations	£10,000	£10,000	SMT Member

- 1.1. Limits stated relate to expenditure within annual budget.
- 1.2. Countersignature required where Director of Operations has committed to expenditure and authorised subsequent invoice.
- 1.3. Committee approval relates to initial decision about contract acceptance. Authorisation of subsequent invoices within budget is fully delegated to staff.

### 2. Planned Maintenance

Staff Member	Commitment of expenditure up to	Authorisation of invoice value up to	Countersignature of invoice required by
Director of Operations	£10,000	£10,000	SMT Member

- 2.1. Limits stated relate to expenditure within annual budget.
- 2.2. Countersignature required where Director of Operations has committed to expenditure and authorised subsequent invoice.
- 2.3. Committee approval relates to initial decision about contract acceptance. Authorisation of subsequent invoices within budget is fully delegated to staff.

### 3. Development Expenditure

Staff Member	Commitment of expenditure up to	Authorisation of invoice value up to	Countersignature of invoice required by
Development Consultant	£10,000	£10,000	SMT
Chief Executive	£10,000	£10,000	SMT
Operations Sub Committee	£10,000>	N/A	
Management Committee	£10,000>	N/A	

- 3.1. Limits stated relate to expenditure within annual budget.
- 3.2. Countersignature required where Development Consultant involved or where Chief Executive has committed to expenditure and authorised subsequent invoice.
- 3.3. Committee approval relates to initial decision about contract acceptance. Authorisation of subsequent invoices within budget is fully delegated to staff.

### 4. Administration and General Expenditure

Staff Member	Commitment of expenditure up to	Authorisation of invoice value up to	Countersignature of invoice required by
Chief Executive	£10,000	£10,000	SMT Member
Director of Finance & IT	£10,000	£10,000	SMT Member
Director of Operations	£10,000	£10,000	SMT Member

Corporate Services Manager	£10,000	£10,000	SMT Member
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- 4.1. Limits stated relate to expenditure agreed within annual budget or subsequently approved.
- 4.2. Countersignature required where SMT has committed to expenditure and authorised subsequent invoice.
- 4.3. Countersignature required for invoices above stated limits, but detailed individually within budget.
- 4.4. The financial limits in section 5 do not apply to the payment of salaries, pension contributions, PAYE or insurance costs. The Finance Director & IT is responsible for the administration of all such items.
- 4.5. Committee approval relates to initial decision about contract acceptance. Authorisation of subsequent invoices within budget is fully delegated to staff.
- 4.6. Delegated authority may be given to a staff member to incur spend within the appropriate authorisation level (£10,000)

## Role Description for the Association's Chairperson

Chairperson

**1. Introduction**

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of CHA and to the Chairs of CHA's sub-committees. The responsibilities described here are additional to those set out in the Governing Body Members' (GBM) role description. It should be considered alongside CHA's Rules and Standing Orders.
- 1.2 This role description will be used to support the annual review of the Governing Body's effectiveness. It will be used to appoint the Chair and sub-committee Chairs after each AGM. GBMs who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here before the election takes place.
- 1.3 In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.
- 1.4 An overview of the Role of the Chair is outlined in Rule 59.5 of CHA's Rules.
- 1.5 The Chair will be elected by the Governing Body each year at the first Governing Body meeting following the AGM. Whilst the Chair of CHA can be re-elected, in accordance with Rule 59.10 of CHA's Rules, they cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five year maximum term.

**2. Key Responsibilities**

- 2.1 The Chair must act, and be seen to act, at all times on behalf of the Governing Body.
- The Chair's key responsibilities are:
- To lead the Governing Body or sub-committee constructively, provide direction and manage meetings effectively
  - To develop and maintain a constructive and positive working relationship with the Chief Executive and senior staff
  - To uphold CHA's Code of Conduct and promote good governance
  - To ensure that CHA's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required

**3. Leadership and Direction**

- 3.1 The Chair is expected to:
- Represent CHA positively and effectively
  - Set the style and tone of Governing Body or sub-committee meetings to ensure effective and participative decision making
  - Promote and uphold the Code of Conduct for CHA's Governing Body
  - Ensure that the necessary arrangements are in place to enable CHA to honour its obligations, achieve its objectives and meet agreed targets
  - Demonstrate and support the principles of good governance at all times
  - Ensure that the Governing Body has access to the range of skills, knowledge and experience necessary for the achievement of CHA's aims and objectives and for the fulfilment of the Governing Body's responsibilities

- Ensure that the Governing Body has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought
- Provide support to new and experienced Governing Body Members by promoting access to relevant induction, training and development opportunities

#### **4. Working with the Chief Executive**

##### 4.1 The Chair should:

- Establish a constructive relationship with the Chief Executive and ensure that their respective roles of leading and managing are recognised and promoted effectively. Sub-committee Chairs should establish similar relationships with the relevant senior staff members.
- Ensure that the conduct of CHA's business continues effectively between meetings of the Governing Body and act under delegated or emergency authority when necessary
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Chief Executive, in accordance with CHA's agreed recruitment practices
- Carry out, with at least one other Governing Body member, the Chief Executive's annual appraisal and report to the Governing Body.
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the Chief Executive.
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Chief Executive, in accordance with CHA's agreed procedures

#### **5. Promoting Good Governance**

##### 5.1 The Chair is required to:

- Promote and demonstrate the highest standards of ethical conduct and integrity
- Initiate any investigation under the terms of CHA's Code of Conduct
- Chair all general meetings of CHA in accordance with the Rules
- Chair all Governing Body meetings of CHA, in accordance with the Rules and Standing Orders
- Ensure that all Governing Body members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- Manage meetings effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically
- Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively

#### **6. Conduct of CHA's Business**

##### 6.1 The Chair is expected to:

- Ensure that CHA's business is efficiently and accountably conducted between Governing Body meetings
- Sign cheques and documents requiring the Governing Body or the Chair's authorisation, in accordance with CHA's standing orders

- Take decisions on behalf of the organisation in the event of emergencies that occur outside the regular meeting cycle and report these back to the Governing Body for ratification
- Ensure that the skills, knowledge and support available to the Governing Body are kept under periodic review

<b>Requirement</b>	<b>Essential</b>	<b>Desirable</b>
A sound overall understanding of each major area of the Association's business.	✓	
Commitment to keeping up to date with relevant issues.	✓	
Ensuring that meetings of the Board of Management are conducted in a businesslike way, with a good level of involvement by all Committee members.	✓	
Chairing general meetings of the Association with confidence and authority.	✓	
Strong communication skills (listening skills, as well as being able to convey his/her own opinions).	✓	
Representing the Association in a positive way in dealings with tenants and other stakeholders.	✓	
The ability to be objective when taking account of competing points of view.	✓	
The ability to be objective when considering the Association's strengths and weaknesses.	✓	
Good leadership skills, to help the Association identify and make changes and respond to changes which are in the interests of the organisation and its tenants and other service users.	✓	
A good understanding of the Board of Management responsibilities as an employer.	✓	
The ability to provide effective line management and support to the Association's senior staff.	✓	
Share responsibility for decisions made	✓	
The ability to demonstrate a good level of commitment to the role and is enthusiastic about the Association	✓	
Committed to continual improvement (i.e. personal development)	✓	
The ability to contribute new ideas to debates	✓	