



<b>Policy on :</b>	<b>Group Standing Orders</b>
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<b>Compliant with Regulatory framework :</b>	<b>Standard 1, GB leads, sets out policies etc.</b>
<b>Compliant with Tenant Participation Strategy :</b>	<b>n/a</b>
<b>Compliant with Equal Opportunities :</b>	<b>Commitment within policy</b>
<b>Compliant with Budget/Business Plan :</b>	<b>Governs all aspects of business planning, and corporate financial planning</b>

<b>Date for Approval In Principle :</b>	<b>March 2017</b>
<b>Date for review :</b>	<b>March 2020</b>

<b>Responsible Officer :</b>	<b>Chief Executive</b>
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## 1. Introduction

1.1 This document comprises of Barrhead Housing Association's (BHA) Standing Orders. It also covers the relationship with the 'group structure' which includes BHA as the parent and our Subsidiary, Lavern Property Services. There are also separate documents refer to the responsibilities between the parent and subsidiary and these are referred to as the Independence Agreements.

1.2. Barrhead Housing Association is controlled and managed in accordance with statutory and regulatory requirements and its Rules. Its Rules are based on the Charitable Model Rules (Scotland) 2013 provided by the Scottish Federation of Housing Associations and approved by Financial Conduct Authority in 2014.

1.3. Lavern Property Services is controlled and managed in accordance with its registration with Companies House as a company limited by shares – those belonging to BHA. The subsidiary was set up to carry out trading and commercial activities not covered by charitable status; which can generate profits and surpluses which are applied for the purposes of BHA charitable aims; to provide a wider range of services to tenants and other service users; to provide employment opportunities on different terms; and to take advantage of any tax efficiencies and/or mitigate risks. The subsidiary is governed by a series of separate documents and management structures which set out the terms and conditions of responsibilities between the two organisations. The subsidiary has a separate governing Board, and a separate chairperson.

1.4. These standing orders acknowledge that the legal and constitutional framework within which the two organisations operate and the Standing Orders set out how the organisations will be controlled and run. They do so in greater detail than the Rules and specify the governance structures, procedures and delegation powers of each organisation. In the case of any conflict, the Rules of each organisation and the legal and regulatory requirements will supersede any provisions within these Standing Orders.

1.5. BHA as the group parent is responsible for maintaining overall control of its subsidiary and establishing a framework within which the subsidiary will operate. The subsidiary is responsible for managing its day-to-day operational business. The relationship between the parent and subsidiary is set out in an independence agreement which will be reviewed every 5 years. Key responsibilities of the parent under the independence agreement are:

To approve the subsidiary's annual budget and business plan  
Review group governance arrangements  
Monitor compliance with the independence agreement, and ultimately take control should non-compliance exist.

1.6 The Association and its subsidiary is governed by other separate policies including Financial Regulations Policy which covers the parent and subsidiary, and likewise other policies will be associated with both parent and subsidiary.

1.7. The Association and its subsidiary are governed by a suite of governance policies including Board member and staff Code of Conduct. Other policies refer to the group structure including the delegation of authority to the Chief Executive which has been developed to manage routine business matters. However, ultimately the powers to make decisions within the Group lies with the Governing Bodies within the organisations eg Barrhead HA and Levern Property Services.

## **2. Charitable, Legislative and Regulatory framework**

2.1 BHA's Governing Board (GB) is responsible for ensuring that the Association carries out its affairs in accordance with its charitable Rules and registration as a Scottish Charity, within the powers of being a registered society under the Co-operative and Community Benefit Societies Act 2014; within our registration with the Financial Conduct Authority; all relevant Housing (Scotland) Acts and other such relevant legislation; all regulatory requirements and guidance from the Scottish Housing Regulator and the Scottish Government.

2.2. The Scottish Housing Regulator has set out regulatory guidance for group structures and these focus around a number of key principles including governance, service provision, financial management and managing risk. These are referred to in the production of these Standing Orders.

2.3 BHA as a registered social landlord within a group structure must comply with the Regulatory Standards of Governance and Financial Management and Constitutional requirements.

2.4. All six Regulatory Standards of Governance and Financial Management are relevant to these Standing Orders:

**Standard 1** – the governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users

**Standard 2** – we are open about and accountable for what we do. We understand and take account of the needs and priorities of our tenants, service users and stakeholders. And our primary focus is the sustainable achievement of these priorities

**Standard 3** – we manage our resources to ensure our financial well-being and economic effectiveness

**Standard 4** – the governing body bases its decision on good quality information and advice and identifies and mitigates risks to the Organisation's purpose

**Standard 5** – we conduct our affairs with honesty and integrity

**Standard 6** – the governing body and senior officers have the skills and knowledge they need to be effective.

2.5 In particular we need to ensure our decision-making complies with our constitution and legal status – for the group structure. Within the group structure we need to fulfill our responsibilities to: control the activities of and manage risks arising from its subsidiary; ensure appropriate use of funds within the group; manage and mitigate risk to the core business; and uphold strong standards of governance and protect the reputation of the group for investment and other purposes

### **3. The Powers of the Governing Board in accordance with our Constitutional Charitable Rules of the parent**

3.1 The Governing Board is responsible for directing the affairs of the Association and its business and may use all its powers to carry out its duties. The Governing Board is not permitted to exercise any powers which are reserved to the Association in general meetings either by these Rules or by statute. Each Governing Board Member must operate in accordance with the Association's objects and these Rules

3.2 The Governing Board acts in our name in everything it does. A third party acting in good faith and without prior notice does not need to check if the powers of the Governing Board have been restricted, unless they are already aware that such a restriction may exist.

3.4 Amongst its most important powers, or objects for its existence, the Governing Board can:

**Provide for the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage through the provision, construction, improvement and management of land and accommodation and the provision of care; and**

**Shall not trade for profit.**

**Buy, sell, build upon, lease or exchange any land and accept responsibility for any related contracts and expenses.**

**Agree the terms of engagement and remuneration of employees and those connected with the business, and act as employer.**

**Grant heritable securities over land owned by the Association.**

**Decide, monitor and vary the terms and conditions under which property owned by the Association is to be let, managed, used or disposed of.**

**Appoint and remove solicitors, surveyors, consultants, managing agents and employees, as required by the business.**

**Refund any necessary expenses to Board members in connection with their Association business.**

**Compromise, settle, conduct, enforce or resist either in Court or by arbitration any suit, debt, liability or claim by or against the Association. Accept donations in support of the activities of the Association.**

3.5 The parent has ultimate control over the subsidiary, exercising this where necessary and also taking corrective action if required. The power to appoint and remove governing board members of the subsidiary will rest with the parent organisation.

#### **4. The Powers of the subsidiary, Levern Property Services**

4.1 The subsidiary is set up as a company limited by share, that belonging to BHA, the parent, and is registered with Companies House. The parent and the subsidiary form a group structure, with the parent retaining overall control. The subsidiary will observe and perform all its obligations under the constitutional documents between the parent and subsidiary, and will act at all times in the best interest of the Group, except where required to meet its legal duties.

4.2 The subsidiary will exercise independent operational control over operational matter matters as set out by the parent. The subsidiary will work with the parent to set Group strategic objectives, group policies, subsidiary policies, and standing orders. The subsidiaries' business plan will be reviewed annually and include a revised budget and cash flow; a statement of intended activities and a risk control log formed from the Group Risk Management Plan. These will be approved by the parent Board.

4.3 The parent will receive subsidiary agenda and minutes for all meetings; the parent will share Group strategic objectives and policies with the subsidiary.

4.4 The Subsidiary will comply with its constitution, regulatory codes and legislation; maintain its registration with companies house; comply with performance expectations; operate within its standing orders and business plan and policies; comply with requirements for VAT, corporation tax, and stamp duty as directed by the parent; comply with requirements to maximise tax savings, appoint auditors; comply with any loan covenants.

#### **5. Control within the Group and composition**

5.1 Control by both parent and subsidiary is exercised by their respective governing bodies, the parent holding a minimum of 7 members with a maximum of 12 members (including co-optees), and the subsidiary holding a minimum of 3 members with a maximum of 7 members. Membership of the governing bodies including eligibility and process for electing members is governed by each Organisation's Rules. Each organisation will have a separate Chairperson, elected annually. The subsidiary will aim to have an independent governing Board from that of the parent. Ultimate control will

be the responsibility of the parent, Barrhead Housing Association in terms of decision-making and stepping-in rights if required.

5.2 To become a member, the person must be 18 years old or over, unless a co-optee or appointed by Scottish Housing Regulator. An employee of the Association or close relative of an employee may not be a Board member. All members will be assessed annually the skills, knowledge, diversity and objectivity that it needs to make decisions and the contributions made by way of annual performance reviews. Any Board member seeking re-election after a continuous service in excess of 9 years will be subject to review by the governing body in terms of continuing effectiveness as a Board member.

5.3 Board members must act in the best interest within of the organisations, our tenants and service users and this will include not placing personal or other interests ahead of the primary duty to represent the organisation.

5.4 Barrhead HA shall consider co-optee places where particular expertise is required. One co-optee place will be considered for a Council nomination. All Co-optee places will be reviewed annually following the AGM or earlier if removal is required. A co-optee can also serve on a sub-group. Suitable skills, experience and interests required of Board members will be considered, and particularly for any Council co-optee, a regular review of real or potential conflicts of interest will be undertaken. All co-optees will be required to meet the duties and responsibilities of Board members, taking part in discussions at Board level and at sub-group meetings and to vote on all matters except those which directly affect the Rules, the membership of the Association or the election of office bearers. Co-optee may not stand for election, nor be elected as one of the Office Bearers of the Board.

5.5 The governing bodies are responsible for directing the business of their respective organisations except where the legal framework and Rules require certain tasks to be undertaken in a particular way, for example annual general meetings or special general meetings. At all times the governing bodies will strive to achieve the highest standards of accountability and openness.

5.6 Each of the organisations Rules list some of the governing bodies' most important powers. Each of the governing bodies is permitted to delegate its powers to sub-groups, staff or office bearers. Details of the respective provisions are detailed in section xx.

## **6. Membership Applications**

6.1 Each of the Organisation's Rules defines the members of the organisation. For the subsidiary, there is only one member which is the parent body. The parent has a separate membership policy and this

confirms the Association will keep a register of those people or organisations holding a share in the Association. The membership policy confirms who can become members; the administrative process for how to become a member; how membership is approved by the Board; and the process for receiving a share certificate.

6.2 The membership policy provides further information on issues including: where membership would be contrary to our Rules or policies; managing disclosure of interests which may affect the work of the Association; what circumstances would lead to membership being refused.

6.3 Membership can come to an end within the Register if: the member resigns; reasonable efforts have been made to verify a change of address; 5 AGMs in a row have not been attended or apologies submitted or appointment of a proxy representative; or the parent receives a complaint about the behaviour of a member and two-thirds of the members vote at a special general meeting to agree to the membership. The Rules specify the criteria to be applied in circumstances of a complaint.

6.4 Representing an organisation – an organisation which is a member is free to nominate a person it considers suitable as its representation. The person will represent all of the Organisation's rights and powers at general meetings. The Rules specify the requirement to confirm identity in such cases and the ability to change the representation if required. The representative cannot also be a member of the Association, and if this is the case, the individual member can have the membership suspended while representing an organisation.

## **7. General Meetings**

7.1 General meetings will be held in accordance with the Organisation's Rules.

7.2 For the parent the AGM will be held within 6 months of the end of the financial year. The function of the AGM will be to present the chairperson's report on the Association's activities for the previous year; present the accounts, balance sheet and auditor's report; elect governing Board members; appoint the auditor for the following year; consider any other general business included within the notice calling the meeting.

7.3 Special general meetings can only be called if the Board request one, or at least 4 members request one in writing (if more than 70 members, this should be at least one tenth of all members). The member requesting the meeting shall provide details of the business to be discussed at the meeting. The Secretary shall provide all members with a notice calling the meeting within 10 days of receiving the request, and the meeting should take place within 28 days of the Secretary's notice.

7.4 A general meeting can only discuss the business mentioned in the notice calling the meeting.

7.5 Registered members or their representative's proxy, where this is received in accordance with the Rules, will be entitled to be admitted to general meetings, unless the governing body at a prior meeting has determined the persons to be admitted. The Chief Executive or Director will, on behalf of the organisation, will verify membership before allowing entry to the meeting.

7.6 Changes to organisational Rules must follow the specific requirements as detailed within the Rules to hold a special general meeting of membership and following further guidance from the Regulator and/or Financial Conduct Authority, etc.

7.7 Proceedings at general meetings are specified within the Organisation's Rules. This covers the role of the chairperson in conducting the meeting; how individual matters will be explained and opportunities to speak and how long for; ultimate rulings by the chairperson if any point requires this; challenges to the chairperson's ruling and length of time for the meeting to be held.

## **8. Board member's Interests**

8.1 The parent will periodically review our policy on entitlements, payments and benefits to ensure that a Board member, staff does not receive any benefit unless permitted by our Policy on such matters.

8.2 All governing board members of the group are required to declare any personal or other external interests on an annual basis in accordance with our Code of Conduct. If while serving on the Board any conflict of interest arises, such interest will be notified to the Board following the standard agenda item. The member will be required to leave the meeting while the matter is discussed and will not be allowed to vote on the matter or to stay in the meeting while any vote is being held.

8.3 Governing Board members are not permitted to receive any payment or benefit unless permitted by the parent's Entitlement payment and Benefits Policy.

8.4 Under the governing body and staff code of conduct policies, the organisations do not allow for the use of approved contractors, suppliers and consultants of BHA and LPS, unless this relates to a major utility company, IT distributor, etc. Such details are included within the Code of Conduct Policy.

## **9. Delegation of powers to the Chief Executive**

9.1 The Chief Executive is responsible to the governing body for the implementation of policy and for the day-to-day running of all aspects of the groups' activities. The governing bodies therefore delegate authority to the Chief Officer or Directors in all matters to enable the discharge of responsibilities. These will be dealt with expeditiously and will be carried out in accordance with the Policy on delegating authority to the Chief Officer, or as decided from time to time by each of the governing bodies.

9.2 The Chief Officer or Director is responsible for the interpretation of organizational policies, and they may delegate responsibilities to other members of staff directly in accordance with the Policies approved and agreed by the senior team.

## **10. Electing Governing Board members**

10.1 Each Organisation's Rules specify how Board members are elected annually, and powers of the AGM to re-elect retiring long standing members. This includes the power to deal with electing co-optees and filling casual vacancies.

10.2 The Organisation's Rules specify the requirements around voting at the AGM to elect Board members and the nomination procedures for those wishing to stand for election to the governing Board.

10.3 The Organisation's Rules specify the eligibility to be a Board member and criteria for appointment. The Rules also specify the conditions where a Board member will cease to be a Governing Board member including resignation in writing; dismissal where 4 Governing Board meetings have been missed in a row without pre-approved special leave of absence; voting by a general meeting to remove a member; ineligibility to continue as per the Rules, etc.

## **11. Governing Board meetings**

11.1 Each of the Organisation's Rules contain the regulations regarding the convening and conduct of ordinary meetings of the Governing Boards and these are not repeated in detail within these Standing Orders.

11.2 Each year, the Chief Executive shall publish a calendar of their Governing Board meetings, any sub-group meetings, and subsidiary Board meetings. In accordance with the Rules, each of the governing bodies can decide when and where to meet; with the parent Board meeting at least 6 times and the subsidiary meeting at least 4 times per year. The Board procedures will normally require an additional business review planning day out-with the cycle of meetings and this will normally be held jointly unless the Board decide that a separate meeting is required.

11.3 The governing bodies will continue to act while it has vacancies for Members. However if Board membership falls below 7 for the parent Board, the governing Board can only act for another two months to bring the membership up to seven.

11.4 Proceedings at Governing body and sub-group meetings will include timely circulation of agendas, minutes, reports and other relevant documents. Confidential items will be marked accordingly. Decisions made by the governing bodies will be in accordance with the Minute taking protocol. Minutes are a public record, except confidential staffing items and commercially sensitive information (eg value of a contract awarded). Such minutes will be recorded on the appropriate organisations' websites.

11.5 Special governing body meetings may be requested at any time by the chairperson or two governing board members in writing to the Secretary with details of the business to be discussed.

11.6 In accordance with each of the Organisation's Rules, the quorum for governing board meetings is 4 for the parent and 3 for the subsidiary.

## **12. Appointment and Role of Chairperson**

12.1 The appointment of the chairperson will be in accordance with each of the governing bodies Rules. The chair will be elected to office annually after the parent's AGM. The same person may be re-elected but must not hold office continuously for more than five years i.e. five annual general meetings. Approval to elect a chair for Lavern Property Services will be obtained from the parent organisation.

12.2 the chair is responsible for the leadership of the governing body and ensuring its effectiveness in all aspects of governing body's role, ensuring that the Association is responsible for discharging its responsibilities required by law, the Rules and the Standing orders for the organisation.

12.3 The chair will preside at all general meetings of the organisation and at the meetings of the governing body at which he or she is present.

12.4 The responsibilities of the chair will be to ensure the smooth running of the meeting by:

**Ensuring the Board works well with senior staff**

**Maintaining an overview of the business of the Association**

**Setting agendas, approving minutes, ensuring decisions and actions implemented**

**Meetings are conducted effectively, in accordance with standing orders, code of conduct for Board members and relevant policies for governance are complied with**

**Making sure those who wish to, are allowed to contribute**

**Ensuring delegated authority operates effectively and is reviewed**  
**Announcing and conducting votes at meetings**  
**Ensuring professional advice taken where it is needed**  
**Ensuring the Association is represented at external events and the chair represents the organisation where required**  
**Ensure that appraisals, self-evaluation of Board performance and training is undertaken and is effective**  
**Ensuring that recruitment and induction for new Board members is undertaken**

12.5 If the chairperson is not present at the start of a governing board meeting, or is not willing to act, the Board members present must elect another Board member to be chair for that meeting. If the chairperson arrives late, he/she resumes the chairperson duties as soon as the current agenda item is concluded.

12.6 A separate job description for the chairperson has been approved and will be reviewed regularly.

### **13. Appointment and Role of other Office Bearers**

13.1 The Governing Body will appoint a Secretary and any other office bearers deemed necessary. The office bearers, with the exception of the Secretary, must be elected Board members and cannot be co-optees. A staff member can be the Secretary, and not a Board member. The Board will appoint these office bearers.

13.2 The Secretary and that of any other office bearer will abide by the Role description developed to cover their duties and these will be reviewed as necessary.

13.3 Secretary's duties include calling and attending meetings of the Association and all the Board meetings; keeping minutes for all meetings; notifying members of meetings required; preparing and sending all reports to Financial Conduct Authority and Scottish Housing Regulator; ensuring compliance with the Rules; keeping Registers as required by the Rules.

### **14. Circulation of Agenda and Papers**

14.1 Normally at least 7 days before a meeting of the governing body or sub-group, the following must be issued to every member of the governing body or sub-group:

**Notice calling the meeting, stating time and place**  
**Statement of the business to be transacted (agenda)**  
**All reports and other documents referred to or to be read with the agenda**

14.2 Any report or document not sent with the agenda may, if the consent of the majority of Board members present, be considered at the meeting if it relates to an agenda item or is a considered urgent or important for the meeting to consider.

14.3 Members of the governing body wishing to have items included on the agenda must give the Chief Executive or chairperson at least 14 days written notice of the item. The chairperson will be consulted on the item's inclusion.

## **15. SUB-GROUPS**

15.1 Subject to the powers of each Organisation's Rules, each of the governing bodies may appoint sub-groups or working groups. Each sub-group will act within the delegated powers given by their respective governing board. Such remits will set the purpose of the sub-group, its composition and quorum for meetings. A minimum of three shall be the quorum for each sub-group to take place. They will have powers to make decisions which must be reported to the Governing Board. They may include contributions from external bodies and individuals, if appropriate.

15.2 Barrhead HA's governing body will appoint an Audit Sub-Group, a staffing sub-group, and a health and safety working group and a development sub-group. Terms of reference for these are documented separately but general responsibilities are included at appendix xx

15.3 Levern Property Services is unlikely to require any sub-groups but this will be kept under review.

15.4 The sub-group will elect a Convener to chair the business of the meetings and act in accordance with sections above on conduct of meetings.

## **16. CONDUCT OF MEETINGS**

16.1 Each of the governing body members shall in exercising their role as a Board member, act in the best interests of the organisations, out tenants and service users. Board members will not place any personal or other interests ahead of his/her primary duty to the organisations. Governing body members are expected to act in a business-like and courteous manner; to act with care and diligence reasonable for managing the affairs of another person.

16.2 Governing body members and staff will be given the opportunity to declare an interest in any item on the agenda at the beginning of the meeting. Declarations will be repeated at the time the item is discussed. All board members and staff are required to declare any personal or other external interests on an annual basis in accordance with the Code of

Conduct for all staff and governing board members. He/she will be required to leave the meeting while the matter is discussed and will not be allowed to vote on the matter or to stay in the meeting while any vote is being held.

16.3 The governing body will regularly review its policy on entitlement payments and benefits for Board members and staff. In making any decision on such matters, the governing body will act at all times with transparency, honesty and propriety.

16.4 Governing body members will observe respect for the chair and convener at all times. The chair's/convener's decision on length of speeches, debate and closure of debate will be final. The chair/convener will ensure that all members are given adequate opportunity to debate and contribute to all items on the agenda.

16.5 The order of business at governing body meetings will normally be:

**To choose a person to chair the meeting, if the chair/convener isn't present.**

**To note apologies for absence and sign the Sederunt for those present**

**To note declarations of interest**

**To correct and approve Minutes of governing body meetings**

**To consider any matters arising from previous minutes**

**To consider any minutes for noting from sub-groups, or LPS**

**To consider items for debate, decision and action**

**To consider standing items including documents for execution, notifiable events, health and safety incidents**

**To consider any urgent business at the Board's discretion**

16.6 The Chief Executive, Directors and Managers and other office staff of the organisation or external advisers shall attend the meetings to present reports and advise the governing body.

16.7 Voting at routine meetings (not general/special meetings which are covered by the Rules) will be conducted at the meeting by the chairperson. Only those members present at the meeting to deliberate the entire item can take part in any requirement to vote. Each member has one vote, and the chairperson will have a second and deciding vote. Matters discussed at sub-groups that are not concluded will be referred to the governing board for final discussion and decisions including a vote, if required.

16.8 The governing body members will adopt the requirements of the Organisation's Minute protocol for the completion and recording of all Minutes.

## **17. Urgent Decisions and delegation to the Chairperson**

17.1 The Chair (and in the absence of the chair, the vice-chair and Secretary) with advice and support from the Chief Executive or all 3 Directors shall have the delegated authority (where the nature of the circumstances require immediate or early action), to exercise any of the responsibilities of the functions of the governing body.

17.2 Such urgent decisions would normally fall between governing board meetings; and be reported to the next board meeting.

## **18. Related Supporting documents**

18.1 These Standing Orders should be read in conjunction with the following documents:

**Individual organisations' Rules/constitutions**

**Individual organisations' business plans**

**Standing orders for Group Structure**

**Standing Orders each Sub-Group**

**Standing Orders for the subsidiary Board, independence agreement, memorandum of understanding and service level agreement**

**Remit of Chairperson, Secretary and Vice –chairperson**

**Delegated authority and responsibility of Chief Executive**

**Board members Code of Conduct**

**Staff members Code of Conduct**

**Entitlement payment and benefits Policy**

**Membership Policy**

**Board member expenses Policy**

**Group Financial Regulations**

**Group Notifiable Events Policy**

**Group Whistleblowing Policy**

**Group Risk Management Policy**

**Group Minute taking Protocol**

**BHA's Complaint against Chief Executive Policy**

**Group Governance Handbook**

## **19. Governance Registers**

19.1 The following Registers are kept and retained by the Secretary of the parent organisation:

Codes of Conduct

Declaration of Interest

Entitlement Payments and Benefits

Shareholding Members

Fraud

Gifts and Hospitality

Tender

Notifiable Events

## Execution of Documents

### **20. Equal Opportunities**

20.1 The governing bodies are committed to the elimination of discrimination and the promotion of equality of opportunity in relation to all areas of operation. In particular, the Association will aim to ensure the representation of the Governing Board is representative of the community within which it serves. This will be subject to periodic review.

### **21. Confidentiality**

20.1 The governing bodies aim to be open and accountable organisations and are committed to the wider circulation of Governing Board Minutes to achieve this aim. There will be some occasions when papers will not be available widely: for example where they deal with commercially sensitive details or information where individuals can be identified.

20.2 The governing body members are expected to treat as confidential such papers and discussions at meetings which are marked or requested to be treated as confidential. This confidentiality is only to be relaxed by the agreement of the meeting at which the matter is discussed.

## **APPENDIX 1**

**The Governing Board retains overall decision-making powers and delegates tasks to Sub-Groups (\* where indicated) - summary of main responsibilities/Remits cover the following areas:**

### **Governance and Performance**

Approval of strategic business plan  
Approval of governance handbook  
Approval of key performance monitoring framework including benchmarking  
Approval of all other strategic documents  
Approval of funding documents  
Approval of Risk Management Strategy and reviews  
Approval of recruitment, selection, succession planning for Board members  
Recommend appointment of external auditors to members at the AGM  
Removal of Board members where required  
Appointment of Office Bearers  
Appointment of sub-group members, subsidiary Board members and subsidiary chairperson  
Approval of appointment of legal advisers  
Approval of all policies including changes to existing ones and any new activities

Approval of the partnership agreements with the FLAIR housing association  
Approval of data protection  
Approval of business continuity strategies  
Approval of the Annual Return for the Charter and associated Reports  
Appointment of external and specialist advice  
Approval of agency partnerships – FLAIR/I-FLAIR, etc.  
Approval of equality and diversity strategies

### **Delegated to Chair/Office Bearers**

Signing approved annual returns  
Signing approved legal documents and agreements  
Line management of Chief Executive (chairperson)  
Approval of draft Minutes of Sub-group meetings (convener of each sub)

### **Strategic Finance (\*as recommended by Audit & Risk Sub-Group)**

Approval of annual and 5 year budget projections  
Approval of mid to long terms financial plans including 30 year cashflows  
Approval of management accounts as recommended by Audit Sub (\*)  
Approval/presentation of year-end financial statements and recommendations from auditor's management letters (\*)  
Approval of appointment external and internal auditors (\*)  
Approval of private finance funding for development and growth  
Ensuring the Association is meeting its key obligations to funders  
Disposal of any assets/property  
Approval of authorised signatories and returns  
Commitment, authorisation and signing off of expenditure/payment by authorised signatories  
Approval of key financial policies (\*)  
Approval of value for money statements (\*)  
Implementing recommendations from internal audit reports (\*)  
Receive recommendations and submissions for all financial and statutory returns (\*)  
Approval of write-off of irrecoverable debt  
Approval of treasury management policy and compliance  
Receive and review SHAPs pension scheme  
Receive recommendations and make decisions on the Association's insurances  
Monitoring of the performance framework across all departments

### **Staffing (\*Sub-Group)**

Appointment of Chief Executive  
Appraisal of chief Executive (\*)  
Determination/review of staff structure (\*)  
Review of recruitment policies. (\*)  
Determination of staff salaries, grading, and terms of employment (\*)

Review of staff and Board training budgets. (\*)  
Review of senior officer's remuneration package (\*)  
Recruitment of senior staff at Grade 9  
Staff grievance and disciplinary matters. (\*)  
Authority to obtain independent legal or other professional advice (\*)  
Approval of salary review award, if within budget (\*)

### **Health and Safety (\*staffing sub-group)**

Approval of the health and safety manual  
Approval of updates and KPIs (\*)  
Implementation, monitoring and review of the manual and procedures (\*)  
Implementation of Audit recommendations  
Review Health & Safety Working Group remit/minutes (meets twice per year).

### **Development (\*Sub-Group)**

Approval of development strategy and funding plans  
Purchase of land and buildings for development  
Approve housing mix, layouts in accordance with HfVN standards (\*)  
Approval of site investigation to approved 'at risk' levels (\*)  
Approval of development partners, professional consultants, and entering into contracts  
Approval to work up project proposals to financial appraisal stage  
Approval of all policies relating to development including standard design, technical specifications, defects, etc (\*)

### **Community Regeneration**

Approval of the strategy to deliver wider community regeneration activities  
Monitoring of wider third party funding applications, budgets and project outcomes  
Monitoring all successful Scottish Government projects, budgets and outcomes

### **Levern Property Services, subsidiary (\* Group shared responsibilities)**

Approval of the annual Business Plan for the subsidiary (\*)  
Appointment and removal of Board Members to the subsidiary (\*)  
Election of the chairperson (\*)  
Consideration of all LPS Board papers and Minutes (\*)  
Review staff terms and conditions of employment (\*)  
Approval of subsidiary policies  
Approve specialist advice on taxation, lending, and accounting requirements (\*)  
Consideration of the Group Business Plan (\*)

## **Customer Services**

Approval of tenancy evictions

Approval of all offers of housing in accordance with Entitlement payments and benefits policy for employees and Board members

Approval of annual rent, service charge and management fee reviews

Approval of Care Commission inspection reports, recommendations and action plans

Approval of the partnership agreement for the East Renfrewshire Housing Register, Section 5 protocols,

Approval of annual rent and service charge review

Approval of all tenancy agreements and occupancy arrangements

Approval of lease or management arrangements

Approval of all repairs and maintenance contractors

Approval of all CS policies

## **Property Services**

Approval of the annual planned and cyclical maintenance programmes

Approval and review of agency/service agreements between the Association and other organisations or service providers

Approval of overall Asset Management Strategy and all related policies

Settlement of any contractual claims

Approval of procurement strategies, frameworks and on-going monitoring

Approval of consultant and contractors procurement lists including deletions

Maintaining of SHQS and EESSH

Approval of property specification standards including new build and replacements

Monitoring of grant funded projects including ROTs, MTR, stage 3 medical adaptations,