



Appendix 2

# Standing Orders and Delegated Authority

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## 1. Introduction & Purpose

These Standing Orders set out the Cadder Housing Association's (CHA) governance structures and procedures which provide a framework for the effective management of CHA's business.

The Standing Orders are part of a wider governance framework which includes the CHA's Rules. (The 2020 Model SFHA Rules - were adopted in August 2021).

Nothing in these Standing Orders (or any subsequent alteration or amendment) shall be taken to permit Board Members or staff to act in contravention of the Rules or any statutory obligations.

The Rules refer to Committee Members. At Cadder, and throughout this document and our policies, we refer to our Committee Members as Board Members.

These Standing Orders:

- Do not restate regulations already covered in the Rules but provide supplementary detail.
- Establish guidelines for conducting business - including how business structures, proceedings, responsibilities and delegated powers to Office Bearers and Senior Staff will operate.
- Provide a flexible framework within which authorised decisions can be taken, enabling the CHA's aims and objectives to be met.

## 2. General

Nothing in these Standing Orders permits or requires the Board, Officers or staff to contravene the Rules or any statutory obligations.

## 3. Board Structure and Remit

The current business structure consists of the Board of Board Members, and an Audit & Staffing Committee.

The Board retains the right to establish:

- a. any other Committees necessary to enable it to effectively carry out its business, including any Appeals, Grievance or Disciplinary Committees.
- b. ad hoc, working or other special purpose groups of limited time duration to carry out specific tasks at the request of the Board.

The Standing Orders govern how each of these groups will operate.

For ease of reference, the remit of the Board is detailed in Appendix 1 and the Roles of the Chair, Vice Chair and Secretary at Appendix 2. The Role Profile for Board Members is attached at Appendix 3. The Terms and Reference of the Audit and

Staffing Committee is attached at Appendix 4. The scheme of delegated authority at Appendix 5.

The remit of the Health & Safety Committee and any Appeals, Grievance or Disciplinary Committees are outlined in the relevant Policies.

## 4. Board Membership, Meetings and Quorums

### 4.1 Membership & Composition of the Board

CHA's Rules set down that the Board shall be elected in accordance with sections 39-43 of CHA's Rules. The Board will comprise of no fewer than 7 and not more than 12 members, inclusive of co-optees. In the event of the number falling below 7, vacancies will be filled in accordance with the Rules to allow the Board to continue to function.

The Board will act swiftly to ensure any vacancies are filled as soon as possible. In doing so it will:

- seek to maintain an appropriate mix of skills and experience;
- ensure its composition adequately reflects the diversity of its customers and the communities in which it operates;
- ensure Co-opted Members do not comprise more than one third of the Board;

Board members are not paid for their contribution but out of pocket expenses are reimbursed as laid out in the Board Members Expenses Policy.

Eligibility for Board Membership is laid out in Rules 43-44.

The Board may fill casual vacancies and co-opt persons who shall normally be stakeholders to serve on the Board. Appointment of Co-optees is laid out in Rule 42.

The Board can co-opt anyone it considers is suitable over the age of 18 to serve on the Board or any sub-committee.

Co-optees can take part in discussions at the Board or any sub-committees and vote at Board and sub-committee meetings on all matters except those which directly affect the Rules, the membership of the Association or the election of the Association's Office Bearers.

Co-optees may not stand for election, nor be elected as one of the Office Bearers of the Committee.

Board Members co-opted in this way must not make up more than one-third of the total number of the Board or sub-committee members at any one time. The presence of co-optees at Board Meetings will not be counted when establishing whether the

minimum number of Committee Members are present to allow the meeting to take place as required by Rule 48 and the presence of co-optees will not count towards the quorum for sub-committee meetings.

The Board will arrange annual reviews to assess the continued contribution and effectiveness of all Board Members, including co-optees as well as the continued objectivity and challenge of any Board Member seeking to continue in office beyond 9 years. Appropriate Training will be arranged for all Board Members to ensure they can develop necessary skills. The process is laid out in our Board Recruitment, Induction and Effectiveness Policy.

#### 4.2 Annual General Meeting (AGM)

The timetable leading up to the AGM is set out below:

<b>Annual General Meeting: Election Process</b>		
<b>Stage</b>	<b>Event</b>	<b>Month</b>
a)	Board Appraisals	Jan - Mar
b)	Appraisal report to Board	Jan – Mar
c)	Recruitment of new Board Members as required	April/August
d)	Notice of Board Members due to Retire	June
e)	Secretary Notice of compliance with Rules 62 to 67	June
f)	Board meeting - finalise AGM arrangements	June
g)	Intimation of intended date of the AGM and nomination procedure	>28 days before AGM
h)	Notice of AGM to Shareholders	>28 days before AGM
i)	Notice of Election Process: Call for nominations	>28 days before AGM
j)	Issue Proxy Form to Shareholders	>28 days before AGM
k)	Membership applications frozen pre AGM	= 14 days before AGM
l)	Deadline for nominations	21 days before AGM
m)	Deadline for proxy form	5 days before AGM
n)	Final notice of AGM	5 days before AGM
o)	AGM	September
p)	Board Meeting to appoint Office Bearers – immediately following AGM	September

#### 4.3 Committee Membership

The Board retains the right to review and amend its Committee structure as necessary and to refer work to Committees - whether standing or ad hoc/ working/ special purpose committees.

All Committees will have a minimum of 3 and a maximum of 8 Board Members.

The Board will appoint Members to particular Committees and will review these appointments annually or as circumstances require.

In doing so, the Board will seek to ensure an appropriate mix of skills, experience and diversity within each Committee.

Preferences will be taken into account, and no Board Member will be compelled to join any Committee. Where necessary elections will take place to agree membership of each Committee.

Any Board Member may request papers for, attend, or make representations to any Committee meeting - whether a member of that Committee or not, with the exception of Staffing, Appeals and Grievance Committees (for which this would not be appropriate). However, only members of a Committee may vote at its meetings.

#### 4.4 Frequency of Meetings

There will be no fewer than 6 meetings of the Board in any one calendar year. A calendar of meetings will be agreed during the 3<sup>rd</sup> Quarter of each financial year for the next financial year.

Dates of meetings may be altered, and additional meetings called by arrangement between the Chair and the Secretary.

A special meeting may be requested by any Board Member submitting notice in writing or by email to the Secretary. That notice must specify the business to be transacted. Arrangements for holding the meeting are as contained in CHA's Rules.

The frequency of meetings of Committees will be determined as necessary. However, the Audit & Staffing Committee will meet at least twice a year.

#### 4.5 Quorums

The quorum for a Board meeting will be four Board Members. The presence of co-optees at Board Meetings **will not be counted** when establishing whether the minimum number of Board Members are present to allow the meeting to take place as required by Rule 48 and the presence of co-optees **will not count towards the quorum for sub-committee meetings.**

However, for any item on which a Board Member would not be entitled to vote, including due to a declaration of interest, then that Board Member cannot be counted in determining the quorum required for that part of the meeting.

Where there are insufficient Board Members present to form a quorum within half an hour of the agreed starting time for the meeting to commence, no business may be transacted other than for the Board to fill any vacancies or call a general meeting. Adjourned meetings will be re-scheduled by the Secretary in arrangement with the Chair, taking account of the urgency of business.

In exceptional circumstances, where there is no quorum, and a decision on a particular matter is required that day, the Chair of the Board/Committee (or in the absence of the Board Chair, the Vice Chair) may authorise the action required under the scheme of delegations of authority detailed in the Appendices subject to homologation by the next meeting.

## 5. Office Bearers and Committee Chairs

CHA's Office Bearers are the Chair, Vice Chair and Secretary. They will be elected by the Board from amongst and by the board members. Elections will generally take place at the first Board Meeting after an AGM, unless no elections are actually required at that time.

Elected Office Bearers will initially serve until the next AGM, unless they cease to be a Board Member or a majority of the Board vote for their earlier removal.

Office Bearers re-elected to the same post without a break will then serve until the next AGM, unless they cease to be a member of the Board or a majority of the Board vote for their earlier removal.

Should an Office Bearer position become vacant during the year, the Board will elect a replacement Office Bearer who will serve until the next AGM unless they cease to be a member of the Board or a majority of the Board vote for their earlier removal.

The Chair and Vice Chair can normally each only serve for a maximum term including not more than 4 AGM's and will then not be able to stand for the same post until a further year has elapsed. However, they will be eligible for election to other posts. In exceptional circumstances however where the Board determine that it is necessary, in the best interests of CHA, Office Bearers may stand for re-election, until the next AGM.

All Committees, adhoc, working or other special purpose groups will elect a Chair from its members, who will then serve until the next AGM.

## 6. Conduct of Meetings

### 6.1 Agenda and Papers

The agenda and papers for each Board or Committee meeting will be sent out no less than five working days beforehand.

The Secretary will agree the composition of the agenda with the appropriate Chair, and thereafter ensure that all minutes, reports and papers are produced in the current approved format for issue.

The circulation or "tabling" of late papers will not normally be permitted. However, the Chair may allow the addition of a late item to the agenda where the matter is

considered urgent and requires a report to be received or a decision made at that meeting.

The proceedings of any meeting will not be invalidated by the non-receipt of the agenda and papers by any board member.

## 6.2 Chairing of Meetings

In the Chair's absence, or where the Chair is unable to participate due to a declaration of interest, the Vice Chair will chair the meeting. Where the Vice Chair is also absent, the Board Members present will appoint one of their number to chair that meeting.

Where the Chair arrives after the commencement of a meeting at which the Vice Chair or other Board Member has taken the chair, that person will continue to chair the meeting until the agenda item under discussion has been completed, when the Chair will take over.

The same process will relate to the chairing of Committee meetings, except that in the absence of the Chair, the appointed Board Members will appoint one of their number to chair that meeting.

## 6.3 Length of Meetings and Adjournments

Board meetings or Committee meetings should not last for longer than 2 hours.

At the end of that time the meeting will end unless there is support from at least two thirds of those present for it to continue until either all the business, or the business requiring to be resolved that day, is completed. The maximum additional time allowed, under this agreed suspension of standing orders is thirty minutes.

Where there is still insufficient time to conclude all business the meeting will be either:-

- formally closed, with remaining business being added to the agenda for the next scheduled meeting; OR
- adjourned to the same day and time the following week.

An adjourned meeting will be regarded as a continuation of the original meeting and decisions reached then will be recorded as having occurred then. No business will be dealt with at the additional meeting, other than the unfinished business from the original meeting.

## 6.4 Order of Business

Meetings will follow the order of the agenda, unless the Chair determines that there is good reason to change this.

Any business which is not on the agenda, but which a Board Member or officer wishes to raise (normally under Any Other Competent Business), should generally be discussed with the Chief Executive Officer or Chair as far as possible in advance of the meeting, but in any case, prior to commencement of the meeting. The Chair will have discretion as to whether or not items are added to the agenda.

Urgent items of a serious nature will generally be included. However, as neither Board Members nor staff will have had the opportunity to prepare in advance, then decisions should generally not be taken until subsequent meetings.

Where any request for inclusion in the agenda is turned down, the business will be included in the agenda for the next scheduled meeting.

#### 6.5 Declarations of Interest

A standard item will be included on the agenda for all meetings asking Board Members to declare whether they have an interest in any items of business about to be discussed.

Any Board Member declaring an interest will take no part in the discussion or decision on the item(s) concerned and may also be requested to leave the meeting for the duration of the item(s), should a majority of Board Members present and eligible to vote on that item so require.

Any declaration of interests raised during a meeting will be recorded in the minutes of that meeting. If not already covered by an entry in CHA's Register of Interests a relevant entry will also be made. More information on declarations of interest can be found in CHA's Code of Conduct.

#### 6.6 Motions and Amendments - Current Agenda

Any item of business that requires to be formally adopted, approved or decided by vote, will be done so by the submission of a formal motion that will require to be seconded. The names of the proposer and seconder will be minuted, and in the absence of further discussion, will be voted on by the Board Members. Where further discussion is required, the Chair will determine whom, and in what order, Board Members can speak.

An amendment to a motion can be proposed by any Board Member at any time and, to be considered, will require to be seconded. Where there is more than one amendment, each one will be considered and voted on in the order in which they are raised. If an amendment is approved, it will become the motion on which further amendments may be proposed.

All speakers will address the Chair and all other Board Members will observe order when a Board Member is speaking. The time limit for individual speakers, and for a discussion of a particular item, will be at the discretion of the Chair.

All amendments must be relevant to the subject under discussion, and the Chair of any meeting will have the power to rule out of order any motion or amendment which is, in their opinion, irrelevant or incompetent.

#### 6.7 Motions for Inclusion in a Future Agenda

Notice of a motion for consideration at a future meeting should generally be given at any ordinary meeting of the Board/Committee, or in writing to the Company Secretary

or appropriate Chair as far as possible in advance of that future meeting, but not later than 10 days before it.

If the Board Member submitting the motion is absent at the next meeting when the motion is due to be considered, the motion shall be carried forward to the following meeting. If the Board Member is absent again the motion will fall.

A motion proposing an amendment or contradiction to a previous Board decision will require to be submitted in writing for inclusion on the appropriate agenda and be supported by at least one third of the Board Members. Such motions will not generally be permitted until at least six months has elapsed from the date of the adoption of the original decision. However, exceptions include:

- introduction of new legislation or regulations; or
- new pertinent facts, as confirmed by the Chair, have come to light

## 6.8 Voting

Voting will normally be by a show of hands. A simple majority of those present and voting will decide the matter, except where CHA's Rules require a different majority. In the event of a tie, the Chair will have an additional casting vote.

Any Board Member present may propose that a vote be taken by secret ballot. To be considered, such a proposal will require a seconder. There will be no discussion on the proposal and a vote by show of hands will take place. To be carried, a simple majority of those present and eligible to vote will require to vote in favour.

Board Members will not be included or counted if the matter under consideration is one on which they are not entitled to vote.

## 6.9 Meeting Format

CHA has introduced MS Teams as a means of meetings as a result of the COVID-19 pandemic and these meetings may take place remotely and count as if an in-person meeting had been held.

## 6.10 Points of Order

Any Board Member may raise a point of order at any time during a meeting. All questions of order will be decided by the Chair having due regard to the advice of staff, consultants, or specialist co-opted Board Members present at the meeting. This ruling will be final. No other Board Member will be able to speak to the point of order without the Chair's consent.

## 6.11 Suspension of Standing Orders

Any motion to suspend Standing Orders will require to be proposed and seconded. To succeed, the motion will require to be supported by two thirds of Board Members present.

### 6.12 Confidentiality

Board Members and staff will regard all matters discussed at Board/Committee Meetings or in any other arena as strictly confidential. More details can be found in the Code of Conduct and Openness, Accountability & Confidentiality Policies.

### 6.13 Media

When/if it proves necessary to formally speak to the media about the CHA's business, this should be carried out by the Chief Executive Officer or Chair, as agreed between them as most appropriate to the enquiry, and subsequently reported to Board.

### 6.14 Minutes

The Secretary will normally be responsible for ensuring that the business of each Board or Committee meeting is properly minuted.

An exception would be where the Board has agreed to exclude staff, when the meeting will elect a minute taker who will be responsible for producing a minute of that meeting or item. The minutes will include:-

- names of Board Members present; any staff or others in attendance and any apologies received
- approval of the minutes of the previous meeting
- description of each item of business considered, major points raised on each item including who made them and the Board/Committee's eventual decision
- names of those proposing or seconding any motion or amendment
- result of any vote and whether by show of hands or secret ballot
- any declarations of interests by members

### 6.15 Minute Approval

The draft of the minutes will be presented at the next appropriate meeting.

To be adopted, the minutes will require to be proposed and seconded by any two Board Members who attended the previous meeting and approved by the majority of those present.

Minutes may be adopted subject to the inclusion of an amendment to correct or clarify a point. Any amendment(s) required must be proposed, seconded and approved by a majority of Board Members present, prior to the formal adoption of the minutes.

The original copy of the minutes (where appropriate, with any amendments included) will be considered as signed by the Chair of the meeting at which they were approved.

The minutes of Committee meetings, or working groups, will be submitted to the next scheduled meeting of the Board "for information". The minutes will be formally approved at the next meeting of that Committee or working group.

Any Board Member who disagrees with a majority decision made at a Board/Committee meeting may request that their dissent be recorded in the minutes.

However, such Board Members will accept the will of the majority of Board Members and collective responsibility for ensuring successful implementation of such decisions.

A Board Member who was not present at a particular Board/Committee meeting, may request clarification of a point in the minutes at the following meeting, but may not re-open discussion on any item where a decision was made at the previous meeting unless that item had not been included in the agenda circulated prior to the meeting.

A Board Member who does not serve on a particular Committee may request clarification of a point in the Committee minutes but may not re-open the discussion of that item, except where the Committee has referred an item back to the Board for consideration.

#### 6.16 Openness and Confidentiality – Public Minutes

At the same time as the Minutes of the Board meeting are being considered for approval, a public version of the minute will also be approved prior to it being posted on CHA's website. In the Public Minute, some items may be treated as confidential or commercially sensitive and will therefore be excluded from this version of the minute. More information can be found in CHA's Openness, Accountability & Confidentiality Policy.

#### 6.17 Conduct of Board Members & Declaration of Interest

In conducting the CHA's business, Board Members will adhere to these Standing Orders; CHA's Code of Conduct, as well as relevant good practice guidance from the Scottish Housing Regulator and others relevant publications.

The Secretary will ensure that each year following the AGM, Board Members are issued with the Code of Conduct and complete an updated declaration of interest form.

The Board and Committees' re-affirm that they will not take any decisions which contravene current legislation, statutory regulations, any approved codes of practice or their Memorandum and Articles of Association.

The Board will assess annually the skills, knowledge, diversity, and objectivity required to achieve and maintain good governance as laid out in the Board Recruitment, Induction and Effectiveness Policy.

## 7. Interim and Emergency Decisions

It is recognised that effective pursuance of CHA's work will require decisions to be taken between meetings. The Scheme of Delegated Authorities outlined in the Appendices provides delegated authority to the Chair, Vice Chair and Secretary to take appropriate action, subject to the principle that use of such interim decisions will be minimised, that they will be reported to the next meeting for homologation and the underlying principle that these will involve the minimum necessary commitment on behalf of CHA.

## 8. Review

These Standing orders will be reviewed at least every three years and sooner if required by legislative requirements.

## Remit of the Board

CHA's Board as its governing body is responsible for the organisation's strategy, leadership, controls and compliance with same.

Noted in the tables below are the collective responsibilities of the Board and those matters which the Board cannot delegate.

### Board Collective Responsibilities

<b>a</b>	Define, approve and review the overall mission, vision, core values and aims and objectives of the organisation, taking account of its operating environment and the needs and views of its tenants, future tenants and other service users
<b>b</b>	Provide leadership to the organisation, setting values and standards and ensuring that its obligations to stakeholders are met
<b>c</b>	Establish a framework for approving strategies, policies and plans to achieve those objectives
<b>d</b>	Satisfy itself as to the integrity of financial information and approve each year's financial statements prior to publication, and approve each year's budget and business plan
<b>e</b>	Establish and oversee a framework of delegation and systems of internal control, which are reviewed annually
<b>f</b>	Establish and oversee a framework for the identification, management and reporting of risk, in order to safeguard assets
<b>g</b>	Agree policies and decisions on all matters that might create significant financial or other risk to the organisation, or that raise material issues of principle
<b>h</b>	Monitor performance in relation to these strategies, plans, budgets, controls and decisions and also in the light of tenant and service user feedback and benchmarking performance of comparable organisations
<b>i</b>	Establish and monitor a mechanism for communicating and receiving feedback from tenants, service users, stakeholders and shareholders
<b>j</b>	Provide leadership to the organisation, its Senior Officer and staff and ensure obligations to stakeholders are met
<b>k</b>	Appoint (and if necessary, dismiss) the Senior Officer following agreed procedures, and approve the salary, benefits and terms of employment and annual appraisal process
<b>l</b>	Satisfy itself that CHA's affairs are conducted lawfully and in accordance with the sectors and other generally accepted standards of performance, probity, good practice and regulatory requirements
<b>m</b>	Assess and review compliance with CHA's Code of Conduct
<b>n</b>	Ensure compliance with the Rules and other statutory requirements
<b>o</b>	Ensure that the organisation has adequate resources to meet its objectives
<b>p</b>	Appoint Office Bearers and Committee Members
<b>q</b>	Establish and oversee the arrangements for the employment of staff
<b>r</b>	Approve appointments to the senior staff

### **Board Collective Responsibilities**

<b>s</b>	Assess and review compliance with the Scottish Housing Regulators regulatory framework, including receiving relevant reports to allow the annual Assurance Statement to be compiled
<b>t</b>	Review significant matters with regard to relationships with other bodies i.e. Scottish Government, Office of the Scottish Charity Regulator (OSCR), Financial Conduct Authority (FCA), Companies House, local authorities, other statutory bodies and other registered providers
<b>u</b>	Consider any matter reserved to it by the Financial Regulations
<b>v</b>	Embrace and monitor the application of equality, diversity and inclusion principles

### **Matters reserved for Board which cannot be delegated**

<b>1</b>	Expansion of operations into new activities or outside its existing geographical area
<b>2</b>	Any decision to cease a material part of operations
<b>3</b>	Changes to the corporate structure, including setting up subsidiaries
<b>4</b>	Approval of resolutions to be put forward at a general meeting
<b>5</b>	Changes to the structure, size and composition of the organisation
<b>6</b>	Approval of Board membership, including Chair and terms of reference

### Role Description for Chair, Vice Chair & Secretary

#### 1.0 Introduction

This purpose of this document is to clearly define the functions and roles of the Chair, Vice Chair and Secretary consistent with the principles set out in the Regulatory Code of Governance, published by the Scottish Housing Regulator, and with associated regulatory requirements.

The Chair of the Board has particular duties and responsibilities and should always remember that he/she is acting on behalf of the Board and not in isolation.

The position of Chair is referred to in CHA's Rules, Standing Orders, and other policies. It is also referred to in relevant legislative and regulatory requirements governing Companies, Charities, and Registered Social Landlords. The Chair must always act in accordance with the requirements of CHA's own governing documents and Policies, as well as with applicable legislative and regulatory requirements.

#### 2.0 Responsibilities of the Chair

The overall responsibilities of the Chair are to provide leadership to the Board and Board Members, and to ensure the efficient and proper conduct of the Board's business and acting on occasions under delegated authority on behalf of the Board.

The specific responsibilities of the Chair are as follows:

##### 2.1 Providing leadership to the Board

The Chair will:

- Represent CHA and present constructive views on its behalf.
- Keep the composition, skills and effectiveness of the Board under review, and recommend action to remedy any deficiencies.
- Ensure that the Board receives and takes due account of appropriate professional advice.
- Ensure, in the event of a vacancy, in conjunction with other members of the Board, that the CEO post is filled in a timely and orderly fashion, in accordance with employment legislation, good practice, Employers in Voluntary Housing guidance, and CHA's own recruitment policies.
- Ensure, in conjunction with other members of the Board, that the remuneration of the CEO is considered, and recommendations made to the Board.
- Arrange, with other members of the Board, for the annual appraisal of the CEO, and report results to the Board.
- Provide ongoing support and guidance to the CEO and (where necessary) initiate any disciplinary action, in accordance with employment legislation, good practice, Employers in Voluntary Housing Terms and Conditions, and any specific terms agreed for the post.

## 2.2 Ensuring the efficient and proper conduct of the Board's business

The Chair will:

- Chair all general meetings of CHA in accordance with its Rules and the requirements of the other legal and statutory duties.
- Chair all meetings of the Board, in accordance with its Standing Orders, and ensure the efficient and proper conduct of the Board's business.
- Ensure that the views of all Board members are sought before any important decision is taken at meetings.
- Decide on any points of order arising at any meetings of the Board.
- Keep order and make sure that every member has a fair hearing and an opportunity to express their views on the subject under discussion.
- Decide all matters of order, relevancy and at their discretion, alter the order of business at any stage of the meeting.
- Exercise a second and deciding vote in the event of a tie in the vote of the Board.

## 2.3 Acting under delegated authority on behalf of the Board

The Chair will:

- Initiate any investigation under the terms of CHA's Code of Conduct.
- Ensure that CHA's business is efficiently and accountably conducted between Board meetings.
- Act as the final authority in relation to appeals and complaints, in accordance with CHA's policies.
- Authorise documents requiring the Board or the Chair's authorisation.
- Take decisions on behalf of CHA in the event of emergencies that occur out-with the regular Board cycle, reporting these back to the Board for ratification. Specific provisions relating to the use of delegated authority are outlined in the Standing Orders, Financial Regulations, and Delegated Authorities Schedule.

## 2.4 Additional Points

The Chair is offered training where appropriate to help them develop their skills in relation to the responsibilities associated with the post.

In exercising their responsibilities, the Chair may seek the advice and support of the Vice Chair, Chairs of Committees, other office bearers or Board Members with relevant knowledge or expertise, and will seek and take due account of the advice of the CEO, other staff, finance agent, auditors or other consultants, as appropriate.

However, the Chair remains solely responsible for the decisions which lie within the responsibilities of the post, and their decisions in these matters are final.

The relationship between the Chair and CEO, as leaders of the Board and of the Staff respectively, is vital to the effective governance of CHA. The relationship must be

based on good and regular communication, mutual trust and support and an understanding of the respective roles and responsibilities.

### 3.0 Vice Chair

The overall responsibilities of the Vice Chair, or any other Board Member nominated by the Board to do so on a contingency basis, are to stand in for the Chair in their absence, and to execute the duties and responsibilities outlined above, on a temporary basis, pending the return of the Chair, or election by the Board of a new Chair should circumstances require.

The purpose of this post is to ensure continuity of good governance. The Vice Chair will not seek to implement material changes in policy or direction when acting as stand in for the Chair, except where exceptional circumstances require such immediate action and this has first been discussed with and due account taken for the advice of the CEO, Scottish Housing Regulator, Auditor, Finance Agent, consultants or other staff - as appropriate to the circumstances.

### 4.0 Secretary

The overall responsibility of the Secretary is for the administrative arrangements as laid out in the Rules of CHA. In conjunction with the CEO will ensure duties and responsibilities are executed timeously.

The Secretary, as an Office Bearer may deputise as the Chair or Vice Chair as detailed above.

The secretary is accountable to Members of the Board for the effective arrangements for meetings, record keeping, submission of reports and other documents to regulatory and other administration arrangements.

## Role Profile for Board Members

**Competency Framework**

Board Members are expected to possess the undernoted competencies:

<b>Competency</b>	<b>Definition</b>
<b>a</b> Think strategically	Able to understand the environment in which we work, see the bigger picture, think 'outside the box' to see the implications of changing circumstances, and able to use this knowledge to provide strategic direction to inform the current and future needs of the organisation.
<b>b</b> Represent the interests of tenants, customers and communities	Be able to consistently understand and represent the needs and interests of tenants, customers and communities.
<b>c</b> Guide strategic action	<p>Believe in the core mission and values of CHA and be able to translate this vision into expectations, goals and tangible measures, so that CHA's performance can be delivered and monitored.</p> <p>Understand the risks inherent in the housing sector and recognise and select between small and large risks and how to manage same</p> <p>Understand the individual and collective roles and perspectives of the Senior Management Team and of the Board, and be able to use various forms of communication to identify priorities, influence, resolve conflict and provide guidance.</p>
<b>d</b> Seek out relevant and critical information	Be prepared to behave as a critical friend, be proactive, apply your knowledge broadly and have the confidence to ask the difficult or challenging questions to enable objective judgements to be made.
<b>e</b> Solve problems and make decisions	Prepare thoroughly for meetings and show that you have evaluated proposals, can describe and summarise the key issues clearly and prioritise the main risks and benefits, to help make decisions.

	<b>Competency</b>	<b>Definition</b>
<b>f</b>	Be sensitive to others	Be self-aware, aware of the needs of others, able to observe and listen well, involve others in discussion and debate, ask questions in a non-threatening way, able to admit mistakes.
<b>g</b>	Work effectively with others	Work constructively as part of a team to build consensus, can regulate and adjust your behavior according to specific situations or contexts, and network on behalf of CHA with external stakeholders and work with other Board Members and the staff team.
<b>h</b>	Behave as a corporate citizen	Have high levels of integrity and honesty, align your own goals with the values and ambitions of CHA, recognise and respect diversity and use this knowledge to drive forward wider 'community' objectives, rather than personal agendas, in the context of sound business management and corporate governance.
<b>i</b>	Build capacity and capability	Provide leadership to create and maintain a 'Learning Board", share and evaluate skills, expertise and experience, ensure quality time to plan new initiatives and provide a mentoring and advisory role to maximise the effectiveness of the Board.

## Qualities

### Commitment and capacity of Board Members

- Commitment to CHA's Mission and Values
- Time to attend meetings of Board and Committees, strategic debates and ad-hoc discussions
- Undertake training and development

### Personal Qualities

- Enthusiasm
- Honesty and integrity
- Good listener and clear communicator
- Have respect for diversity and value different points of view.

## Terms of Reference of the Audit & Staffing Committee

### 1. Role

The Audit & Staffing Committee is appointed by the Board to discharge CHA's responsibilities in the areas of financial reporting, internal control, risk management, investment and personnel matters.

### 2. Objectives

The Audit & Staffing Committee provides advice to give assurance to the Board that:

Risk Assessment and Mitigation is embedded into financial and non-financial management processes;

- a) Overall Governance Arrangements are appropriate and operating effectively;
- b) Legislative and regulatory requirements governing activities as a, Registered Social Landlord, Charity and employer are being complied with, including all necessary returns;
- c) The financial control framework is effective and supported by an appropriate compliance culture;
- d) External financial reporting is prudent, accurate, appropriate and consistent with accounting policies;
- e) Internal financial and management reporting is timely, prudent, appropriate and consistent with the external financial reports; and
- f) Internal Audit Assurance provides an appropriate level of comfort

### 3. Specific Responsibilities

This section highlights the most significant responsibilities of the Committee; it can be amended at the Committee's discretion, subject to agreement of the Board, to ensure the objectives are met.

#### 3.1 Financial Reporting

To review the Annual Financial Statements, before their submission to the Board, ensuring that they are prudent, accurate, appropriate and consistent with the CHA's Accounting policies.

To meet with the External Auditors to review the Annual Financial Statements, review the Key Accounting Policies and take judgements on the treatment of unusual items.

To review relevant sections of the Annual Report ensuring the information is adequate, consistent and easily understood.

To recommend the adoptions of the Annual Financial Statements to the Board and Members of CHA. In doing this the Audit & Staffing Committee will pay particular attention to:

- Accounting policies and practices;
- Decisions involving a major element of judgement;
- Accounting treatment and disclosure of any unusual transactions in the year;
- The clarity of disclosures in the Annual Financial Statements;
- Assurances about the financial systems which provide the figures for the Annual Financial Statements
- Significant adjustments resulting from the External Audit.

To consider and make recommendations to the Board in relation to the appointment, reappointment and removal of Finance Agents.

To oversee the relationship with Finance Agents including the approval of their terms of engagement and remuneration.

To meet with and assess the performance of Finance Agent.

### 3.2 Internal Control

To consider CHA's Financial Control Framework, including financial authorities, management accountabilities and the main financial controls relating to the key financial and operational processes.

To consider sensitive audit findings, any matters which the internal and external auditors may wish to raise, and any other matters of major importance, and to report if appropriate to the Finance Agent, CEO and Board thereon together with any recommendations for improvements. Where deemed necessary and appropriate such consideration will be in the absence of management.

To consider the adequacy of management responses to any major Internal Audit or External Audit recommendations.

To consider and advise the Board and CEO on the adequacy of the annual and medium-term work plans of Internal Audit and ensure it links appropriately to that of the External Auditors.

To consider all reports from the Internal Auditor and to discuss as appropriate any issue relating to these reports. Where deemed necessary and appropriate such consideration will be in the absence of management. The Audit & Staffing Committee may also direct Internal Audit to carry out work in any area where they believe further/additional assurance is required.

To consider and make recommendations to the Board in relation to the appointment, re-appointment and removal of Internal Auditors.

To oversee the relationship with Internal Auditors including the approval of the terms of engagement and remuneration.

To meet with and assess the performance of Internal Auditor.

### 3.3 Risk Management

To independently monitor and assess the effectiveness of the Risk Management Policy established by management to identify, assess, and manage Risk.

Focus is given to assessing:

- The Risk Management Policy adopted for the management of CHA's key risks and processes. This encompasses all types of risks. (e.g. strategic, operational, financial, reputation, and compliance with relevant legislation and good practice guidance-including but not restricted to - Housing, Environmental, Employment, Health & Safety Equality and Diversity.)
- Management's ownership and accountability in relation to these risks;
- The level of assurance provided relating to the management of the key risks including those identified in the Business Plans and Risk Registers;
- To review and approve the statements included within the CHA's Annual Financial Statements concerning Risk Management.

### 3.4 Governance arrangements

To review and advise on the adequacy of the CHA's anti-bribery, anti-fraud and Whistle-Blowing Processes.

This will include ensuring that appropriate arrangements are in place for staff, in confidence, to raise concerns about possible improprieties (e.g. in financial reporting or re possible fraud), and ensuring that adequate arrangements are in place for proportionate and independent investigation of such matters and for appropriate follow-up action.

### 3.5 External Auditor

To review any progress reports from the External Auditor on work that they are performing including audit of Annual Financial Statements and any interim or other reviews.

To discuss with External Auditor as appropriate any issue arising from the audit or relating to their reports. Where deemed necessary and appropriate such consideration will be in the absence of management.

To consider and make recommendations to the Board in relation to the appointment, reappointment and removal of the External Auditors.

To oversee the relationship with the external auditors including the approval of the terms of engagement and remuneration.

To review and approve any Annual Audit Plan.

### 3.6 Staffing, HR & Personnel

The key responsibilities are:

- Annually review salaries within CHA's membership of EVH.
- Administering CHA's Disciplinary and Grievance procedures ensuring all policies are complied with and to hear appeals by staff at the appropriate stage as outlined in the Conditions of Services A12 and A13.
- Being responsible for dismissal of staff guilty of continuous serious misconduct or gross misconduct
- Recruitment of senior staff roles – Grade 8 and above.
- Reviewing staffing policies to take account of good practice and legislative changes.
- Deciding on staff structure and make recommendations to the Board.
- Assessing the effectiveness of the staff appraisal process.
- Monitoring Board and Staff training plans and ensure training budgets are suffice.
- Monitoring staffing KPI and taking necessary action.
- For the Chair of the Committee to conduct the annual appraisal of the CEO together with the Board's Chair.

## 4 Reporting

To regularly update the Board on its activities or matters arising during the year.

The Chair will produce and present to the Board an annual report summarising the activities of the Committee and the outcomes of its work.

## 5 Membership

Members of the Committee will act with independence and objectivity in the conduct of their responsibilities. In addition, each member should have a sound understanding of the objectives and priorities of CHA and of their role as an Audit & Staffing Committee member.

A Committee member or attendee who becomes aware of a potential conflict of interest relating to matters being discussed by the Committee should give prior notification to the Chair or, if this is not possible, declare this at the meeting and, where necessary, withdraw during discussion of the relevant agenda item.

The Board will be responsible for the appointment and removal of members of the Audit & Staffing Committee.

The Audit & Staffing Committee will consist of not less than 3 and not more than eight Board Members of the Board.

The Audit & Staffing Committee will also be attended and serviced by the CEO and as deemed necessary and appropriate by the Finance Agent. Other staff, or consultants, or advisors may also be invited to attend, at the discretion of the Chair.

Members of the Audit & Staffing Committee will normally serve for a term of three years, unless they retire or are removed from the Board or are otherwise unable to continue serving on the Committee. Reappointment by the Board for further terms is permitted, to ensure development and continuity of relevant expertise.

The Chair of the Audit & Staffing Committee shall generally be the most suitably qualified and experienced member, preferably a member of a recognised accountancy body, where possible.

The Chair will attend the AGM and they will be prepared to answer any questions raised by the members on matters within the Audit & Staffing Committee's area of responsibility.

For the avoidance of doubt presentation of CHA's Annual Financial Statements to the members is within the remit of the Finance Agent, and the Annual Report will generally be presented by the Chair of the Board.

## 6 Meetings

The Audit & Staffing Committee will meet at least two times a year at appropriate times in CHA's Financial Reporting cycle.

At least once a year the Audit & Staffing Committee will offer Internal and External Auditors the opportunity to meet without staff present, even if they do not themselves deem this necessary. If neither the Auditors nor Audit & Staffing Committee members deem it necessary, then Management may otherwise attend meetings.

A minimum of three members of the Committee must be present for the meeting to be declared quorate. In the absence of the Chair the meeting may be chaired by another member.

Written agendas and supporting papers will, wherever possible, be produced and distributed at least one week (5 working days) before meetings to members, other necessary attendees, and any other Board Member requesting the opportunity to attend. Minutes will be promptly produced and circulated to Committee members and all other attendees, and will subsequently be distributed to other Board Members along with any reports back to the Board on the Audit & Staffing Committee.

## 7 Annual Review of Remit and Performance

The Committee will assess its effectiveness, and will also review these Terms of Reference, annually. It will submit recommendations for any proposed changes to the Board for approval.

### Schedule of Delegated Authority

It is recognised that the effective pursuance of the CHA's work requires decisions to be taken without awaiting Board approval, and that many routine matters will fall to be decided by members of staff, in accordance with approved policy.

Accordingly, this Scheme of Delegation sets out the basis on which delegated powers shall be exercised by office bearers and senior staff.

The Board's purpose in approving this Scheme of Delegation of Powers is to ensure that the work of CHA is not unnecessarily delayed for decisions which are clearly within the general terms of CHA policy.

Accordingly, the office bearers and staff shall, in all cases, seek to use delegated powers to maintain progress in the various areas of work, provided that no policy decisions are taken or major financial commitments entered into without the approval of the Board.

### Office Bearers

The Chair or in their absence, the Vice Chair or in their absence the Secretary, shall have a general remit to consult with the CEO to ensure that all necessary decisions are taken in between meetings of the Board.

The Chair of any Committees with delegated powers on the issue requiring decisions, in consultation with the CEO, shall have discretion to authorise such actions or decisions as may be necessary to avoid delays in progressing the work of the CHA, provided that all matters on which the Chair, Vice Chair (or Secretary) has authorised action shall be reported to and homologated by the following meeting of the Board.

It shall be understood that, in all cases where discretionary authority is delegated to the Chair, the same authority shall be delegated to the Vice Chair in the absence of the Chair and the Secretary in the absence of the Vice Chair.

### Secretary

The Secretary shall have authority -

- to carry out the duties of Secretary as laid down in the Rules and to ensure the proper completion and security of all legal documents.
- to accept applications for membership and to report them to the following meeting of the Board. Discretion on ordinary membership applications will be retained by the Board.

### Financial Delegated Authority

The Chair and Vice Chair shall have authority -

- to authorise expenditure in excess of budget in accordance with limits set out in the financial regulations.

### Emergency Arrangements

Where urgent decisions with policy implications become necessary and when it is impracticable to call a special Board meeting, the Chair [or the Vice Chair if the Chair is not available, or Secretary of Vice chair is also no available] shall consult with such other office bearers [including the chair of any relevant committee] and the CEO as are available. Any such decisions must be reported to and homologated at the following Board meeting.

### Staff

Staff shall have authority to carry out their duties as detailed in their job descriptions, or as otherwise directed by the CEO [or such other person as may be authorised to deputise in their absence, or in the case of the CEO, by the Chair or Vice Chair in their absence], subject to compliance with agreed policy and procedures, these standing orders and financial regulations.

For the avoidance of doubt, no commitment shall be made by staff on any of the following without specific Board approval -

- acquisition or disposal of properties [including leases and securities]
- changes to terms and conditions of staff
- appointment of permanent or temporary staff
- entry into contracts or appointments with commitment values exceeding the levels of delegated authority stipulated in the relevant appendix to the Financial Regulations and related Authorised Signatories Procedure.

These generally limit discretion without prior Board Approval to not more than £10,000 for the CEO. However, for the avoidance of doubt, this does not preclude action under the emergency arrangements outlined above, where essential works would otherwise be unnecessarily delayed whilst awaiting decisions which are clearly within the general terms of CHA Policy.