Standing Orders and Scheme of Delegated Authority

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wellhouse Housing Association

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1. Introduction

Good governance depends on clarity. Organisations require to be both accountable and compliant. To achieve this, it is essential that there are clear, strong systems to support effective governance and the smooth conduct of business.

Standing orders are written documents which outline the way in which Wellhouse Housing Association (WHA) conducts its affairs. Essentially, they are the operational procedures of the organisation and take account of the constitutional framework – the Rules or Articles.

The standing orders can be used as a source for guidance about how decisions are made, where authority rests and how it can be exercised, as well as setting out the processes which support the organisations governance.

2. Governance Structure

2.1 Most of the Association's business is conducted by the management committee, however under rule 57.1, it has been agreed to operate three subcommittees noted below. The governance structure is defined in **Appendix 1**.

- Audit and Risk (meets quarterly)
- Staffing (meets twice per year)
- Development (meets quarterly)

2.2 The remit of the management committee and all sub committees is outlined within **Appendix 2.** Such remits cannot be changed without approval of the governing body.

2.3 All sub committees will make decisions and operate within the parameters of the scheme of delegated authority and financial regulations **Appendix 3**.

2.4 All sub committees of the organisation will report to the management committee and decisions made will be notified by the production of either approved or draft minutes at the next available meeting.

2.5 The management committee or sub committees may establish working groups to support its activities and functions. In such instances a specific remit will be agreed that includes the membership, quorum, level of delegated authority and, where appropriate, the timescale for its work. Working groups should not normally exist for a period more than twelve months. The operation of a group will be reviewed at least every three years. The form of remit for Working Groups is attached as **Appendix 4** to these Standing Orders.

2.6 As per rule 58.1, the Association will, at the first meeting following the AGM, elect a chair, vice chair and chairs of the 3 subcommittees. The Director will act as secretary and does not require election but does need to be appointed annually. These positions are collectively known as office bearers and role descriptions are approved by the management committee and available on request.

2.7 Office bearers are responsible for taking emergency and urgent decisions out with scheduled meetings in accordance with the scheme of delegated authority.

2.8 Chairs of the governing body and sub committees may meet with any members of the senior management team to agree agenda and prepare for meetings, discuss reports, agree timings and outcomes required.

2.9 Rule 42 outlines the eligibility criteria for appointments to the governing body and therefore election.

2.10 WHA will have a management committee which will have a minimum of 7 members and a maximum of 12, including co-optees. Under rule 41.3, co-opted committee members must not make up more than one third of the total number of committee or sub committee members at any one time. Sub committees must have a minimum number of 3 members.

2.11 Through the annual appraisal process, governing body members will assess the skills, knowledge diversity and objectivity it needs to be effective in its decision-making process. Any training requirements will be identified and undertaken. This ensures succession planning for office bearer roles.

2.12 WHA may decide to co-opt members to the committee or sub committees to fill any identified skill gaps. Co-optees can only serve until the next AGM. Co-optees can take part in discussions and vote on all matters except those which directly affect the rules. Co optees do not count towards the quorum of a meeting.

2.13 All governing body members are expected to subscribe to the code of conduct annually.

2.14 There is no limit to the number of sub committees that a governing body member may join. The maximum number of members of any sub committee will be 6. Office bearers cannot hold more than one office bearing role therefore, chair or vice chair of the governing body cannot be chair of any sub committees.

2.15 The Director will attend all sub committee meetings and will be principal advisor in all cases other than audit and risk where the Finance Manager will adopt that role. Sub committees will be supported by external advisors where appropriate. Internal and external auditors will present reports to the audit and risk committee.

3. Electing Office Bearers

3.1 Following the annual appraisal process, and prior to the AGM, the governing body will discuss potential nominations and identify those members wishing to stand for election to office bearing roles.

3.2 Following the AGM, the previous Chair will continue to fulfil the duties of the role until the next meeting of the governing body, at which time office bearer elections will take place. If the Chair has retired at the AGM and is no longer a member of the GB, the vice Chair will act as chair until elections take place at the next governing body meeting.

3.3 The Chair of the governing body must not serve continuously for more than 5 years. There are no time limits on service of any other office bearing roles although all appointments must be made following the AGM. Members of the sub committee will be responsible for electing a Chair.

4. Governing Body and Subcommittee Meetings

4.1 Members will approve a schedule of meetings in March each year for the next financial year. As stated with rule 49, committee members will receive meeting specific communications at least 7 days before any scheduled meeting.

4.2 Attendance at committee meetings made be either in person or virtual on the Microsoft Teams platform. All members joining remotely are expected to be visible to colleagues for the duration of the meeting. The annual general meeting will be in person attendance only.

4.3 The minimum attendance at governing body meetings is 4 and 3 for any subcommittee meetings. This quorum must be achieved by elected members and those filling a casual vacancy but cannot be achieved by co-opted members.

4.4 Should the quorum not be achieved for any reason, the meeting will not go ahead, and an alternative date will be arranged.

4.5 The governing body have agreed to meet 7 times per year, the audit and risk subcommittee and development subcommittee quarterly and the staffing subcommittee twice per year. Governing body meetings generally take place in May, June, August, October, December, January and March. Other than December, meetings are held on the 3rd Wednesday of the month.

4.6 The AGM takes place annually in September and the Associations annual business planning strategy day will take place in January or February.

4.7 Governing body meetings will not normally last for more than 2 hours and 1.5 hours in the case of subcommittee meetings. Meetings may be extended by up to 30 minutes with the agreement of the majority of those attending.

4.8 If stated business on the agenda remains unfinished, the committee will decide if it will reconvene to complete unfinished business or carry forward to the next scheduled meeting.

4.9 If the Chair is unable to attend a meeting, committee members present will elect another member to chair the meeting. Should the Chair be late for the meeting, they will take over at the end of the current agenda item being discussed.

4.10 It is expected that all contributions to the meeting should be directed via the Chair.

4.11 Decisions will normally be reached by agreement of a majority. In the event of a vote being required, this will normally be by a show of hands and votes counted by the Director. Where determined by the Chair or at the request of 2 or more governing body members, a secret ballot shall be held. Members joining virtually will be asked to notify the Director of their vote by text or email to maintain confidentiality, other members will record their vote in writing.

4.12 Committee members unable to attend a meeting must submit apologies to corporate services colleagues and notify the secretary in advance of the start of the meeting.

4.13 Terms of the code of conduct apply to governing body members, co-optees and staff and the standard set out represent expectations on all members attending including advisers and observers. It is required that compliance with the code of conduct is reaffirmed annually. Staff will do this at the start of the financial year and governing body members immediately following the AGM.

4.14 The process of dealing with breaches of the code of conduct are detailed within the Code of Conduct for Governing Body Members Policy.

4.15 Meeting agendas will be in the form of a standard template which will group reports by category such as for decision, for approval, for noting and for information. These categories will be clearly documented in the first page of each report. The order will reflect the priority of business. Any confidential items will be highlighted on the agenda and will be subject to a sperate minute.

4.16 Standard agenda items will be declarations of interest, correspondence, use of delegated authority and notifiable events.

4.17 An action sheet will be completed to record matters arising or actions identified during any meeting.

4.18 Governing body members should contact the Secretary 3 days before any scheduled meeting if they wish to add any additional agenda items. These requests will be considered by the Chair and will not be unreasonably refused. They Chair may decide to amend the timing of the item to enable the production of a report or gathering of information should this be required.

4.19 Items for consideration under agenda item any other business will be notified to the Chair at the start of the meeting and with the agreement of those present. These will be exceptional items that couldn't be included on the agenda in advance. The Chair can refuse to add items as any other business in favour of adding them to a future agenda.

4.20 Business is normally conducted according to the agenda; however, the Chair may seek agreement of the meeting to vary the order to support effective conduct of business e.g. practical arrangements such as the availability of key people.

4.21 All agenda items will be supported by written reports and where appropriate additional information is stored within the Board Effect resource library. Independent advice will be reported and presented directly by relevant experts. This may be legal or technical advice. This is particularly relevant for advice relating to staffing issues where there may be a perceived conflict of interest.

4.22 Generally all reports will be issued with the agenda. On occasion that this is not possible, the Chair may agree to accept a late report no less than 48 hours prior to the meeting.

4.23 In exceptional circumstances, the governing body may be asked their agreement for the tabling of a report.

4.24 Governing body members are encouraged to contact report authors (staff) or raise a query on the Board Effect portal for questions and clarification between report issue and the meeting. All queries will be summarised by the author report for all governing body members during the meeting in advance of formal consideration.

4.25 Staff and independent experts attend committee meetings in an advisory capacity. Where appropriate governing body members may receive expert advice without the attendance of staff.

4.26 Governing body meetings can be observed by perspective committee members or members of the customer opinion panel. In such circumstances observers will be asked to maintain confidentiality, be excluded from specific categories of business and will be issued with a meeting agenda only. Meetings are not open to public attendance.

5. Declarations of interest

5.1 The Code of Conduct Policy and Payments, Benefits and Entitlements Policy detail the process for declaring interests within the register. Governing body members and staff will be asked to declare interests annually. Individuals are expected to update interests as they occur.

5.2 Report authors should be aware of any potential conflicts by consulting the register of interest.

5.3 At the start of each meeting, governing body members are prompted to declare any interest in any agenda items. Any declarations are recorded within the minute, and the member will be asked to withdraw from the meeting for that item, either in person or online. They will not be permitted to vote on the matter and will be notified when to return.

6. Leave of absence

6.1 If a committee member is unable to attend committee meetings for a period of months and requires a leave of absence from the committee for personal or other reasons, this must be approved by the management committee and recorded in the minutes. Such leave may only be granted for a period of 3 months, at the end of which it must be reviewed. Any further extension may not exceed 3 months.

6.2 The period of absence will be monitored by corporate services staff. During this time the member will not receive any meeting notifications or associated reports.

7. Emergency decisions

7.1 WHA has approved a Disaster Recovery Plan that sets out the arrangements that will apply in the event of a disaster or emergency arising. Nothing in these Standing Orders will prevent the effective implementation of the approved Plan.

7.2 The scheme of delegated authority details where committee decision is required. Where emergency decisions are required out with cycle of meetings, the Director will contact all relevant office bearers either by phone or email and explain the urgency for the decision and include all relevant information to enable a decision to be taken. Authorisation will be deemed to be given when consent is received from a minimum of 3 office bearers within a required timescale bespoke to the situation.

7.3 In the event of no response from 3 office bearers, the Chair and the Director will take all necessary decisions to fulfil WHA's responsibilities to service users or partners.

7.4 All decisions taken under delegated authority will be reported to the management committee at the next available meeting and an audit trail of responses will be kept on file.

8. Written Resolutions

8.1 Written resolutions will not be the normal way to conduct business but may be considered in exceptional circumstances. Examples of this might be matters delegated following discussions at meetings where confirmation or further clarification is required or to accommodate specific timescales where calling an additional meeting might not be justified.

8.2 Written resolutions will normally be by electronic communication with specified response timescales. Full information such as reports in the standard format will be issued in accordance with the scheme of delegated authority.

8.3 A majority of positive responses will be required to secure approval, aligning with committee meetings. Failure to achieve this will result in no approval and the item will be deferred to the next meeting.

8.4 All written responses will be retained and filed for audit purposes.

9. Minutes

9.1 Rules require minutes to be taken at general meetings, governing body and sub committee meetings. This is the responsibility of the Secretary, however, in a practical sense, production will be the responsibility of corporate services colleagues.

9.2 Minute taking is not a verbatim record. The following will be recorded within a minute:

- Record of attendance and apologies
- Identification of non-attendance due to leave of absence
- Decisions taken and the means of reaching the decision (consensus/ agreement of majority/ voting)
- Voting if called including outcome and record of abstentions
- Summary of discussion

9.3 Confidential items of business will be defined as such on the agenda and a separate minute will be taken. The governing body will decide on the most appropriate arrangement for minute taking confidential items where staff members are not present.

9.4 The draft minute will be circulated to the governing body 7 days in advance of the next meeting where they will be presented for approval.

9.5 Approval can only be proposed and seconded by someone who was present at the relevant meeting. Once approved, they will be signed by the Chair to confirm they are accepted as an accurate record.

9.6 Draft minutes of sub committee meetings will be presented at the next governing body meeting for noting / information and consideration, with approval being given at the next sub committee meeting.

9.7 Non confidential minutes will be published within 5 working days of being approved and will be available for 2 years.

10. Governing Body External Relationships

10.1 The association has a customer opinion panel that meets once every 2 months on the first Friday. Governing body members may choose to attend these meetings on an ad hoc basis. Details of the customer opinion panel are communicated to the governing body through the Directors report.

10.2 WHA are members of the Easterhouse Housing Regeneration Alliance (EHRA). This is a forum of 7 landlords within the greater Easterhouse area. EHRA has a governing body members forum that meet monthly to discuss a common area wide approach to housing issues. Representatives report back to the management committee.

11. Meetings of members

11.1 The Association will hold an annual general meeting within 6 months of the financial year end. Members will be given at least 14 days' written notice and will receive an information pack including the draft minute from the previous year, auditors report on the final accounts, nomination and proxy vote form and a report on election of members

11.2 Nomination forms must be received 7 days prior to the date of the AGM.

11.3 The governing body will receive a report at the October meeting advising any cancellations of membership because of nonattendance at AGM or other relevant reason

11.4 At the August meeting the Secretary will confirm in writing under rule 67 that rules 61-66 have been followed.

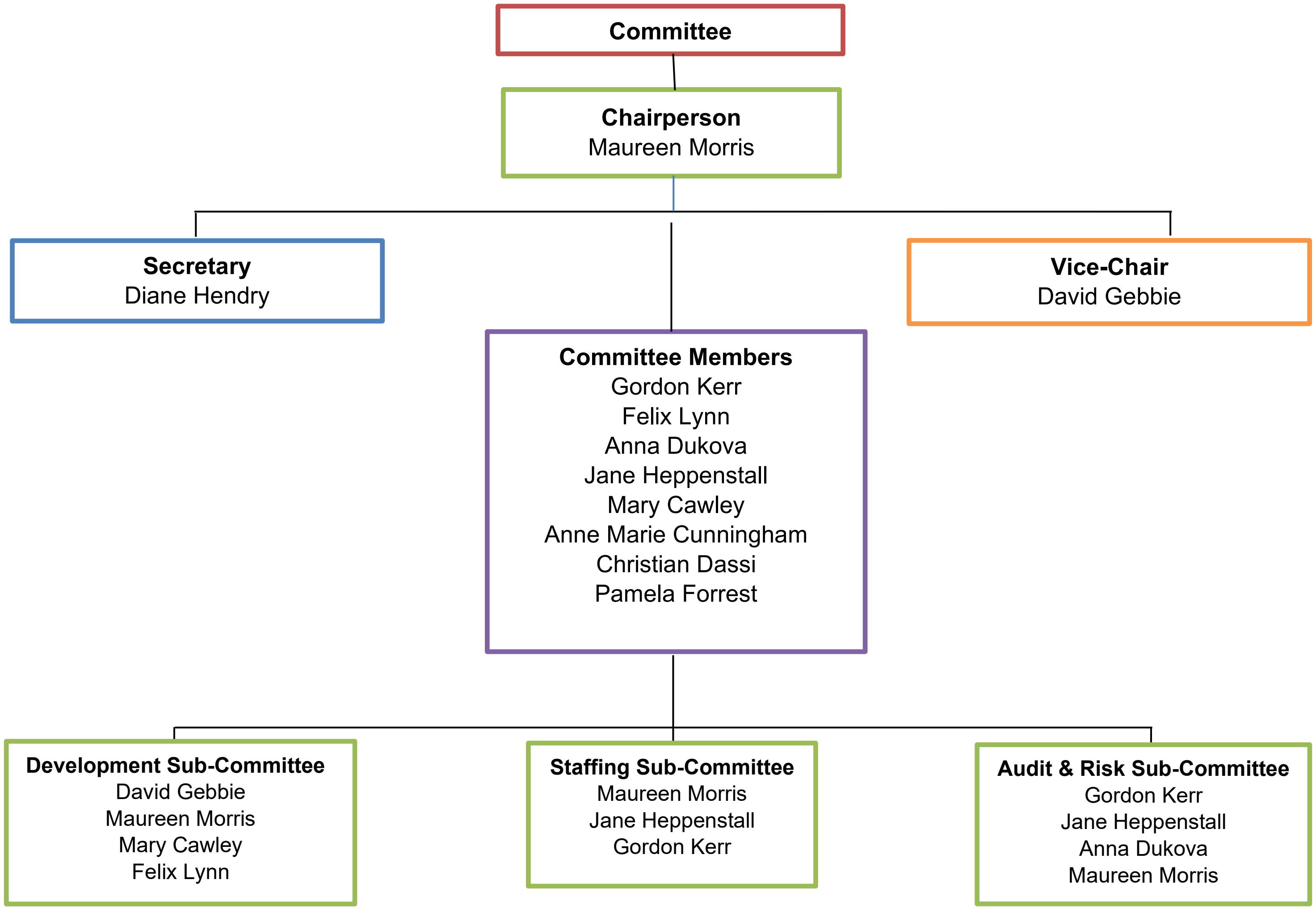
12. Interpretation of standing orders

12.1 The rules will take precedence over the standing orders in the event of question over interpretation. The Chair is responsible for interpretation if the rules are silent on any matters.

13. Review

13.1 The standing orders delegated authority will be reviewed on a 3 yearly cycle or sooner if required. The governing body will be responsible for this review.

APPENDIX 1 Committee structure



Appendix 2 Remit of Governing Body

1. Role of the management committee

1.1 The management committee of Wellhouse Housing Association (WHA) is ultimately responsible for all aspects of the Association's business activities.

1.2 It may delegate some of its functions to sub-committees, working groups or advisory panels and employed staff, in accordance with its Rules and Standing Orders.

2. Responsibilities and Functions

2.1 The responsibilities and functions retained with the management committee and those delegated to the senior officer are fully defined in Appendix 3 (scheme of delegated authority) and are split into the following categories:

- Role
- Mission, vision, values
- Organisational culture
- Strategic/ business/ corporate plan
- Long- and short-term financial planning/ management
- Risk
- Finance & budget
- Legal compliance
- Regulatory Compliance
- Constitutional compliance
- Tenant and resident safety & quality compliance
- Contract compliance
- Employer responsibilities
- Performance oversight
- Public statements

Audit & Risk Subcommittee Remit

1. Role of the subcommittee

1.1 The audit & risk committee is a subcommittee of WHA, established by the management committee to safeguard its assets and manage associated risks. Its actions and authority are detailed within this remit.

2. General responsibilities

2.1 Advise the management committee on whether there is an appropriate culture of control throughout the organisation.

2.2 Oversee the annual report to the management committee on the effectiveness of the system of internal control throughout the organisation.

2.3 Review regularly (at least every three years) the framework and process for risk assessment and management, making recommendations for change where appropriate.

2.4 Ensure effective co-operation between internal and external audit.

2.5 Receive, as appropriate, reports on any governance, regulatory or compliance issues which may affect the operation of the Audit & Risk Committee, or the scope or extent of its responsibilities.

2.6 Ensure that appropriate business continuity and contingency plans are in place and are tested regularly.

2.7 Audit & Risk Committee members shall be provided with appropriate and timely training both by way of induction for new members, and on an ongoing basis for all members.

3. Authority, access & attendance

3.1 The Audit & Risk Committee has an unfettered right of access to all information within the organisation. It expects the active co-operation of any employees so as to be able to carry out its responsibilities. It may obtain independent legal or other professional advice, within reasonable budgetary constraints.

3.2 The Chair of the Audit & Risk Committee will meet as necessary with the external and internal auditors. The auditors will have direct access to the Chair of the Audit & Risk Committee to ensure the independence of the audit functions.

3.3 The Audit & Risk Committee shall meet on its own when required. Senior staff and others may attend all or part of meetings at the invitation of the committee. Attendees will normally include:

- Director
- Manager
- Finance Officer
- Internal auditor
- External auditor as required

Staffing Committee Remit

1. Role of the Committee

1.1 The Staffing Committee has been established by the management committee to support the delivery of staffing-related objectives set out in Wellhouse Housing Association's (WHA's) business plan, and to advise it on matters relating to staffing and human resource matters, including pay and terms and conditions of service, and health and safety, and equalities and diversity matters.

1.2 It is a sub-committee of the management committee and is accountable to the management committee for the fulfilment of its responsibilities. It has delegated authority to make decisions and approve actions in accordance with the terms of the approved scheme of delegation of authority, as set out in WHA's Standing Orders.

1.3 At all times, the Committee will ensure that its activities are carried out in accordance with WHA's Rules, Standing Orders, relevant policies, the Scottish Housing Regulator's requirements and expectations, relevant legislation and recognised good practice.

2. Responsibilities

2.1 General

2.1.1 To oversee the human resources aspects of WHA's business, taking decisions and approving actions in relation to WHA's role as employer in specific areas of delegation.

2.1.2 To ensure that WHA is effectively discharging its obligations with respect to health and safety management.

2.1.3 To keep under review and improve outcomes in respect of WHA's objective to eliminate discrimination, advance equality and foster good relations in all areas of its work.

3. Accountability, assurance and attendance

3.1 The Staffing Committee is accountable to the management committee for the fulfilment of responsibilities delegated to it under WHA's scheme of delegated authority, as set out in Standing Orders.

3.2 The management committee will obtain assurance on the Staffing Committee's work via minutes which will be presented for information to the next management committee meeting (in draft form, if necessary). If minutes are not available, the Staffing Committee Chair will report on any decisions made by the Staffing Committee at its previous meeting. The Chair will ensure that key issues are brought promptly to the attention of the management committee.

3.3 The Staffing Committee will conduct an annual self-assessment of the effectiveness of its work, and make changes as appropriate to improve its performance

3.4 The Staffing Committee may obtain independent legal or other professional advice, within reasonable budgetary constraints.

3.5 The Staffing Committee shall meet on its own when required.

3.6 Senior staff and others may attend all or part of any meetings at the invitation of the committee. Attendees will normally include:

- Director
- Corporate Services Officer
- Other staff as required

3.7 The Director is responsible for servicing this committee, including liaising with the Chair regarding the agenda for meetings; lead responsibility for co-ordinating the preparation and distribution of papers for the meeting according to agreed timescales; and arranging for minute-taking.

Development Subcommittee Remit

1. Role of the Committee

1.1 The Development Committee has been established by the management committee to support the delivery of new build objectives set out in Wellhouse Housing Association's (WHA's) business plan.

1.2 At all times, the Committee will ensure that its activities are carried out in accordance with WHA's Rules, Standing Orders, relevant policies, the Scottish Housing Regulator's requirements and expectations, relevant legislation and recognised good practice.

2. Responsibilities

2.1 General

2.1.1 To oversee the new build aspects of WHA's business, taking decisions and approving actions in relation to WHA's role as developer in specific areas of delegation.

2.1.2 Ensuring the Association meets the duties and requirements set out in law, regulatory standards and related good practice with regard to development of new build properties.

2.1.3 Reporting to the management committee on the items detailed within the remit of this sub committee

3. Accountability, assurance and attendance

3.1 The Development Committee is accountable to the management committee for the fulfilment of responsibilities delegated to it under WHA's scheme of delegated authority, as set out in Standing Orders.

3.2 The management committee will obtain assurance on the Development Committee's work via minutes which will be presented for information to the next management committee meeting (in draft form, if necessary). If minutes are not available, the Development Committee Chair will report on any decisions made by the subcommittee at its previous meeting. The Chair will ensure that key issues are brought promptly to the attention of the management committee.

3.3 The Development Committee will conduct an annual self-assessment of the effectiveness of its work, and make changes as appropriate to improve its performance

3.4 The Development Committee may obtain independent legal or other professional advice, within reasonable budgetary constraints.

3.5 The Development Committee shall meet on its own when required.

3.6 Senior staff and others may attend all or part of any meetings at the invitation of the committee. Attendees will normally include:

- Director
- Asset Manager
- Other staff as required

3.7 The Director is responsible for servicing this committee, including liaising with the Chair regarding the agenda for meetings; lead responsibility for co-ordinating the preparation and distribution of papers for the meeting according to agreed timescales; and arranging for minute-taking.

Appendix 3 – Scheme of Delegated Authority

1. Role

Governing Body	Delegated to Senior Officer
1. Approval of strategy, policy, performance, implementation and variation	1. Accountable to governing body and responsible for providing advice and support by producing reports, discussion documents, strategies etc. 2. Ensuring the provision of appropriate/ relevant professional and independent advice.

2. Mission, Vision, Values

Governing Body	Delegated to Senior Officer
1. Providing purpose and focus 2. Setting aims and objectives 3. Identifying principles (e.g. fairness, transparency, engagement, accountability.	1. Operational delivery 2. Evidencing implementation via operating practices

3. Organisational Culture

Governing Body	Delegated to Senior Officer
1. Defining expectations as to how the values will be exhibited in e.g. service delivery, communication, employment – reflected in policies and organisational practice	1. Evidencing implementation 2. Advising governing body on policy considerations/ implications 3. Overseeing effective implementation throughout organisation (policy

	development, implementation, practice) 4. Effective/ appropriate delegation to senior staff.

4. Strategic/ Business/ Corporate Plan

Governing Body	Delegated to Senior Officer
1. Approving long and medium-term strategic plans 2. Business planning 3. Strategy and Development Funding Plan (SDFP) 4. Oversight/ monitoring implantation & outcomes 5. Approving / overseeing recovery/ remedial action 6. Approving & overseeing implementation of business development plans	1. Advising governing body 2. Accessing appropriate specialist/ professional advice 3. Developing/ drafting plans and strategies for consideration 4. Supporting effective governing body engagement in planning 5. Evidencing/ reporting to governing body on implementation/ performance/ outcomes 6. Exercising operational control and direction 7. Initiating actions and monitoring outcomes

5. Long- and short-term financial management

Governing Body	Delegated to Senior Officer
1. Financial forecasts demonstrating viability 2. Assumptions – ensuring reasonableness	1. Advising and supporting governing body 2. Accessing appropriate specialist/ professional advice

3. Scenario planning and stress testing 4. Treasury management policy/ strategy & planning 5. Approving investment institutions, instruments and terms 6. Approving borrowing terms 7. Approving opening and closing of bank accounts 8. Agreeing threshold for executive delegation (e.g. short-term deposits) 9. Approving applications for company credit cards, authorising users and agreement of individual and collective thresholds	3. Developing policies and strategies 4. Evidencing/ reporting to governing body on implementation 5. Monitoring performance/ trends/ outcomes 6. Maintaining covenant compliance 7. Managing borrowing and investments 8. Overseeing senior management team exercise of delegated authorities 9. Evidence compliance with policy and governing body decision making

6. Risk

Governing Body	Delegated to Senior Officer
1. Identification & review of key strategic/ operational risks 2. Identification of risk appetite 3. Approval of risk management framework	1. Implementing operational risk management 2. Evidencing effective implementation 3. Management; mitigation and monitoring of all risks 4. Maintaining adequate insurance 5. Maintenance of up-to-date stock condition information

7. Finance & Budget

Governing Body	Delegated to Senior Officer
1. Recommend appointment of auditors to AGM 2. Consider annual management letter of representation 3. Annual budget approval 4. Annual rent increase 5. Periodic budget oversight & monitoring 6. Approval of budget variances above agreed thresholds	1. Implementing and ensuring achievement of budget 2. Preparation of all management reports 3. Preparation of supporting information/ evidence to inform governing body decision making 4. Approving budget virement within delegated authority

8. Legal Compliance

Governing body	Delegated to Senior Officer
1. Ensuring legal compliance in the following areas: • Health and safety • Employment • Tenancy (including allocations & lettings) • Homelessness • Environmental • Equalities • Freedom of Information • Charities • Whistleblowing • Contractual terms • Public procurement • Statutory consent	1. Advising governing body on all obligations 2. Ensuring and evidencing organisational compliance 3. Effective delegation 4. Ensuring access to required knowledge and expertise (internal and external sources) 5. Maintenance and implementation of all organisational policies 6. Implementing and observing all safety requirements

	7. Maintaining all necessary certificates 8. Ensuring implementation of all necessary procedures (internal & external) to achieve compliance

9. Regulatory Compliance

Governing body	Delegated to Senior Officer
1. Ensuring compliance with the Regulatory Standards of Governance and Financial Management; overseeing/ maintaining evidence of compliance 2. Approving Annual Assurance Statement; oversight and implementation of improvement plans 3. Ensuring timely submission of all required regulatory returns 4. Appointing internal auditors and approval of annual internal audit plans 5. Approving annual return on the charter, 5 & 30 financial projections and loan portfolio returns 6. Ensuring compliance with Notifiable Events requirements; overseeing resolution of notifiable events 7. Obtaining required regulatory Consent 8. Ensuring compliance with OSCR reporting requirements	1. Preparation of all required submissions 2. Ensuring timely governing body consideration 3. Provision of all supporting information 4. Obtaining and reporting on independent validation 5. Development & maintenance of assurance evidence bank 6. Management of internal audit programme; development of management responses; reporting to governing body 7. Implementation of internal audit recommendations 8. Preparation of all regulatory returns 9. Liaison with Scottish Housing Regulator

9. Ensuring compliance with Companies House requirements	

10. Constitutional Compliance

Governing Body	Delegated to Senior Officer
1. Ensuring compliance with; • Co-operative and Community Benefits Act (2014) • Companies Act (2006) • Charity Trustees and Investment (Scotland) Act (2005) • Approving Rules and amendments • Conduct of governing body meetings in accordance with rules (e.g. quorum, minutes, conflicts of interest) • Conduct AGM in accordance with Rules • Oversight of elections and retirals from the governing body • Election of Chair and other office- bearers • Compliance with 9-year rule	1. Ensuring & evidencing compliance 2. Supporting office bearers and governing body in fulfilling constitutional responsibilities 3. Obtaining legal/ specialist advice to support compliance 4. Ensuring AGM and governing body elections are conducted as required 5. Ensure all governing body meetings are appropriately constituted, conducted and recorded 6. Supporting annual programme of governing body reviews/ appraisals 7. Supporting pro-active governing body recruitment and succession planning

11. Tenant and Resident Safety & Quality Compliance

Governing Body	Delegated to Senior Officer
1. Ensuring compliance with; • Health and Safety obligations • Scottish Housing Quality Standard	1. Delivery of all plans, strategies & actions to achieve and maintain standards

• Energy Efficiency Standard Social Housing (and subsequent development) • Scottish Social Housing Charter 2. Oversight of Tenant Satisfaction Surveys	2. Preparation of all required records & returns 3. Evidencing/ reporting compliance 4. Conduct of Tenant Satisfaction Surveys; reporting and acting on outcomes

12. Contract Compliance

Governing Body	Delegated to Senior Officer
1. Agreeing contract terms above executive thresholds (reactive & planned maintenance; energy efficiency; construction &/ or development) 2. Oversight of contractual terms and their fulfilment 3. Agreeing litigation/ contract challenge/ pursuing legal remedies for loss/ damage	1. Negotiating contracts 2. Conducting due diligence 3. Obtaining professional/ specialist advice, warranties etc. 4. Reporting to governing body 5. Managing & monitoring contractor performance/ delivery/ instructing & overseeing remedial action as required

13. Employer Responsibilities

Governing Body	Delegated to Senior Officer
1. Approving Terms and Conditions of Employment 2. Recruiting Senior Officer 3. Appraising Senior Officers Performance	1. Monitoring / overseeing effective performance 2. Managing & supporting staff 3. Implementing staff appraisal programme

4. Recruitment to Senior Management Team 5. Approving external accreditation strategies; overseeing maintenance 6. Ensuring disciplinary and grievance actions are conducted in accordance with agreed policies; participating as required by policies and operational delegation 7. Defending/ pursuing employment related litigation (e.g. Employment Tribunal)	4. Implementing grievance and disciplinary processes as required

14. Performance Oversight

Governing Body	Delegated to Senior Officer
1. Agreeing performance standards 2. Reporting standards (frequency, scope, format) 3. Benchmarking; peer group selection	1. Delivery of services to tenants and other customers in accordance with all requirements & expectations 2. Supporting & acting on customer feedback; reporting to governing body 3. Managing performance; evidencing and reporting to governing body

15. Governance

Governing Body	Delegated to Senior Officer
1. Governance structure (establishment of subcommittees; agreement/ variation of remits; establishment of working groups & agreement of remits	1. Advising & supporting governing body and subcommittees 2. Preparation of all reports and minutes

2. Approval and implementation of governing body Code of Conduct 3. Implementation of processes to investigate complaints/ alleged breaches of code 4. Ensuring maintenance of Registers of Interest 5. Approving Standing Orders 6. Approving delegated authorities 7. Conduct of annual governing body appraisals/ reviews and action plans 8. Ensuring effective governance arrangements 9. Leadership of governing body recruitment and succession planning	3. Implementation of governing body learning and development and annual review programmes 4. Maintenance of all required records 5. Supporting governing body in fulfilling governance responsibilities

16. Resource Planning / Management

Governing Body	Delegated to Senior Officer
1. Approval of organisational structure 2. Approval & oversight of implementation of employment policies 3. Ensuring the provision/ availability of effective staff support and appraisal arrangements	1. Advising governing body on resource requirements 2. Ensuring necessary staff complement, equipped with required knowledge, experience, skills 3. Provision of effective support, development and appraisal systems

17. Public Statements

Governing Body	Delegated to Senior Officer
1. Agreeing public statements 2. Determining/ approving corporate publication style	1. Making public statements on behalf of organisation in accordance with agreed policy & strategy

Delegated to Audit and Risk Subcommittee

1. Financial Reporting

1. Review and monitor the integrity of the annual financial statements

2. Ensure that any changes in accounting policy, any significant adjustments resulting from audit, the assessment of going concern, and compliance with accounting standards and legal, funder and regulatory requirements are all the subject of careful review.

2. External Audit

1. Meet with the external auditors in order to agree, monitor and review a planned programme of work.

2. Review and if appropriate recommend to the management committee that it approves the annual audited accounts and make recommendations on the response to any audit management letters, reports and investigations.

3. Obtain assurance that external audit recommendations, which have been approved by the management committee or the Audit & Risk Committee, are implemented by management as timetabled.

4. Discuss with the external auditor any problems, reservations or issues arising from the audit process or other work, to review and monitor their independence and objectivity and annually appraise the effectiveness and value for money of the external audit service.

5. Make recommendations to the management committee for approval in a general meeting on the appointment, reappointment and removal of the external auditor.

6. Determine and oversee the process for the selection and appointment of the external auditor, making recommendations to the management committee on any appointment.

7. Approve the fees and terms of engagement of the external auditor and monitor service.

3. Internal Audit

1. Review and approve the internal audit needs assessment and strategy, and the annual internal audit plan. To monitor the delivery of the plan, approving any changes made during the year in the context of a three-year audit plan.

2. Receive and consider reports from the internal auditor and the proposed management response, and to obtain assurance that internal audit recommendations are implemented by management as timetabled.

3. Receive and review the annual report from the internal auditor.

4. Review and appraise the effectiveness of the approach, nature and scope of internal audit activities, and compliance with professional standards, good practice guidance and any performance indicators.

5. Consider and make recommendations to the management committee on internal audit arrangements, including the appointment, reappointment or otherwise, fees, terms of engagement, etc. of the internal auditor.

6. Determine and oversee the process for the selection of the internal auditor where required.

7. Monitor the effectiveness of internal audit services

4. Internal Control & Risk Management

1. Monitor implementation of the Association's Risk Management Strategy, reporting on any substantive and material risks to the management committee.
2. Keep under review the effectiveness of the internal controls and risk management system.
3. Receive at each meeting a summary report on material new and emerging risks, and on material changes in existing risk ratings or the risk climate.
4. Provide assurance to the management committee that risk management and internal controls are embedded in the culture of the organisation.
5. Commission special investigations into matters of particular concern relating to internal control, independently of the management committee.
6. Receive reports relating to actual or attempted fraudulent activity, and to ensure that the impact of such alleged activity on the framework of internal controls is properly assessed, recommending changes where appropriate.
7. Instruct investigations into any irregularities or failures in the Associations management and control systems.

5. Other

1. Authorisation of expenditure, where permitted by the Standing Orders and Financial Regulations
2. Review of the Association's financial and risk management policies, recommending proposed changes to the management committee.

Delegated to Staffing Subcommittee

1. Staff Recruitment and Induction

1. Oversee the process selection of staff (other than the Association's Director and Management Team members), for Grades 8 and above including arrangements for interview.

2. Receive assurance about the effective application of the staff recruitment and induction polices.

2. Appraisal, Training and Development

1. Receive assurance about the effective application of the staff appraisal and supervision system, and training and development polices, including reports regarding the implementation and outcome of the annual training plan.

3. Pay, Terms and Conditions of Employment

1. Make decisions about discretionary matters relating to overtime, annual or other leave entitlement, or other issues arising in interpreting the application of the EVH terms and conditions of service – WHA is a full member of Employers in Voluntary Housing (EVH), and as such adopts all relevant pay awards (subject to affordability – approval of these is a management committee responsibility), and employs all staff under EVH Terms and Conditions of Employment.

4. Grievance, discipline and redundancy

1. Conduct hearings (normally by a panel of three Staffing Committee members designated by the Chair of the Staffing Committee) and make and communicate decisions on the outcome of all grievances at stage 3 of the EVH grievance procedure, all in accordance with the EVH Terms and Conditions of Employment.

2. Administer appropriate stages of the EVH disciplinary procedure, including conducting all hearings to address allegations of gross misconduct (normally by a panel of three members – see 1. above). The Staffing Sub-Committee has delegated authority to instruct any appropriate sanction arising from such hearings, up to and including dismissal.

3. To conduct and make decisions about appeal hearings (normally by a panel of three members – see 1 above) for any staff dissatisfied with their selection for redundancy, all in accordance with the EVH Terms and Conditions of Employment. Such panel members should take no part in the

selection process of those to be made redundant. It should be noted that the management committee has responsibility for organisation development matters, including any staff structure reviews or changes to the staffing establishment.

5. Absence Management

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

6. Health and Safety (Employees)

1. Ensure that WHA is fulfilling all its health and safety obligations as set out in the EVH Terms and Conditions of Employment, including reporting of accidents, wearing of protective clothing and first aid training.
2. Ensure that up-to-date versions of all policies and procedures, including the Health and Safety Manual, are available on the SharePoint system, and that updates to the Manual are pro-actively monitored, with appropriate action implemented in a timely way.
3. Ensure that an appropriate training and induction programme for all staff is in place and operating effectively.
4. Ensure that periodic independent compliance audits are carried out, and agreed recommendations are followed up and implemented.

7. Equal opportunities and diversity

1. Receive assurance on the effectiveness of training programmes and actions taken in pursuit of achieving the objectives set out in WHA's equalities and diversity policies and procedures.

8. Policy review

1. Oversee the review of all policies designated within WHA's policy schedule as Human Resources policies, plus any health and safety and equalities polices, including the manner of review, ensuring that the agreed review cycle is maintained, and careful scrutiny of all proposals for change.

9. Other

1. Authority to obtain independent legal or other professional advice subject to budgetary provision.

Delegated to Development Subcommittee

1. Strategy Development

1. Progression of the Associations development strategy for recommendation to the management committee
2. Development of the Associations strategy and development funding plan for annual recommendation to the management committee prior to submission to Glasgow City Council.
3. Approval of all development related policies including design and specification standards

2. Performance Monitoring

1. Monitoring performance against the key objectives in the Associations development strategy and strategy development and funding plan.

3. New Projects

1. Approval of any new projects contained within the Development Strategy, including financial appraisal, housing mix, procurement strategy and methods, appointment of professional consultants, acceptance of Grant offers and approval acceptance of construction contracts.

4. Progress Monitoring

1. Monitoring development progress against development projects and the overall development programme in relation to risk management, scheme and contract expenditure, performance against grant planning targets, funding, tenant satisfaction, KPI performance, quality standards, contract management and alignment with relevant WHA strategies and policies.

5. Policies

1. Approval of all development-related policies, including design and specification standards.

Appendix 4 Working Group Template

1. Name of Working Group

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2. Date Established by Management Committee

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3. Minute Reference

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4. Purpose: (extract from Minute) e.g.:

   1. To oversee the Association's customer satisfaction survey
   2. Consider the findings
   3. Make recommendations to the Management Committee

5. Membership:

Committee:	1. …………………	Staff:	1. …………………
	3. …………………		2. ………………...
	4. …………………		

Co-optees: 1. ………………… 2. …………………

6. Quorum

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7. Chair

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8. Main Staff Contact

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9. Delegated Authority:

The Working Group has authority to, for example:

- **Incur expenditure on the commissioning of a customer satisfaction survey in 2007/08 up to £20,000**
- **Agree the brief for consultants and invite tenders**
- **Oversee the commission**
- **Consider the findings from the survey and the Consultant's recommendations**
- **Make recommendations to the Board**

Staff (specify which) have authority to:

- **Make recommendations to the Working Group on potential tenderers and tenders received**
- **Make recommendations to the Working Group on the scope of the survey**
- **Manage the consultancy commission on a day to day basis**
- **Make payments to the consultants in accordance with the contract**

- **Report progress to the Working Group**

10. Expected Output(s): e.g.

1. **Recommendations to the Board to improve WHA's customer satisfaction**
2. **Proposals for publicising the survey findings**
3. **Proposed Action Plan to implement recommendations**

11. Timescale:

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12. Formal Dissolution of Working Group: (extract from committee minute recording completion of project)

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