



**STANDING ORDERS &
DELEGATED SCHEME
OF AUTHORITY**

REVIEWED:	January 2022
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Date of Next Review	January 2025
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Wellhouse Housing Association

Standing Orders

Section One

1. Scope

- 1.1 These Standing Orders describe the roles and responsibilities of the management committee, sub-groups and individuals that make up the governance framework for Wellhouse Housing Association, including membership and meeting arrangements.
- 1.2 They take account of the Rules of Wellhouse Housing Association (WHA), relevant legislation and regulatory requirements. In the event of a conflict being identified between the terms of the Standing Orders and the Rules, the Rules shall prevail.
- 1.3 They also provide a framework for the conduct of meetings, delegation of authority and reporting arrangements (including financial regulations) for WHA to ensure that it is well governed and operates its business in an orderly and efficient way. They apply to all meetings of the management committee, its sub-committees, and any working groups or advisory panels.
- 1.4 These Standing Orders will be reviewed at least every three years and cannot be amended without the approval of WHA's management committee.

Section Two

2. Responsibilities of management committee members

- 2.1 The management committee is the governing body and the lynchpin of the governance framework. It is responsible for directing the affairs of the organisation and its business.
- 2.2 The management committee will agree the terms of its remit to ensure that it exercises good governance over the affairs of WHA, and meets legislative and regulatory expectations. Its agreed remit is attached as **Appendix 1**.
- 2.3 The management committee may not exercise any powers which are reserved to the association in general meetings, either by its Rules or by statute.
- 2.4 It is the responsibility of all committee members, in exercising their role as committee members, to act in the best interests of the association, and not to place any personal or other interests ahead of their primary duty to the association. They must seek to ensure that the association acts in a manner which is in accordance with its objects, and to act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person. All committee members must accept collective responsibility for decisions taken by the management committee.

2.5 Code of Conduct and declarations of interest

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

- 2.6 No committee member may take office until they have signed this Code of Conduct. Thereafter, all committee members must review and sign the Code annually.
- 2.7 Any management committee or sub-committee member must declare any personal or other external interests on an annual and ongoing basis, following the process set out in WHA's Protocol for declaring interests and managing conflicts of interest. If any committee member has any conflict of interest in any matter about to be discussed at a meeting, they must declare it at the outset, and this declaration will be recorded in the minutes. Members will not be permitted to remain in the meeting during the discussion of a matter in which they have an interest, or to vote on it.
- 2.8 Subject to decisions relating to the management of conflicts of loyalty and conflicts of interest, it may be possible to accept the nomination of someone who is closely connected to an existing management committee member to become a co-opted or elected member of the management committee. However, no two management committee members, who are closely connected by family relationship, can become members of the same sub-committee, working group or advisory panel.

2.9 Payments and benefits

WHA's management committee has approved a policy on Entitlements, Payments and Benefits, applicable to all committee and sub-committee members, and any staff. Committee members and staff must not receive any payment or benefit unless it is permitted by the policy. In making any payment or conferring any benefit, WHA shall act at all times with transparency, honesty and propriety.

2.10 Policies and procedures

It is the responsibility of WHA's management committee to determine policies and procedures which will operate throughout the association, and the frequency with which they are to be reviewed. These policies, and their agreed review cycles, are set out in the Schedule of Policies, an updated version of which will be approved by the WHA management committee each year.

2.11 Confidentiality and external representation

All committee and staff members must respect and maintain confidentiality, and must ensure that no information about WHA is disclosed to anyone who is not entitled to receive it, both whilst an active committee or staff member, and after leaving. This includes, but is not limited to, information relating to financial information, business plans, strategies and programmes, and prospective contracts and targets; information which, acting reasonably, might be expected

to be regarded as confidential; and reports and information labelled or identified as confidential.

- 2.12 Committee members must always be positive ambassadors for WHA, but must not speak in public on behalf of WHA without specific authorisation to do so.

Section Three

3. Wellhouse Housing Association Meeting Arrangements

3.1 Governance structure

WHA's governing body is its management committee. The management committee has delegated a number of its responsibilities to two standing Sub-Committees, and may also establish Advisory Panels and Working Groups from time to time, to undertake time-limited tasks to support the work of the management committee. Delegated authority has also been conferred on the staff team employed at the behest of the management committee, led by the Director.

- 3.2 The Director will lead and manage the staff team, to implement the plans, strategies and policies approved by the management committee, and direct its operations, supported by the management team. It is the responsibility of the Director and management team to work effectively with the management committee, facilitating good governance. It is the responsibility of the management committee to both support and, where necessary challenge the Director and management team.

3.3 Role of the WHA Management Committee

The management committee is responsible for:

- Providing leadership, control and direction to WHA
- Ensuring that WHA achieves its aims and objectives
- Ensuring that WHA complies with all statutory and regulatory requirements

3.4 Role of the Sub-Committees

The management committee has established an Audit & Risk Committee to advise it and take action in respect of those matters that are described in the Committee's remit. The Audit Committee's remit is attached as **Appendix 2** to these Standing Orders.

- 3.5 The management committee has further established a Staffing Committee to advise it and take action in respect of those matters that are described in its remit, which is attached as **Appendix 3**.

- 3.6 All Sub-Committees report to the WHA management committee. Their remits cannot be altered without the approval of the management committee.

3.7 Working Groups and Advisory Panels

The management committee may, from time to time, establish Working Groups and Advisory Panels to support its activities and functions. When establishing a Working Group or Advisory Panel, the management committee will agree a specific remit that includes the membership, level of delegated authority and, where appropriate, the timescale for its work. Working Groups should not normally exist for a period in excess of twelve months. The anticipated life-span for an Advisory Panel will be determined by the Board at the time the Panel is established. The operation of an Advisory Panel will be reviewed at least every three years. The form of remit for Working Groups and Advisory Panels is attached as **Appendix 4** to these Standing Orders. The quorum for

meetings of Working Groups and Advisory Panels will be specified in the agreed remit.

- 3.8 A Working group may co-opt up to two people who are not members of WHA or its staff to assist in meeting its remit. Co-opted members of working groups can participate fully in the activities of the group, but may not vote on any matters relating to membership of the group.
- 3.9 The Chair of a Working Group or Advisory Panel must be an elected member of the management committee, and be appointed by the management committee. Working Groups and Advisory Panels report to the WHA Board.

3.10 **Role of WHA management committee members**

The WHA management committee has agreed a role description for its members (**Appendix 5**). All management committee members will be required to accept the terms of this role description, and agree to meet the expectations and perform the duties set out therein. At least annually, the management committee will identify the range of skills, knowledge, experience and diversity that it requires to fulfil the terms of its remit, and will seek to recruit any additional management committee members required to fill any identified gaps.

3.11 **Office Bearers**

WHA must have a Chair, a Secretary and any other Office Bearers the management committee considers necessary. The committee has decided to appoint a Vice-Chair, both to support the Chair in discharging the responsibilities of that role, and to act in their stead if she/he is absent or unavailable, and also a Treasurer.

- 3.12 These Office Bearers will be controlled, supervised and instructed by the management committee. A senior staff member will hold the office of Secretary. The remaining Office Bearers must be elected committee members, and cannot be co-optees.
- 3.13 At its first meeting following the AGM, the management committee will elect a Chair, Vice-Chair and Treasurer to act for the year ahead. In the period between the AGM and the next scheduled meeting of the management committee, the incumbent Chair will continue to act in that role “pro-tem”, failing him/her, the incumbent Vice-Chair. In the event that neither the Chair nor Vice-Chair remains as a member of the management committee following the AGM, the elected management committee will meet immediately after the AGM to elect office bearers to ensure that the efficient operation of the business of WHA is not interrupted.
- 3.14 The Chair is responsible for the leadership of the management committee and ensuring its effectiveness in all aspects of its role and remit. Such powers as are required to allow the Chair to properly discharge the responsibilities of the office will be delegated to them. Among the responsibilities of the Chair are that:
- management committee meetings are conducted effectively
 - the management committee works effectively with senior staff
 - decisions and actions arising from meetings are implemented
 - where necessary, urgent decisions are made under delegated authority for the effective operation of WHA between meetings
 - WHA is represented appropriately at external events

- the management committee receives professional advice when it is needed
- appraisal of the performance of committee members is undertaken, and the Director's appraisal is carried out in accordance with agreed policies and procedures

The Chair can be re-elected, but cannot hold office continuously for more than five years.

3.15 The Vice-Chair, in the temporary absence of the Chair of the management committee, shall have the authority and responsibilities of the Chair to uphold the Rules of WHA, to chair meetings, to act as the main spokesperson and representative of WHA and to sign official documents.

3.16 Also at the first meeting following the AGM the management committee will:

- Appoint the Chair and members of the Audit Committee
- Appoint the Chair and members of the Staffing Committee

The Chair of the management committee cannot be appointed as Chair of any Sub-Committee.

3.17 The management committee has decided to designate the Director to act in the role of Secretary, and to discharge the duties of the Secretary as set out in rule 59.3 of WHA's Rules. There is no requirement to re-elect the Secretary from year to year.

3.18 As an employee of the Association, the Secretary may not be a member of the management committee or of any of its Sub-Committees.

3.19 Meetings

The management committee will meet at least six times in each calendar year, in accordance with Rule 48. The committee will agree a schedule of all meetings in January each year for the following financial year.

3.20 There will be a summer recess for all committee-related meetings during the month of July. Meetings will only be convened during this period in situations of considerable urgency.

3.21 The Chair or two members of the management committee can request a special meeting of the management committee by writing to the Secretary with details of the business to be discussed. No other business may be discussed at such a meeting other than the business for which the meeting has been called.

3.22 All meetings will be held in a venue that is accessible.

3.23 Minutes

3.24 The senior officer designated to act as Secretary has responsibility for ensuring the preparation and circulation of draft minutes for all meetings of the management committee, in accordance with the style and formats set out in the approved minute-taking protocol. Draft minutes will be agreed with the Chair of the meeting before being distributed to members.

- 3.25 Responsibility for the preparation of draft minutes of any sub-committee, working group or advisory panel meetings will lie with a management team member, as designated by the sub-committee.
- 3.26 Draft minutes of meetings will normally be prepared and circulated electronically to members at least 7 days prior to the next meeting.
- 3.27 To be approved as a correct record of the meeting, minutes must be accepted by the committee following a motion proposed and seconded by two members who were present at the relevant meeting. Once approved, and inclusive of any amendments, the final minute shall be signed by the meeting Chair and retained as the official record of the Association.
- 3.28 Draft minutes of each sub-committee meeting, working group, etc. will be made available to the next following meeting of the WHA management committee, provided its meeting takes place more than 10 days prior to the date of the next scheduled management committee meeting.

3.29 Business at meetings

At least seven days' notice of meetings will be given. The management committee may determine the form of the notice to be provided, which can include electronic form. Notice of meetings must include an agenda of the business to be transacted and all supporting papers. The late circulation of a report will not prevent the agenda item being discussed, provided that a majority of management or Sub-Committee members present agree.

- 3.30 All items of business notified on the agenda should normally be the subject of a written report.
- 3.31 Urgent business which has not been notified in advance of the meeting may be considered if a majority of those attending agree.
- 3.32 The Chair and Director will liaise over the preparation of the agenda for meetings of the management committee, and the Sub-Committee Chair with the relevant senior manager for meetings of Sub-Committees.
- 3.33 Members of the management committee, Sub-Committees, Working Groups and Advisory Panels may propose items for inclusion on the agenda for a meeting by contacting the relevant Chair or the Director. The relevant Chair will decide whether the item is to be included and the nature of any supporting papers required.
- 3.34 In the event of the management committee considering matters relating to the employment of staff which have the potential to cause formal grievance or disciplinary action to be initiated, those members of the Staffing Committee who have been appointed to deal with appeals shall withdraw from the discussion and take no part in decision-making on the specific issue under deliberation (see Staffing Committee remit at Appendix 3 of these Standing Orders).

3.35 Chairing meetings

Where the Chair is not present 15 minutes after the appointed start of a meeting of the management committee, the Vice-Chair will preside or, failing him/her, the committee members present will appoint another member, who cannot be a co-optee, to act as Chair for that meeting.

- 3.36 Where the Chair of any Sub-Committee or a Working Group or Advisory Panel is not present 15 minutes after the appointed start time, those members present may appoint one of their number, who cannot be a co-optee, to act as Chair for that meeting.
- 3.37 The Chair will decide on all matters of order raised at meetings and will determine the order of debate. If any point arises which is not covered in WHA'S Rules or Standing Orders, the Chair will give her/his ruling which will be final.
- 3.38 The Chair may vary the order of business from that detailed on the agenda.

3.39 Conduct at meetings

Committee members, when attending meetings, must:

- Conduct themselves in a courteous and business-like manner.
 - Show respect for the authority of the Chair of the meeting.
 - Show respect and consideration towards other committee members, staff members and anyone else attending a meeting.
- 3.40 All speakers must direct their words to the Chair. All committee members must remain quiet and maintain order while this is happening. The Chair will decide who can speak and for how long.
- 3.41 The Chair is responsible for ensuring that all members who wish to contribute to a discussion are able to do so and that the debate is conducted in an orderly and equitable manner.
- 3.42 A majority of those attending a meeting of the management committee, Sub-Committee, Working Group or Advisory Panel may require a member to withdraw from a meeting if the member is being obstructive or abusive or fails to recognise the authority of the Chair.

3.43 Length of meetings

Meetings will not last for more than two hours, unless a majority of those present agree. In the event that it is agreed that a meeting of the committee can continue beyond this time, the total duration cannot exceed four hours.

- 3.44 Committee members may adjourn meetings. The time of a reconvened meeting may be agreed as part of the adjournment motion, failing which it will be decided by the meeting Chair.

3.45 Staff attendance

The Director and Management Team will attend all meetings of the management committee to advise committee members on the matters under discussion. Staff members cannot vote on any matter being considered by the committee and may be asked to leave by the Chair during confidential discussions.

- 3.46 Relevant senior managers will normally attend meetings of Sub-Committees to advise members on matters under discussion.

3.47 Attendance of external parties

The management committee, Sub-Committees, Working Groups and Advisory Panels may invite other parties, such as consultants and other advisors to attend meetings. Their attendance will normally be occasional and will be confined to a specific item of business.

- 3.48 Members of the public will not be admitted to management committee, Sub-Committee, Working Group or Advisory Panel meetings.

3.49 Voting

All matters for decision will normally be decided by a show of hands, unless a poll is requested by two or more members. A simple majority of those present and eligible to vote will be sufficient to decide the matter. Where the votes are divided equally for and against the issue, the Chair will have a second and deciding vote.

- 3.50 A member may request that his/her dissent from a specific decision is recorded in the minute, provided the request is made at the meeting the decision was taken at. This does not excuse the member from the responsibilities of collective responsibility for the decision taken.

- 3.51 Resolutions duly moved and seconded that do not attract any objection or contrary views will be deemed passed without dissent.

- 3.52 A member may propose a motion or amendment to any matter under discussion. The Chair will decide if the motion or amendment is competent. All motions and amendments must be proposed and seconded by members eligible to vote on the matter under discussion. Where only one amendment to a proposal is made, the Chair will call a vote on the amendment first. If more than one amendment is proposed, the Chair will determine the order of voting until a successful amendment is achieved and then call a vote on the amended proposal.

3.53 Openness and confidentiality

WHA is open about the way it conducts its affairs, and positive about how it responds to requests for information. In line with this approach, minutes of the meetings of the management committee will be available to the public, once they have been approved. They will be available via WHA's website.

- 3.54 Some items and reports considered at committee meetings may require to be treated as confidential, for example those relating to individuals or groups of individuals, or commercially sensitive. It is the responsibility of the Director to determine whether any item or report due for consideration at an upcoming management committee meeting should be designated as confidential, in line with WHA policies, and in consultation with the Chair where any judgement may be required in relation to such a decision. It will be for the Chair to decide at the meeting which, if any, staff members remain in attendance when confidential items are discussed. Such items will be the subject of a separate, confidential minute, which will not be made available to the public, or the staff team.

- 3.55 It is the responsibility of the Director (acting as Secretary), to ensure that for all confidential items considered by the management committee there is a clear audit trail of reports and papers and minutes supporting any confidential

decisions, and that these are filed and stored securely, whether in paper or electronic format.

- 3.56 Information presented at committee meetings shall not divulge personal information (such as name, address, scheme details, etc.) relating to an individual tenant or service user.

3.57 Urgent decisions

The Chair has delegated authority to make decisions on urgent matters between management committee meetings. Where it is essential for the effective operation of WHA that a decision that would normally be taken at a committee meeting has sufficient urgency that it must be taken between meetings, the following process will operate:

- The Director, or in her/his absence, the most senior manager present will alert the Chair, or in her/his absence the Vice-Chair, that an urgent matter has arisen on which a decision under delegated urgency procedures, or Chair's Action, must be taken.
- The Chair will decide whether the matter requires an urgent decision, and whether it can be decided under Chair's Action, or by reference to the management committee as a whole. Matters requiring to be approved by the management committee will involve variation from agreed policy or business plans; significant expenditure (more than £20,000), or unbudgeted expenditure; or actions judged to be high risk.
- Matters to be decided by Chair's Action will be set out in writing, with a clear recommendation, to be signed as approved and dated by the Chair, or Vice-Chair.
- Matters to be decided by the management committee will be set out in writing to all committee members, highlighting any proposed variation from policy, plans, budget, etc, clearly identifying costs, risks, and recommendations for action. The decision will not be acted upon unless a 75% majority of committee members confirm their agreement in writing (including by email).
- All decisions made under this urgency procedure will be referred to the next following Board meeting for homologation.

3.58 Emergencies

WHA has approved a Disaster Recovery Plan that sets out the arrangements that will apply in the event of a disaster or emergency situation arising. Nothing in these Standing Orders will prevent the effective implementation of the approved Plan. Where emergency decisions are required and it is not practicable to hold a meeting of the management committee or Office Bearers, the Chair and Director will take all necessary decisions to fulfil WHA's responsibilities to service users or partners. All such decisions and actions must be reported to the management committee at the earliest opportunity.

3.59 Execution of documents

WHA shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995. The use of the common seal is not required. The seal must only be used if the management committee decides this. When the seal is used, the deed or document must be signed by

the Secretary, or a member of the management committee or any other person duly authorised to sign on WHA's behalf, and recorded in the seal register.

Section Four

4. Scheme of Delegation of Authority

4.1 This scheme of delegated authority and the committee remits that form part of these standing orders, along with the Financial Regulations, set out the levels of authority and responsibility that apply to:

- Management committee
- Sub-Committees, Working Groups and Advisory Panels
- Staff team

4.2 The management committee is responsible for all of the affairs of WHA and for all activities carried out on its behalf. It is recognised that the effective operation of WHA's business depends on appropriate action being taken when required, in accordance with agreed policies. The management committee has agreed the following general and specific delegated authorities to ensure that the work of WHA is carried out efficiently and effectively and is not unnecessarily delayed whilst awaiting decisions that fall within previously agreed policies. All matters not specified are reserved to the management committee.

4.3 Where authority is delegated to a Sub-Committee and one or more members of staff, the authority delegated to staff relates to operational (i.e. day to day) responsibility, in accordance with agreed job descriptions.

4.4 General matters

The Office Bearers (Chair, Vice-Chair and Treasurer) have delegated authority to:

- represent WHA on official business
- implement WHA's agreed emergency procedures and disaster recovery policy;
- take decisions on specific issues between meetings, as delegated to one or more office bearers by the management committee.

The Director, in consultation with senior staff, has authority to:

- Ensure the effective operational implementation of WHA's strategies, policies and procedures
- Represent WHA on official business, consistent with the agreed strategies, plans and policies of WHA
- Carry out all necessary actions on behalf of WHA to comply with legal and regulatory requirements, in accordance with WHA's Rules and these Standing Orders

4.5 Specific arrangements for delegation

These are set out in **Appendix 6**.

Section Five

5. WHA Financial Regulations

- 5.1 Management committee and staff responsibilities with respect to the financial management of WHA's affairs are set out in the approved Financial Regulations.
- 5.2 WHA's Financial Year runs from 1 April – 31 March.
- 5.3 The Finance Manager is responsible for the preparation of a draft budget for consideration by the management committee. Overall responsibility for compliance with the agreed budget rests with the Director and Management Team.
- 5.4 Minor changes within the budget to individual income and expenditure totals which do not affect the overall budgeted outcome, or impact negatively on service delivery may be authorised by the Director.
- 5.5 Processes describing arrangements for certification that expenditure is arithmetically correct, approving invoices for payment and signing cheques, BACS payment schedules, etc. are set out in WHA's financial procedures. These procedures are the responsibility of the Finance Manager, in consultation with the Director, to put in place and update from time to time.
- 5.6 In the temporary absence of the Director, the Management Team will assume the same levels of authorisation and cheque signatory delegated authority as the Director.

APPENDIX 1

Management Committee Remit

1. Role of the management committee

- 1.1 The management committee of Wellhouse Housing Association (WHA) is responsible for all aspects of the Association's activities. 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.
- 1.2 The management committee is responsible for:
- Providing leadership, control and direction to WHA
 - Ensuring that WHA achieves its aims and objectives, and good outcomes for its tenants and other service users
 - Ensuring that WHA complies with all statutory and regulatory requirements

2. Membership

- 2.1 The management committee is made up of at least seven members elected by its membership, with a current maximum of fifteen members. The names of management committee members will be published on WHA's website, and in annual reports and other appropriate documents.
- 2.2 Full committee members must be aged 18 or over, meet the committee eligibility requirements as set out in the Rules, be a member of Wellhouse Housing Association, and be elected at an AGM of the Association.
- 2.3 In the event that the maximum number of committee members are not appointed following any AGM, the management committee may co-opt additional persons to fill any vacancies, subject to any such co-optees never comprising more than one-third of the committee's membership at any given time.
- 2.4 In the event that an elected committee member leaves the committee between annual general meetings, this creates a casual vacancy, and the committee may appoint a new member to fill this casual vacancy, until the next AGM.
- 2.5 Both co-optees and committee members appointed to fill casual vacancies must retire at or before the next following AGM.
- 2.6 In seeking to fill casual vacancies or appoint co-optees, the management committee will apply its agreed Committee Recruitment Policy, and seek to identify suitable persons with the requisite skills and attributes to create an appropriately balanced committee.
- 2.7 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.

3. Responsibilities and Functions

3.1 Purpose and values:

The management committee is responsible for determining WHA's core purpose and values, in accordance with its Rules. It is responsible for ensuring that WHA's values are fulfilled and communicated to service users and partners.

The management committee will:

- Develop and keep under review WHA's vision, mission statement, aims and objectives. It will oversee their dissemination to tenants, service users, partners and stakeholders. It will ensure that they comply with the Rules and relevant legislation.
- Agree and keep under review a Code of Conduct for governing members and for staff. It will ensure that all committee members and staff uphold the terms of the relevant Code and that any alleged breaches are investigated.
- Ensure that WHA conducts its affairs honestly and with integrity and that the principles of equality and diversity are promoted.

3.2 Strategic development and operational planning

The management committee is responsible for:

- The preparation, implementation, monitoring and review of WHA's strategic plans and policies. It is responsible for ensuring that plans and policies take account of the needs and views of tenants and service users.
- Developing strategic alliances and partnerships with external bodies and keeping them under review.
- The development, implementation, monitoring and review of WHA's business and operational objectives.

The management committee will:

- Develop, agree and oversee the implementation of WHA's strategic and corporate plans, including the business and internal management plan.
- Ensure that WHA contributes to and influences the development of relevant strategies and policies developed by other bodies which are relevant to WHA's aims and objectives.
- Contribute to and oversee the development of effective links between WHA and other bodies to assist in achieving the Association's aims and objectives.
- Approve any formal partnerships or alliances between WHA and another body. Where WHA is invited to nominate a representative to join the governing body of another organisation, the committee will agree WHA's representative(s) and receive regular reports on the organisation's activities and progress.

3.3 Policy development

The management committee is responsible for approving, monitoring and keeping under review all policies required to achieve WHA's objectives and ensure compliance with statutory, regulatory and good practice requirements.

The management committee will:

- Agree a framework for the development, approval and review of all policies necessary to achieve WHA's aims and objectives. It will ensure that policy development, implementation and review are informed by the views of tenants and service users where appropriate and by recognised good practice advice.

3.4 Resources

The management committee is responsible for:

- Ensuring that WHA has the necessary financial resources to meet its business and organisational objectives and requirements.
- Establishing and overseeing the implementation of an appropriate framework for the employment of staff.

The management committee will:

- Approve the annual capital and revenue budgets.
- Approve the terms of any borrowing or investment in WHA's name.
- Ensure the availability of adequate finance, both grants and loans, on appropriate terms to support the delivery of WHA's objectives.
- Agree the annual rents and service charges for WHA properties and services.
- Agree an appropriate staff structure to enable the aims and objectives of the Association to be achieved.
- Undertake all the functions associated with WHA's role as an employer, subject to the terms of the agreed delegation of authority.
- Appoint the Director and agree the terms of his/her remuneration. It will ensure that the Director is supported and appraised in accordance with WHA's agreed systems and procedures. It will take any necessary disciplinary action against the Director.

3.5 Service delivery

The management committee is responsible for all aspects of WHA's delivery of services and for ensuring that the Association's aims and objectives are achieved through effective service delivery.

The management committee will agree:

- The nature and level of services to be provided to tenants and service users and their method of delivery in all activities.
- Standards for customer service and service delivery, and will monitor their implementation.
- WHA's involvement in activities such as Common Housing Registers and monitor their effectiveness.

3.6 Risk assessment and management

The management committee is responsible for identifying and assessing risks associated with WHA's activities and for overseeing a framework for the management of these risks. It will monitor the implementation of its risk management policy and practice on a regular basis.

3.7 Compliance, control and accountability

The management committee is responsible for:

- Ensuring that WHA acts at all times within the terms of its Rules, statutory and regulatory requirements.
- The establishment and review of systems for internal and external audit, financial control and performance reporting.
- Monitor customer service delivery by reviewing performance against targets.
- Pursue continuous improvement by ensuring that comparative reviews of performance are carried out against previous internal performance and compared with other relevant housing associations.
- Ensuring that the views of tenants and service users are obtained on a regular basis and that appropriate opportunities for tenants and service users to participate in and influence effectively the affairs of the Association are promoted.

The management committee will:

- Approve the audited accounts for recommendation to the Annual General Meeting and agree the recommendation to be made to the AGM in respect of the appointment or re-appointment of the external auditors.
- Agree the appointment of the Association's internal auditors, the terms of their engagement. It will monitor the findings and implementation of recommendations from the internal auditor. It will ensure that the internal audit arrangements are kept under review so that they remain appropriate to WHA.
- Ensure that there are adequate systems of management control and financial monitoring in place, and will monitor their effectiveness. It will approve the opening and closing of bank or building society accounts held in the Association's name.
- Determine appropriate systems of quality assurance, including targets and key performance indicators for all aspects of WHA's activities.
- Approve any legal action to be pursued by WHA, including recovery action against tenants for breach of tenancy and claims against contractors.

3.8 Financial Management and Internal Control

The management committee will:

- Approve appropriate systems of internal management and financial control to ensure that the Association is not put at risk. It will monitor the implementation of these systems by receiving reports from staff
- Monitor the Association's income and expenditure against budget on a regular basis. It will ensure, through monitoring, that expenditure is controlled and income targets achieved. It will agree action to address short term cash flow difficulties.

3.9 Delegated Authority

The management committee is responsible for:

- Establishing, implementing, overseeing and keeping under review an appropriate scheme of delegated authority to enable the work of the Association to be carried out effectively.
- Ensuring that there is an effective working relationship between it and the Director and other senior staff.

3.10 Support and Evaluation

The management committee is responsible for:

- Ensuring that its own effectiveness, both collectively and individually, and that of sub-committees and working groups is evaluated once a year.
- Ensuring that voluntary members and staff are adequately trained and supported to fulfil their roles and responsibilities.

The management committee will ensure that:

- An annual review of the skills required by WHA to fulfil its activities and functions effectively, including those relating to governance, is carried out. It will agree and monitor the implementation of an annual strategy to address any requirements.
- An annual staff and committee member training plan is developed, agreed, adequately resourced and effectively implemented.
- The remit for the management committee is reviewed at least every three years.

4. Authority

- 4.1 The management committee is responsible for directing the affairs of WHA and its business, and may do anything lawful which is necessary or expedient to achieve the objects of the association.

5. Meetings

- 5.1 The management committee must meet at least six times a year.
- 5.2 A quorum for any meeting will be four full committee members. Co-optees do not count towards the quorum.
- 5.3 All proceedings must be minuted, with draft minutes presented to the next following meeting for approval, evidenced by signature of the Chair.

6. Attendance and servicing

- 6.1 The Director and other management team members will normally attend management committee meetings. Other staff and external parties such as consultants and advisors may attend at the invitation of the committee.
- 6.2 All staff, including the Director if appropriate, may be asked to leave the meeting during confidential items.
- 6.3 From time to time, the committee will meet without any staff present.
- 6.4 The Director is responsible for servicing this meeting, 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 in accordance with the agreed minute-taking protocol.

7. Review

- 7.1 This remit was approved by the management committee in January 2022. It can only be amended with the approval of the management committee. It will be reviewed not later than January 2025.

APPENDIX 2

Audit & Risk Committee Remit

1. Role of the Committee

1.1 The Audit & Risk Committee has been established by the management committee to ensure that Wellhouse Housing Association (WHA) has in place and operates appropriate controls to safeguard its assets and manage associated risks. It has delegated authority to take decisions and approve actions in accordance with this remit and the terms of the approved scheme of delegation of authority. It is a sub-committee of the management committee.

2. Membership

2.1 Members of the Audit & Risk Committee will be appointed annually by the management committee at its first meeting following the AGM. Changes to the membership or chairmanship of the Audit & Risk Committee prior to the next AGM must be approved by the management committee.

2.2 There will be a minimum of three management committee members forming the membership of the Audit & Risk Committee, which will have a maximum membership of six members. Not more than a third of its members may be co-optees, and all co-options must be approved by the management committee.

2.3 The management committee should satisfy itself that normally at least one member of the Audit & Risk Committee has recent and relevant financial experience. This can be achieved by co-option.

2.4 The Chair of the Audit & Risk Committee will be appointed annually by the management committee, and must be a full management committee member. In the absence of the appointed Chair at a meeting, the remaining members shall elect one of themselves to chair the meeting.

2.5 The Chairperson of the management committee cannot be the Chair of the Audit & Risk Committee, and will not normally be a member.

3. Responsibilities

3.1 General

3.1.1 To advise the management committee on whether there is an appropriate culture of control throughout the organisation.

3.1.2 To oversee the annual report to the management committee on the effectiveness of the system of internal control throughout the organisation.

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

3.1.4 To ensure effective co-operation between internal and external audit.

3.2 Financial reporting

3.2.1 To review and monitor the integrity of the annual financial statements.

3.2.2 To 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.

3.3 External audit

3.3.1 To meet with the external auditors in order to agree, monitor and review a planned programme of work.

3.3.2 To 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.

3.3.3 To 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.

3.3.4 To 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.

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

3.3.6 To determine and oversee the process for the selection and appointment of the external auditor, making recommendations to the management committee on any appointment.

3.3.7 To approve the fees and terms of engagement of the external auditor.

3.4 Internal Audit

3.4.1 To 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.

3.4.2 To 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.

3.4.3 To receive and review the annual report from the internal auditor.

3.4.4 To 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.

3.4.5 To 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.

3.4.6 To determine and oversee the process for the selection of the internal auditor where required.

3.5 Internal control and risk management

- 3.5.1 To keep under review the effectiveness of the internal controls and risk management system.
- 3.5.2 To undertake at least annually a comprehensive review of WHA's risk maps.
- 3.5.3 To 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.
- 3.5.4 To provide assurance to the management committee that risk management and internal controls are embedded in the culture of the organisation.
- 3.5.5 To commission special investigations into matters of particular concern relating to internal control, independently of the management committee.
- 3.5.6 To 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.

3.6 Other responsibilities

- 3.6.1 To 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.
- 3.6.2 To ensure that appropriate business continuity and contingency plans are in place and are tested regularly.
- 3.6.3 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.

4. Accountability and assurance

- 4.1 The Audit & Risk 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.
- 4.2 The management committee will obtain assurance on the Audit & Risk Committee's work via minutes which will be presented for information to the next available management committee meeting (in draft form, if necessary). The Chair of the Audit & Risk Committee will ensure that key issues are brought promptly to the attention of the management committee, and has the right to speak on matters of concern at any committee meeting.
- 4.3 The Audit & Risk Committee will present a report annually to the management committee on its work.

5. Authority and access

- 5.1 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.
- 5.2 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.

6. Meetings

6.1 The Audit & Risk Committee will meet at least four times a year.

7. Attendance

7.1 The Audit & Risk Committee shall meet on its own when required.

7.2 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
- Other staff as required

7.3 At least annually, the Audit & Risk Committee shall meet in a closed session with the external and internal auditors.

8. Quorum

8.1 A quorum for any meeting will be three committee members. Co-optees do not count towards the quorum.

9. Review date

9.1 This remit was approved by the management committee on 9 July 2015. It can only be amended with the approval of the board. It will be reviewed no later than October 2019.

APPENDIX 3

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 this remit and 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. Membership

- 2.1 Members of the Staffing Committee will be appointed annually by the management committee, at its first meeting following the AGM. Appointments to the Staffing Committee will normally be for a minimum of three years, subject to continuing membership of the management committee and this annual appointment process, in order to gain experience in dealing with staff matters, and to ensure stability and consistency of treatment for employees.
- 2.2 Membership of the Staffing Committee will be a minimum of three elected management committee members, and a maximum of six members. Not more than a third of its members may be co-optees, and all co-options must be approved by the management committee.
- 2.3 The Chair of the Staffing Committee will be appointed annually by the management committee, and must be an elected management committee member. In the absence of the appointed Chair at a meeting, the remaining members shall elect one of themselves to chair the meeting.
- 2.4 Changes to the membership or Chair of the Staffing Committee prior to the next AGM must be approved by the management committee.

3. Responsibilities

3.1 General

- 3.1.1 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.
- 3.1.2 To ensure that WHA is effectively discharging its obligations with respect to health and safety management.

3.1.3 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.

3.2 Staff recruitment and induction

3.2.1 To oversee the process for the selection and recruitment of staff, particularly for those roles where management committee members are designated to participate in the recruitment process.

3.2.2 To receive assurance about the effective application of the staff recruitment and induction policies.

3.3 Appraisal, training and development

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

3.4 Pay and terms and conditions of employment

3.4.1 To 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.

3.5 Grievance, discipline and redundancy

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

3.5.2 To 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 3.5.1 above). The Staffing Sub-Committee has delegated authority to instruct any appropriate sanction arising from such hearings, up to and including dismissal.

3.5.3 To conduct and make decisions about appeal hearings (normally by a panel of three members – see 3.5.1 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.

3.6 Absence management

3.6.1 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.

3.7 Health and Safety

- 3.7.1 To 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.
- 3.7.2 To 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. Also that an appropriate training and induction programme for all staff is in place and operating effectively.
- 3.7.3 To ensure that periodic independent compliance audits are carried out, and agreed recommendations are followed up and implemented.

3.8 Equal opportunities and diversity

- 3.8.1 To 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.

3.9 Policy review

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

4. Accountability and assurance

- 4.1 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.
- 4.2 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.
- 4.3 The Staffing Committee will conduct an annual self-assessment of the effectiveness of its work, and make changes as appropriate to improve its performance.
- 4.4 The Staffing Committee will present a report annually to the management committee on its work.
- 4.5 The Staffing Committee may obtain independent legal or other professional advice, within reasonable budgetary constraints.

5. Meetings

- 5.1 The Staffing Committee will meet at least four times a year.

6. Quorum

- 6.1 A quorum for any meeting will be three full committee members. Co-optees do not count towards the quorum.

7. Attendance

- 7.1 The Staffing Committee shall meet on its own when required.
- 7.2 Senior staff and others may attend all or part of any meetings at the invitation of the committee. Attendees will normally include:
- Director
 - Depute Director
 - Other staff as required
- 7.3 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.

8. Review

- 8.1 This remit was approved by the management committee on 29 October 2015. It can only be amended with the approval of the management committee, and will be reviewed no later than October 2018.

APPENDIX 4

Working Group Template

1. Name of Working Group

2. Date Established by Management Committee

3. Minute Reference

4. Purpose: (extract from Minute) eg:

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

5. Membership:

Committee: 1.
 2.
 3.
 4.

Staff: 1.
 2.

Co-optees: 1.
 2.

6. Quorum

7. Chair

8. Main Staff Contact

9. Delegated Authority:

eg: the Working Group has authority to:

- 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:

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

APPENDIX 5

Role Description for Governing Body Members of WELLHOUSE HA

1. Introduction

“The Governing Body leads and directs the RSL to achieve good outcomes for its tenants and other service users.” Regulatory Standards of Governance and Financial Management, Standard 1¹

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a governing body member (GBM) of Wellhouse Housing Association (WHA). It should be read in conjunction with the accompanying person specification [or GB profile] and WHA’s Rules and Standing Orders.
- 1.2 WHA is a Registered Social Landlord [and a Scottish Charity]. The role description reflects the principles of good governance and takes account of (and is compliant with) the expectations of the Regulatory Standards of Governance and Financial Management for Scottish RSLs and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).
- 1.3 WHA encourages people who are interested in the Association’s work to consider seeking election as a GBM and is committed to ensuring broad representation from the communities that it serves. GBMs do not require ‘qualifications’ but, from time to time, we will seek to recruit people with specific skills and experience to add to or expand the existing range of skills and experience available to ensure that the governing body is able to fulfil its purpose. We have developed a profile for the GB which describes the skills, qualities and experience that we consider we need to lead and direct WELLHOUSE HA and carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.
- 1.4 This role description applies to all members of the governing body, whether elected or co-opted or appointed, new or experienced. It is subject to periodic review.

2. Primary Responsibilities

- 2.1 As a GBM your primary responsibilities are, with the other members of the governing body, to
 - Lead and direct WHA’s work
 - Promote and uphold WHA’s values
 - Set and monitor standards for service delivery and performance
 - Control WHA’s affairs and ensure compliance
 - Uphold WHA’s Code of Conduct and promote good governance

¹ Scottish Housing Regulator (February 2020) *Regulation of Social Housing in Scotland: Our Framework* available [here](#)

- 2.2 Responsibility for the operational implementation of WHA's strategies and policies is delegated to the Chief Officer.

3. Key Expectations

- 3.1 WHA has agreed a Code of Conduct for Governing Body Members which every member is required to sign on an annual basis and uphold throughout their membership of the governing body.
- 3.2 Each GBM must accept and share collective responsibility for the decisions properly taken by the governing body. Each GBM is expected to contribute actively and constructively to the work of WHA. All members are equally responsible in law for the decisions made.
- 3.3 Each member must always act only in the best interests of WHA and its customers, and not on behalf of any interest group, constituency or other organisation. GBMs cannot act in a personal capacity to benefit themselves or someone they know.

4. Main Tasks

- To contribute to formulating and regularly reviewing WHA's values, strategic aims, business objectives and performance standards
- To monitor WHA's performance
- To be informed about and ensure WHA's plans take account of the views of tenants and other customers
- To ensure that WHA operates within and be assured that WHA is compliant with the relevant legal requirements and regulatory frameworks
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that WHA is adequately resourced to achieve its objectives and meet its obligations
- To oversee and ensure WHA's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants
- To act, along with the other members of the governing body, as the employer of WHA's staff
- To ensure that WHA is open and accountable to tenants, regulators, funders and partners

5. Duties

- Act at all times in the best interests of WHA
- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the governing body and sub-committees
- Contribute effectively to discussions and decision making

- Exercise objectivity, care and attention in fulfilling your role
- Take part in ongoing training and other learning opportunities
- Take part in an annual review of the effectiveness of WHA's governance and of your individual contribution to WHA's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent WHA positively and effectively at all times, including **[in local communities and]** when attending meetings and other events
- Respect and maintain confidentiality of information
- Treat colleagues with respect and foster effective working relationships within the governing body and between the governing body and staff
- Be aware of and comply with our policy on the restrictions on payments and benefits
- Register any relevant interests as soon as they arise and comply with WHA's policy on managing conflicts of interest

6. Commitment

6.1 An estimate of the annual time commitment that is expected from GBMs is:

Activity	Time
Attendance at up to 10 regular meetings of the governing body	20
Reading and preparation for meetings of the governing body	12
Attendance at up to 4 sub-committee meetings	8
Reading and preparation for sub-committee meetings	4
Attendance at annual planning and review events (including individual review meeting)	10
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	5
Attendance at internal briefing and training events	14
External Training and conference attendance (may include overnight stay or weekend)	7
Total	84

7. What WHA Offers GBMs

7.1 **[All GBMs are volunteers and receive no payment for their contribution].** **WELLHOUSE HA** has adopted an Entitlements, Payments and Benefits Policy which prevents you or someone close to you from inappropriately benefiting personally from your involvement with WHA. This and related policies also seek to ensure that you are not unfairly disadvantaged by your involvement with WHA. All out of pocket expenses associated with your role as a GBM will be fully met and promptly reimbursed.

7.2 In return for your commitment, WHA offers:

- A welcome and introduction when you first join the governing body;
- A mentor from the governing body and a named staff contact for the first six months, with ongoing support
- Clear guidance, information and advice on your responsibilities and on WHA's work
- Formal induction training to assist settling in
- Papers which are clearly written and presented, and circulated in advance of meetings
- The opportunity to put your experience, skills and knowledge to constructive use
- The opportunity to develop your own knowledge, experience and personal skills
- The chance to network with others with shared commitment and ideals

8. Review

8.1 This role description was approved by the governing body on 27 January 2022. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the governing body not later than January 2025.

Appendix 6
Scheme of Delegated Authority

1.Strategy, Policy and Performance

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the policy of the Association, including changes to existing policy and any new activities. 2. Approval of the Association's Business Plan and all other plans or documents that fall within the strategic role of the Management Committee. 3. Monitoring and overview of the financial, organisational and service performance of the Association. 4. Ensuring that the Association meets its legal, regulatory and constitutional obligations. 	<ol style="list-style-type: none"> 1. Monitoring service/business performance for matters within each sub-committee's remit. 2. Review of policies falling within each sub-committee's remit, and recommendation to management committee of any proposed changes. 	<ol style="list-style-type: none"> 1. Implementation of the Business Plan and other strategies approved by the Management Committee. 2. Provision of regular reports to the Management Committee and sub-committees in relation to all aspects of the Association's performance. 3. Preparation and issue of all information and publicity materials regarding service standards and performance.

2.Governance

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the Association's membership policy. 2. Approval/refusal of applications for membership of the Association. 3. Appointment of the Association's office bearers. 4. The establishment and dissolution of sub-committees; approval of their remits and delegated powers; and appointment of their members. 5. Filling of any casual vacancies, and the appointment/replacement of co-opted members of the Management Committee or sub-committees. 6. Removal of committee members, where required. 7. Approval of the Association's delegated authority arrangements, Standing Orders and Financial Regulations. 8. Approval of the creation or dissolution of subsidiaries, and appointment of directors to subsidiaries and other bodies. 9. Approval of entitlements, payments and benefits policy, and appropriate discretionary decisions. 10. Approval of use of the Association's seal. 		<ol style="list-style-type: none"> 1. Processing of applications for membership. 2. Maintaining the Association's register of shareholders. 3. Administration and cancellation of shares, as provided for in the Association's Rules. 4. Maintaining the Association's Register of Interests

1. Financial Management

Reserved to the Management Committee	Delegated to Audit/ Risk Committee	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the Association's annual budget, and any subsequent revisions. 2. Approval of quarterly management accounts. 3. Ensuring that the Association is meeting its obligations to funders. 4. Approval of financial projections and the Association's business plan including overall private borrowing limits and levels. 5. Approval of spending levels beyond those allowed for by sub-committees and staff, including additional borrowing outwith the business plan and/or existing borrowing limits. 6. Approval of the annual financial statements, prior to the Association's AGM. 7. Approval of any borrowing and the granting of security over the Association's assets. 8. Disposal of any property/assets. 9. Committing, authorising and signing off expenditure and payments by authorised signatories as set out in the Financial Regulations. 10. Approval of Treasury Management Policy and Strategy. 	<ol style="list-style-type: none"> 1. Authorisation of expenditure, where permitted by the Standing Orders and Financial Regulations. 2. Consideration of draft annual financial statements for recommendation to the Management Committee. 3. Approval of accounting policy. 4. Review of the Association's financial and risk management policies, recommending proposed changes to the management committee. 5. Review of the Association's business continuity and contingency plans, including oversight of testing arrangements. 	<ol style="list-style-type: none"> 1. Implementation of the financial policies, plans and strategies approved by the Management Committee and relevant sub-committees. 2. Expenditure within the Association's approved budget (subject to the limits specified in the Association's standing orders and financial regulations, policies and procedures). 3. Authorisation of expenditure in excess of the Association's approved budget, in emergency situations. 4. Authorisation of expenditure and the making of payments, in accordance with the standing orders and financial regulations/procedures. 5. The collection, security, banking and recording of all income received by the Association. 6. Maintenance and control of the Association's bank accounts (including payments and the moving of monies by electronic means), in accordance with the Association's Financial Regulations and Procedures.

3.Financial Management continued

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
<p>11. Approval of write-off of irrecoverable debt</p>		<p>7. Treasury management transactions and executive decisions relating to investments and cash management, in accordance with the Association's Treasury Management Policy.</p> <p>8. Payroll administration, control of petty cash and the payment of expenses to the Association's employees and Management Committee members within the terms of the relevant policy.</p> <p>9. Administration of taxation payments, including those relating to VAT, PAYE and National Insurance.</p>

3.Risk Management and Audit

Reserved to the Management Committee	Delegated to Audit/Risk Committee	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the Association's Risk Management Strategy. 2. Consideration of all matters involving substantive and material risks to the Association's solvency, reputation and ability to meet its statutory and contractual obligations. 3. Receipt of the external auditor's Management Letter and approval of the Association's formal response. 4. Receipt and approval of a report from the sub-committee on internal controls assurance, including the annual outcome of the internal audit process. 5. Formal appointment of the Association's external and internal auditors. 	<ol style="list-style-type: none"> 1. Monitor implementation of the Association's Risk Management Strategy, reporting on any substantive and material risks to the Management Committee. 2. Selection of the Association's external and internal auditors. 3. Issue of external auditor's Letter of Engagement and approval of proposed programme/approach. 4. Approval of internal audit needs assessment and programme of internal audit. 5. Review external/internal auditor recommendations and the external auditor's Management Letter, make recommendations to the Management Committee regarding the response to that Letter, and monitor implementation of agreed recommendations. 6. Keep under review the effectiveness of internal control systems. 7. Monitor the effectiveness of external and internal audit services. 8. Instruct investigations into any irregularities or failures in the Association's management and control systems. 	<ol style="list-style-type: none"> 1. Implementation of the Association's Risk Management Policy and procedures, including preparation and maintenance of risk maps. 2. Routine liaison with the external and internal auditor. 3. Implementation of auditors' recommendations and submission of monitoring/progress reports to Audit & Risk Committee.

4. Staffing, Employment and Health and Safety

Reserved to the Management Committee	Delegated to Staffing Committee	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Appointment of the Association's Director and Management Team members. 2. Make arrangements for annual performance appraisal of the Association's Director. 3. Approve the Association's human resources, health and safety and equality and diversity policies. 4. Approval of staff structure changes, including any permanent increases or reductions in staffing establishment. 5. Approval of the Association's pay structure and terms and conditions of employment, including any annual pay increase. 	<ol style="list-style-type: none"> 1. Review of the Association's human resources policies, making recommendations to management committee about any proposed changes. 2. Make decisions on discretionary areas in the EVH terms and conditions of employment including overtime payments, annual or other leave entitlement and individual job re-evaluation matters. 3. Review of Health and Safety Policy and monitoring of compliance with the Association's obligations. 4. Oversight of the Association's action plans, training, etc to achieve compliance with the Association's equality and diversity policies, objectives and legal obligations. 5. Consider and decide grievance, disciplinary or appeal against redundancy selection cases needing committee involvement, including the power to impose any appropriate disciplinary sanction, including dismissal. 6. Selection of staff (other than the Association's Director and Management Team members), for Grades 7 and above including arrangements for interview panels and for promotions. 	<ol style="list-style-type: none"> 1. Employment of temporary staff (provided costs are within the approved staffing budget). 2. Advertising job vacancies (established and temporary posts). 3. Recruitment and selection of staff (other than the Association's Director and Management Team members), for Grades 1 to 7 including promotions and temporary posts. 4. Recruitment of temporary posts below the level of Management Team where costs will sit within the overall staffing budget. 5. Issuing of employment contracts. 6. All operational human resources management issues which fall within the conditions of service and the Association's established policies. 7. Payroll and pensions administration and payment of staff expenses and overtime payments. 8. Grievances and disciplinary action (excluding matters relating to the Director and individual cases requiring committee involvement).

5. Staffing, Employment and Health and Safety continued

Reserved to the Management Committee	Delegated to Staffing Committee	Delegated to the Management Team
	<p>7. Authority to obtain independent legal or other professional advice, subject to budgetary provision.</p>	<p>9. Operational management of the Association's responsibilities as an employer in relation to health and safety management.</p>

5.Housing Services

Reserved to the Management Committee	Delegated to sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of annual rent, service charge and other management charge increases. 2. Approval of the granting of tenancies or other tenancy-related matters in connection with the Association's Entitlements, Payments and Benefits Policy. 3. Hearing of appeals and complaints submitted by all service users. 4. Approval of all housing management related policies and service standards. 5. Approval and monitoring of strategies for service development and improvement. 6. Approval of the overall terms of the Association's tenancy agreement and other occupancy agreements. 7. Approval to enter into management agreements or leases with third parties relating to housing properties. 8. Approval and monitoring of strategies for tenant engagement. 9. Scrutiny of performance and levels of tenant satisfaction in connection with the housing service. 		<ol style="list-style-type: none"> 1. Interpretation and implementation of the policies and service plans approved by Committee. 2. Management of empty properties. 3. The allocation of properties, unless prior Committee approval is required under the Entitlements, Payments and Benefits Policy. 4. The provision of accommodation for homeless persons, under Section 5 of the Housing (Scotland) Act 2001. 5. The granting of Scottish Secure Tenancies, Short Scottish Secure Tenancies and any other forms of occupancy agreement approved by Committee. 6. All matters relating to the management of tenancies. 7. The provision of tenancy support services in accordance with the Association's policies and budgetary arrangements. 8. The management of leases and management agreements with third parties.

6. Housing Services continued

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
<p>10. Approval of any proposal for eviction of any of the Association's tenants.</p>		<p>9. Making all statutory payments to tenants and any discretionary payments within the terms of the Committee's policies.</p> <p>10 All matters relating to the collection of rents, service charges and factoring charges, including arrears recovery, and recommending decisions to seek eviction to management committee for approval.</p> <p>11. Enforcement of decrees for eviction.</p> <p>12. Implementation of the Tenant Participation Strategy.</p> <p>13. All matters relating to neighbour relations and anti-social behavior, in accordance with approved policies.</p> <p>14. Implementation of the Estate Management Policy and all expenditure relating to estate management services, within the budget approved by the Management Committee.</p>

6.Housing Services continued

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
		<p>15. Assessment of tenant complaints and appeals, including the preparation of reports where complaints and appeals are referred for consideration by the Management Committee.</p> <p>16. Processing of Right to Buy sales.</p>

6.Maintenance

Reserved to the Management Committee	Delegated to sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the Association's annual revenue and capital budgets for repairs and planned maintenance works, and their related works programmes. 2. Approval of the Association's overall asset management strategy and all other maintenance-related policies. 3. Settlement of any contractual claims. 4. Approval of the Association's procurement and tendering policies. 5. Approval of procurement arrangements and entering into contracts for maintenance works. 6. Approval of consultant and contractor procurement lists, including any additions and deletions. 7. Approval and monitoring of the Association's Scottish Housing Quality delivery plan. 		<ol style="list-style-type: none"> 1. Adding contractors to the Association's approved list on a trial basis pending full acceptance onto approved list. 2. Preparation of reports and recommendations on additions to or removal from approved list of consultants and contractors. 3. Selection and appointment of contractors and consultants within approved delegation/Financial Regulations. 4. Instructing all repairs and maintenance works, within the budgets approved by the Committee and in accordance with the Financial Regulations 5. Implementation of gas servicing programme and all related matters, reporting to management committee on performance against targets and any failure to meet the Association's legal obligations.

7.Maintenance

Reserved to the Management Committee	Delegated to sub-committees	Delegated to the Management Team
		<ul style="list-style-type: none"> 7. Instructing all works for which the Association is responsible under the tenancy agreement, including those of an emergency nature. 8. Applying the tenant recharge policy for the cost of repairs. 9. Quality management and inspections. 10. Preparation and issue of all information and publicity materials regarding service standards and performance. 11. Statutory and discretionary payments to tenants, within the policies approved by the management committee. 12. Approval/refusal of tenant requests to carry out alterations and improvements, in accordance with policy. 13. Ensuring compliance with the Association's health and safety obligations, including the preparation of health and safety plans and files, keeping the management committee informed of any failure to meet the Association's legal obligations. 14. Assessment of tenant/service user complaints and appeals, including the preparation of reports where complaints and appeals are referred for Committee consideration.

7. Development

Reserved to the Management Committee	Delegated to Sub - c o m m i t t e e s	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the Association's development strategy and Strategy and Development Funding Plan submission. 2. Purchase of any land and buildings for development. 3. Approval of any new development projects, including financial appraisal, housing mix, procurement strategy and methods, appointment of professional consultants, acceptance of HAG offers and entering into and signing construction contracts. 4. Approval of any development partnerships with other housing associations. 5. Settlement of contractual claims. 6. Approval of all development-related policies, including design and specification standards. 7. Monitoring of development progress, including scheme and contract expenditure, performance against grant planning targets, etc. 8. Approval of additional expenditure on individual contracts, in excess of any delegated authority to staff. 		<ol style="list-style-type: none"> 1. Authorising applications for statutory permissions and consents. 2. Selection of consultants and contractors, development agents, etc. subject to management committee approval. 3. Supervision and performance review of professional consultants. 4. Issuing client instructions to the Association's professional consultants and contractors, as required. 5. Monitoring contract costs and progress. 6. Making HAG submissions to Glasgow City Council. 7. Making funding submissions re wider role to all relevant funding bodies, in line with approved strategies and business plan objectives. 8. Approval of home loss or disturbance payments.

8. Development

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
		<p>9. Submission of applications for Section 66 consent from the Scottish Housing Regulator.</p> <p>10. Ensuring compliance with the Association's health and safety obligations, including the preparation of health and safety plans and files.</p> <p>11. Notifying the management committee of any failure to meet the Association's statutory or contractual obligations, or of any circumstances where contracts are affected by material delays and/or cost increases in relation to the approved programme and contract sum.</p> <p>12. Approval of additional contract expenditure or other development-related expenditure, as provided for in Financial Regulations.</p> <p>13. Conducting a risk review in connection with any proposed new project, reporting risk scores and planned mitigation action as part of the project approval process.</p>

8. Regeneration

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
<ol style="list-style-type: none">1. Approval of all partnership arrangements and agreements for regeneration and community investment, including any financial or budgetary implications.		<ol style="list-style-type: none">1. Management of operational day to day relationship with Connect and other partners.2. Implementation of agreed regeneration and community investment strategies and business plan objectives.