



Dunbritton Housing Association Limited

Name of Policy	Standing Orders
Responsible Officer	Chief Executive
Date approved by Board	26 August 2020
Date of next Review	August 2023
Section	Governance
Reference	GOV - 11

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Contents

1. Introduction	1
2. Definitions	1
3. Board and Committee Structure	2
4. Frequency and Timing of Meetings	2
5. Membership of Committees	2
6. Appointment of Committee Convenors	2
7. Conduct of Board of Management Meetings	2
8. Delegations of Powers to Office Bearers and Officials	7
9. Delegation of Powers - General Principles of Delegation	8
10. Disciplinary Procedure	9
11. Equality & diversity	10
12. Links with Other Policies	10
13. Review	10

Appendices

- Appendix 1 - Board of Management Remit
- Appendix 2 - Audit Committee Remit
- Appendix 3 - Asset Management Committee Remit
- Appendix 4 - Customer Services Committee Remit
- Appendix 5 - Staffing Committee Remit
- Appendix 6 - Chair of Management Board Remit
- Appendix 7 - Convenor of Audit Committee Remit
- Appendix 8 - Convenor of Asset Management Committee Remit
- Appendix 9 - Convenor of Customer Services Committee Remit
- Appendix 10 - Convenor of Staffing Committee Remit

1. Introduction

1.1 The contents of this policy refer to the arrangements which set out how the business will be controlled and run. They do so in greater detail than the Rules and specify the governance structures, procedures, and delegation powers of the Association. For the avoidance of doubt, in cases of conflict, the Rules and legal or regulatory requirements will supersede any provision of these Standing Orders.

1.2 Any of these Standing Orders may be suspended at a general meeting of the Association or at a Board meeting provided that the meeting is quorate. Suspension of the Standing Orders should be a rare occurrence, and if it is found to be required frequently, the Board shall consider altering, rescinding or adding to the Standing Orders to avoid their suspension.

1.3 The ruling of the Chair of the Board as to the meaning or application of any of these Standing Orders shall be final.

2. Definitions

2.1 Rules – The Rules of Dunbritton Housing Association Ltd, as agreed with the Scottish Housing Regulator and with the Financial Services Authority, in line with the SFHA Charitable Model Rules (Scotland) 2013 produced by the Scottish Federation of Housing Associations.

2.2 Shareholding Members – Members of the Association, who hold a share in the Association, in accordance with its Rules.

2.3 Board - The Board of Dunbritton Housing Association Ltd, which acts as the governing body of the Association in accordance with the Rules. The Board remit is attached at **Appendix 1**.

2.4 Members – Those persons elected or co-opted to serve on the Board.

2.5 Committee Members – those persons elected or co-opted to serve on any Committee or other groups set up by the Board.

2.6 Delegated Authority – authority delegated by the Board to an individual or group of people to make decisions on their behalf.

3. Board and Committee Structure

3.1 Standing Committees

At its first meeting after each Annual General Meeting, the Board of Management shall appoint such Committees as it deems necessary.

3.2 "Ad Hoc" Working Groups

The Board of Management shall be empowered to appoint such "Ad Hoc" or short-life working groups as it may deem necessary, with a specific remit and duration, to consider different aspects of the Housing Association's business from time to time.

4. Frequency and Timing of Meetings

4.1 Management Board

The Association will have a minimum of 7 and a maximum (including co-optee) of 15 Board members. Membership of the Board including eligibility and the process for elected members is governed by Rules 37-44 in the Associations Rules. A minimum of six ordinary meetings of the Board shall be held each year (Rule 48).

4.2 Committees

Each Committee shall meet in accordance with a rota of suitable dates and times to be set out in the Remit of that Committee. The remit of the respective Committees and their Convenors will be reviewed annually following the Annual General Meeting (AGM).

5. Membership of Committees

Membership of each Committee shall be as decided by the Board of Management. Co-optees must not make up more than one-third of a Committee (Rule **42.3**) and there shall be no less than 3 full members on a Committee.

6. Appointment of Committee Convenors

The Convenors of any Committee shall be designated by that Committee.

7. Conduct of Board Meetings

7.1 Appointment of Office Bearers

The Board will appoint from its number a Chair, and Vice-Chair, and any other Office Bearers as are considered necessary to discharge the Board's business. The duties and delegated powers of all Office Bearers will be as agreed by the Board; their Remits appended to and incorporated in these Standing Orders. See list of appendices for specific Remits.

All Office Bearers, except for the secretary, must be elected Board members (Rule **59.1**) and be appointed at the first meeting of the Board of Management following an Annual General Meeting. Office Bearers shall serve for one year and on retiring shall be eligible for re-election.

The Chair may be re-elected but must not normally hold office continuously for more than five consecutive annual general meetings. (Rule **59.10**) The same principle will apply to other office bearers but is not a Rule requirement.

The Chair can only be required to resign if a majority of the remaining Board Members present at a special meeting agree to this. (Rule **59.6**).

The same principle applies to all Board Members (Rule **44.5**). The resolution to remove him/her as a Board Member must relate to one of the following issues: (44.5.1) failure to perform to The Scottish Housing Regulator's **Regulatory Standards** adopted and operated by the Association; (44.5.2) failure to sign or failure to comply with the Association's Code of Conduct for Board Members; or (44.5.3) a breach of the Association's Rules, Standing Orders or other policy requirements.

Where the retiral or removal of an Office Bearer or other Board Member is noted on the notice calling a Board meeting the vacancy may be filled at the meeting: otherwise, a casual vacancy may be filled at a subsequent meeting after the vacancy arises.

7.2 The Chair

The Chair of the Board shall convene all meetings of the Board. In the absence of the Chair, one of the other Office Bearers will do so. If at any time no Office Bearer is available, the members present shall elect one of their numbers to chair the meeting. All questions of order arising at any meeting shall be decided by the Chair of the meeting. In the case of equality of votes the Chair of a Board of Management meeting, or substitute, shall have both a deliberative and a casting vote.

7.3 Notice of Committee Meetings

Agendas for Board meetings shall be prepared by the Chief Executive Officer (CEO) in consultation with the Chair. (In the case of any Committees, the staff member designated in the remit to service that Committee in consultation with the Committee Convenor).

Notice of all meetings of the Board shall be sent to members not less than seven days before the date of the meeting (Rule **50**).

The Chair or two Board Members can request a special meeting by writing with details to the Secretary who will issue a copy of the request within 3 days to all

Board Members. The meeting will be held within 10-14 days following the request and will be conducted in accordance with Rule **56.1**.

Proceedings at any meeting shall not be invalidated by any accidental omission to send notice of the meeting to any member, or any other accidental defect in the arrangements for calling the meeting (Rule **50**).

7.4 Preparation for Meetings

Board Members are expected to:

7.4.1 Read Agenda Papers before Board & Committee Meetings.

7.4.2 Contact the Corporate Services Manager, or the Chair/Convenor of the Board/Committee, in advance of the meeting, if they have any queries, or do not understand the purpose or relevance of a report's contents, or would like further information or clarification to be provided at the meeting.

7.5 Order of Business

The business at meetings shall normally follow the order of the Agenda, but the **Chair** or substitute shall have the power to alter the order of business at any stage. With the consent of the members present, business not on the Agenda may be transacted at a Board or Committee Meeting. Business should be brought to the attention of the Chair in advance of a meeting. **In particular, any AOCB item can only be brought up at a meeting if notified in advance to the Chair.** In all cases, the Chair will decide whether a matter is urgent or competent or if it should be referred to staff to clarify before being brought to Board's attention.

No meeting shall continue for more than two hours beyond the time from which the meeting is called unless a motion to suspend these standing orders is carried with the approval of a majority of the members present.

The Board shall have the power to adjourn any meeting to such date and time as it, or the Chair, may determine, and, when any adjourned meeting is resumed, the proceedings shall commence at the point at which they were adjourned, and shall extend only to items on the Agenda for the original meeting.

7.6 Quorum

In accordance with Rule **48**, there must be **at least 4 Board members** (not including co-optees) to form a quorum at a Board of Management meeting (Committee remits may specify a lesser number but shall be no less than 3). No business may be conducted without a quorum.

7.7 Minutes

Board Minutes shall be prepared by an employee of the Association and a draft sent within 7 days to the Chair of that meeting for perusal. They will then be issued to all members in draft form for any corrections, before being issued for approval with the Agenda for the next Ordinary meeting of the Board. After confirming their accuracy and recording any amendments the Minutes require to be proposed and seconded by members present at the meeting to which the Minutes relate and signed by the Chair of the meeting at which they are read (Rule **62**).

In the case of Committees, the same procedure (above) regarding issue of draft Minutes will apply. The Minutes shall be put to the next meeting of the for approval of accuracy and will be signed by the Convenor of that meeting. Any matter requiring Board approval will be put to the next Board meeting in the form of a separate report with a recommendation from the Committee.

7.8 Voting

Voting shall normally be by show of hands but shall be by secret ballot if such procedure is requested by one third of the members present at any meeting. A simple majority shall be sufficient to determine the matter, with the Chair having the casting vote as set out in 2 above. In the case of a motion to suspend Standing Orders (e.g. to

continue a meeting or change a decision within six months) a simple majority of the members present in favour of the motion shall be necessary.

7.9 Dissent

Any Member of the Board or of a Committee may, without giving reasons, ask that his/her dissent from any resolution be recorded in the Minutes, provided that the request is made at the meeting at which the resolution has been passed.

7.10 Motions and Amendments

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

Any motion or amendment requires to be proposed and seconded before being put to the meeting.

7.11 Order of Debate

The Chair of the meeting shall determine the order of debate. The proposer of any motion shall have the right to reply before a vote is taken but may not introduce any new matter at that stage. After the proposer of the motion has exercised their right of reply, no other member may speak on the question, unless to raise a point of order.

7.12 Points of Order

Any Member may raise a point of order in the course of a meeting and must specify which Standing Order relates to the point being raised and all questions of order shall be decided by the Chair of the meeting. No other Member shall be permitted to speak to the point of order, unless with the Chair's permission.

7.13 Committee Decisions

Rule **54** states that 'All acts done in good faith as a result of the decision of a Board/Committee meeting will be valid.'

7.14 Motions Contradictory to Previous Decisions

A motion which is contradictory to a previous decision of the Board or any committee shall not be competent within 6 months from the date of adoption of such a decision unless such a motion receives the support of a simple majority of the Members present and voting at a Board of Management meeting.

7.15 Declaration of Interest

If any Member or employee has a personal or pecuniary interest, direct or indirect, in any matter under discussion at a meeting of the Board or of a Committee, they shall declare that interest before the meeting or, if unable to do so, as soon as practicable after the commencement of the meeting and shall leave the meeting while the matter is

discussed and will not be allowed to vote on the matter or stay in the meeting while any vote on the matter is being held. If the person is inadvertently allowed to stay in the meeting and vote on the matter, his/her vote will not be counted. 'Declarations of Interest' shall be a standing item at the start of each Board/Committee agenda.

7.16 Confidentiality

All Reports and matters discussed and not Minuted at Board or Committee meetings shall be treated in strict confidence by Members and employees in attendance, whether or not a particular matter is specifically described as confidential. This confidentiality shall only be relaxed by agreement of the Board of Management.

7.17 Enforcement of Standing Orders

It shall be the duty of the Chair of any meeting to ensure that Standing Orders are observed and enforced at that meeting.

7.18 Amending Standing Orders

These Standing Orders can only be altered or amended by a two-thirds majority decision at a Board of Management meeting unless the alteration or amendment

would affect a Rule of the Association in which case the Rules relating to the Amendment of Rules will apply. (Rule **88**).

8. Delegations of Powers to Office Bearers and Officials

8.1 General Principles

It is recognised that the effective achievement of the Association's work will often require decisions to be taken without awaiting Board or Committee approval and that many routine matters will fall to be decided by Office Bearers. Accordingly, this Scheme of Delegation sets out the basis on which delegated powers shall be exercised by the Association's Office Bearers. The Board's purpose in approving this Scheme of Delegation of Powers is to ensure that the work of the Association is not unnecessarily delayed for decisions which are clearly within the general terms of the Association's Policies.

Accordingly, the Office Bearers shall, in all cases, seek to use delegated powers to maintain progress in the various areas of work, provided that no decisions are taken which go against the stated policy or major financial commitments entered into without the approval of the Board or the appropriate Committee.

8.2 Chair & Vice-Chair

The Chair of the Board, in consultation with the CEO of the Association shall have the discretion to authorise such actions or decisions as may be necessary to avoid delays in undertaking the work of the Association and within the area covered by each of the Committees, provided that policy decisions are reserved to the Board Standing Committee. All matters on which the Chair has authorised actions shall be reported to the following meeting of the Board or standing

Committee. The Chair's Remit is appended to the Standing Orders – see Appendix 6. This includes reference to the Vice-Chair who shall have the same authority to act in the absence of the Chair.

8.3 Secretary

It shall be understood that, in all cases where discretionary authority is delegated to the Chair, the same authority shall be delegated to the Secretary as substitute in the absence of the Chair and that all matters on which the substitute has authorised action shall be reported to the following meeting of the Board or standing Committee.

Notwithstanding the foregoing, the Secretary, shall have authority for carrying out the duties of Secretary as laid down in the Associations Rules and to ensure the proper completion and scrutiny of all legal documents. (Rule **59.3**)

In circumstances where the Secretary is unavailable to carry out their functions the Board, or in emergency cases the Chair may appoint any Office Bearer, Board member or employee to carry out the Secretary's functions meantime. (Rule **59.1**)

8.4 Treasurer

The Treasurer's duties shall be as set out in the Treasurer's Remit, appended to the Standing Orders. The post is intended to assist the efficiency of the Finance functions, by reducing discussion time on the more straightforward day to day items of the Association thereby releasing limited Board time to discuss the major financial issues for Dunbritton Housing Association.

The appointment of Treasurer will be made by the Board of Management at the first meeting after the Annual General Meeting.

8.5 Emergency Arrangements

Where urgent decisions with policy implications become necessary and when it is impracticable to call a Board meeting, the Chair, or in their absence, one of the other Office Bearers shall consult with a majority of Board Members and the CEO and shall only take such decisions as shall involve the least possible policy/financial commitment on behalf of the Association. The decisions taken shall be reported to the Board as soon as possible thereafter for ratification.

In terms of Rule **55**, a written resolution signed by all Board Members or all the members of a Committee will be as valid as if it had been passed at a properly called and constituted Board meeting.

9. Delegation of Powers - General Principles of Delegation

9.1 Authority and responsibilities reserved to the Board of Management are as set out in the Board of Management Remit.

9.2 Each Committee shall observe strictly its Remit which details delegated powers and shall exercise in any matter only the degree of authority delegated to it by the

Board of Management. Convenors of Committees shall have delegated functions as outlined in their respective Remits.

9.3 It is the responsibility of the staff member preparing a report to ensure that members are made aware whether it is competent for the Committee to decide on an issue or whether a recommendation should be made to the Board on the issue concerned.

9.4 The Committee has the ultimate power to agree on competence and a member of staff takes instruction from the Committee on whether an issue should be referred to the Board – or another Committee – for decision or information.

9.5 The Board may consider, at any time, the matter included in a reference to a Committee and may alter, retract, recall or review this, or any powers delegated to a Committee. The Chair shall decide any matter of dispute arising at a Board meeting regarding the reference of any matter to a particular Committee.

9.6 Delegation of authority to the Management Team shall be in relation to the implementation of approved Policies and acting within the resources agreed in the Annual Budget.

10. Disciplinary Procedure

10.1 While recognising the right of Association Members at General Meetings to elect Board Members subject only to provisions in the Rules, it shall be the responsibility of the Board to ensure, so far as it is practicable, that Board Members carry out their duties in such a manner as to protect the interests of the Members and to uphold the reputation of the Association.

10.2 In fulfilling this responsibility, it shall be the duty of the Secretary, on receiving a complaint in respect of the conduct of any Board Member, to place the matter on the agenda of the next Board meeting. In the interim, the Secretary and the CEO will investigate the matter then advise the Board of their findings. Board Members involved will be afforded the opportunity to respond to the allegations.

10.3 The Board of Management in concluding such matters has the power to issue Warnings and or dismiss a Board Member depending on the severity of the misconduct.

10.4 In the event of any Board Member receiving three warnings a special meeting of the Board will be convened and the member must leave the Board if a majority of the remaining Board members vote in favour of this (Rule **44.5**)

10.5 In the event of a Board Member having left the Board and being re-nominated for election at a subsequent General Meeting, the Board shall report on the Member's conduct at the General Meeting at which their nomination is to be considered.

10.6 Any former Board Member who was in receipt of three warnings under this Standing Order during a prior term of office may not be co-opted to the Board or appointed to fill a Causal Vacancy thereafter.

10.7 In terms of this Standing Order conduct shall be deemed to be inappropriate if a Board Member fails to abide by the Code of Conduct for Board Members, and, in particular:

10.7.1 Breaching the Board Member's responsibility to treat any information gained through Membership of the Board of as confidential and not to relay that information to any third party unless specifically authorised to do so.

10.7.2 While on Association business, acting in such a way as to bring Dunbritton Housing Association into disrepute.

10.7.3 Failure to declare an interest in any matter before the Board of Management.

10.7.4. Acting improperly in relation to the granting of contracts or other benefits by the Association

10.7.5 Repeated and deliberate failure to comply with the Rules, Standing Orders or Policy decisions of the Association.

10.7.6 Making flippant, derogatory or offensive remarks at Board/Committee meetings.

10.7.7 Whereas it is the particular responsibility of Office Bearers of the Association to ensure that any action in breach of this Standing Order is brought to the Board of Management's attention, it is the responsibility of all members to ensure that the Board is able effectively to enforce the Standing Orders.

11. Equality & Diversity

11.1 As a service provider and employer we recognise the requirements of the Equality Act 2010, oppose any form of discrimination and will treat all customers, internal and external, with dignity and respect. We recognise diversity and will ensure that all of our actions ensure accessibility and reduce barriers to employment and the services we provide.

12. Links with other Policies

12.1 Our Standing Orders Policy is supported by, and links to a number of other Policies and strategies – details of these are shown below

- The Associations' Rules
- Committee and Convenor Remits
- Code(s) of Conduct (Board Members and Staff)

13. Review

The Standing Orders will be reviewed at least every three years by the Board.

Dunbritton Housing Association Ltd.

BOARD REMIT

1. GENERAL

The Board shall act for the Association in all matters, except those required to be exercised by a general meeting of the membership as set out in the Rules of Dunbritton Housing Association Limited.

The Board shall direct the policies and business of the Association in accordance with its Rules and charitable objectives and is responsible to its stakeholders and other interested bodies for exercising proper control over the activities of the Association.

Delegated authority may be given to Committees as appropriate. Board remits will be reviewed annually following each AGM.

This Remit and that of the Chair of this Board shall form part of the Standing Orders of Dunbritton Housing Association Ltd.

2. STRUCTURE OF THE BOARD OF MANAGEMENT

The Structure is as set out in the Rules and includes the following:

- 2.1. No less than 7 and no more than 15 members (including co-optees) shall form the Board.
- 2.2. No more than one third of the membership of the Board can be co-optees.
- 2.3. Co-optees cannot be office bearers and cannot take part in the election of office bearers or in any issues which directly affect the membership of the Association.
- 2.4. The Quorum for the Board is 4 elected Board members.
- 2.5. Meetings will be held normally on the second Wednesday of every month **(except January and July)**.
- 2.6. The Chief executive Officer, assisted by the Corporate Services Officer, is responsible for servicing the Board.

3. POWERS, FUNCTIONS & RESPONSIBILITIES OF THE BOARD (where not otherwise stated in the Rules)

The following authority and responsibilities are reserved to the Board: Governance

- 3.1. Ensure that the Association is compliant with its Rules, relevant legislation and Codes of Practice, the Scottish Housing Regulator's Regulatory Standards and the Social Housing Charter.

- 3.2 Ensure that the Association conducts its activities to the highest standards and in a manner, which is open and accountable to the Association's residents.
- 3.3 Ensure the Association adheres to Equalities legislation and good practice.
- 3.4 Development, review and approval of Standing Orders, Policies & strategic procedures, Financial Regulations, Codes of Conduct and Strategies.
- 3.5 On-going review of effectiveness of Board structure and constitution (Rules).
- 3.6 Agree delegated functions to Senior Management Team and Committees.
- 3.7 Agree authorised signatories for document signing and appoint representatives to external bodies.
- 3.8 Ensure that the Association adheres to relevant Health and Safety legislation.

Strategy & Performance Management

- 3.9 Monitor compliance with Policies and review Performance outcomes.
- 3.10 Approval of Business Plan.
- 3.11 Receive progress reports on **Community Action** projects.
- 3.12 Approval of the Annual Return on the Charter **and all financial returns** to the Scottish Housing Regulator.

Risk Management

- 3.13 Receipt and approval of Minutes from Audit Committee.
- 3.14 Overall responsibility for the Risk Management Strategy, which is reviewed by the Audit Committee.
- 3.15 Receive annual reports from the Internal Auditor on the effectiveness of the risk management and internal controls procedures and systems.
- 3.16 Appointment of Auditors (Internal & External).
- 3.17 Review and approval of Insurances.
- 3.18 Receive and respond to External Auditor's annual Management Letter.

Resources Management

- 3.19 Approval of Annual Budget, Annual Accounts, **5 Year Budgets** and 30 Year Financial Projections.
- 3.20 Approve the quarterly Management Accounts and monitor cash flow.
- 3.21 Approve adjustments to budget expenditure for the current financial year.
- 3.22 Approval of land and property acquisitions, from our own resources or private borrowings.
- 3.23 **Approve recommendations from the Staffing Committee on any restructuring / re-grading out with existing budgets or involving any Operational Management Team posts.**
- 3.24 Agree Board member attendance at Conferences.
- 3.25 Approval of annual rent, service charges and factoring fees.
- 3.26 Approve Loan Agreements and receive Treasury Management Reports.
- 3.27 Approve bad debt write offs **in excess of £1000** and provision for bad debts relating to rent accounts, factoring accounts and re-chargeable repairs as recommended by the relevant Committee.

First Approved by Board: 11.09.02

Reviewed: 10.09.03, 8.9.04, 12.10.05, 11.10.06; 10.10.07; 8.10.08, 14.10.09, 12.10.10, 12.10.11; 10.10.12; 09.10.13; 08.10.14, 14.10.15, 12.10.16, 28.06.17, 26.08.20

Appendix 2

Dunbritton Housing Association Ltd Audit & Risk Committee Remit

1. General

- 1.1 The Audit & Risk Committee is responsible for ensuring that there is on-going/continuous review of the adequacy of the Association's internal financial and operational control systems, thereby protecting the assets and viability of the business.
- 1.2 To this end it is delegated with overseeing all matters relating to internal controls of the Association. This includes taking an overview of the work of the other committees to ensure that all the objectives, standards, policies, procedures and other control arrangements are actually being implemented.
- 1.3 This Remit and that of the Convenor of this Committee, shall form part of the Standing Orders of Dunbritton Housing Association.

2. Structure

- 2.1 The Audit & Risk Committee will be appointed each year at the first Board of Management meeting following the Annual General Meeting and the members of the Committee, so long as they remain members of the Board, shall hold office until the next Annual General Meeting.
- 2.2 The Convenor must be an elected Board member, but not the Chair of the Board of Management.
- 2.3 There will be a minimum of **4** Board members on the Committee and co-opted members will not make up more than one third of the Committee.
- 2.4 The quorum for the Committee shall be 3 elected Board members (excluding co- opted members).
- 2.5 Where possible the Association will ensure that someone with finance, accounting or auditing background is elected or co-opted on to the Committee.
- 2.6 Casual vacancies may be filled during the year as the need arises.
- 2.7 The **Chief Executive Officer** will be responsible for servicing the Committee.
- 2.8 The frequency and timing of meetings will be decided by the Committee. Normally meetings will be held six monthly.

3. Report of Proceedings by the Audit & Risk Committee

- 3.1 Minutes of meetings shall be put to the next meeting of the Board for approval following an agreement of accuracy and signing by the Chair.

- 3.2 Any matters requiring Board approval or attention will be put to the next Board Meeting in the form of a separate report with a recommendation from the Committee.
- 3.3 The Committee can ask non-members (including staff and advisors) to leave meetings when required.
- 3.4 The Committee can meet with the external and/or internal auditor, without staff and advisors present, as required. It is also recognised that both the external and the internal auditors have direct access to this Committee.

4. Powers and Functions of the Audit & Risk Committee

- 4.1 A decision of the Committee will not be binding until approved by the Board except in the case of specific functions and powers delegated by the Board.
- 4.2 The Audit & Risk Committee principally will be an advisory committee, but specifically will have the delegated powers and functions as set out in this remit.
- 4.3 While the Board retains responsibility for the approval of the Association's Risk Management Strategy, authority has been passed to the Audit & Risk Committee to review the Risk Assessment Strategy and Procedures. This includes ensuring strategic risks contained within the Risk Register and set out in the Business Plan are examined at least once a year.
- 4.4 This Committee will fulfil the responsibilities of an 'audit committee' as set out the Scottish Housing Regulator's Regulatory Standards Framework, with the exception of the financial reporting requirements, which responsibility shall be retained by the Board.
- 4.5 The Regulatory Standards guidance on audit requirements supplements Regulatory Standard 3 (which relates to treasury management, business planning, financial forecasting, and remuneration of employees, covenant compliance and financial returns).
- 4.6 The relevant responsibilities described in the Standards are set out below.
 - i. Ensure there are formal and transparent arrangements for maintaining an appropriate relationship with the RSL's external auditor and its internal auditor.
 - ii. Review the RSL's internal financial controls (and also reviewing the RSL's internal control and risk management systems).
 - iii. Monitor and review the effectiveness of the RSL's internal audit function.
 - iv. Make recommendations to the governing body in relation to the appointment, re-appointment and removal of the external auditor.
 - v. Approve the remuneration and terms of engagement of the external auditor and the internal auditor.
 - vi. Review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements.

- vii. If relevant, develop and implement the RSL's policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm.
- viii. Report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.
- ix. Monitor and review the effectiveness of the internal audit activities, including the use of the internal audit function to carry out non-audit duties.
- x. Primary responsibility for recommending the appointment, re-appointment and removal of the external auditor and the internal auditor

4.7 In addition, the Association has agreed that the following matters are remitted to the Audit & Risk Committee:

- Receive the Treasurer's Report on Financial and Register checks.
- Receive 6 monthly reports on any whistleblowing matters and ensure that the culture within the organisation is such that the Whistleblowing Procedures are accessible and can be successfully implemented when required.
- Consider the terms of the external auditor's Annual Audit Plan.
- Ensure that the Association has appropriate means of reporting on key performance outputs, including benchmarking against other RSLs and develops a business excellence system.
- Satisfy the governing body that there is sufficient systematic review of the internal control arrangements, both financial and operational. Ensure weaknesses in the internal controls system, when highlighted by internal audit reviews, are being dealt with and reported appropriately and investigate any areas of concern.
- Review the 3 yearly Audit Needs Assessment & Strategic Plan.
- Review the annual programme of internal audit work and outcomes, ensuring there is a rolling programme of reviews covering the entire control system.
- Oversee and review progress on recommendations arising from Internal Audit Reports.
- Submit Internal Audit Annual Report to the Board, if necessary, highlighting any issues of concern.

Approved by Board of Management: 12.04.06; 13.12.06, 8.04.09, 9.12.09, 14.04.10, 14.12.11, 14.08.13; 11.02.15; 9.12.15; 14.12.16, 28.06.17. 26.8.20

Appendix 3.

Dunbritton Housing Association Ltd Staffing Committee REMIT A Staffing Committee will be formed as required.

1. Structure

The Staffing Committee will be appointed each year at the first Board meeting following the Annual General Meeting and the members of the Committee, so long as they remain members of the Board, shall hold office until the next Annual General Meeting.

The Committee will consist of the Office Bearers, namely the Chair, Vice Chair, Treasurer and Secretary. The Board elects the Vice-Chair, who shall be the Convenor of this Committee.

The quorum for the Committee normally shall be 3; however, a grievance or disciplinary panel may consist of 2 members only.

The Chief Executive Officer & Corporate Services Manager will be responsible for servicing the Committee.

2. Powers and Functions of the Staffing Committee

2.1 The management of any grievance & disciplinary matters which require the involvement of the Board.

This includes:

- Administering the appropriate stages of the Disciplinary Procedure, including convening a disciplinary hearing if there is an allegation of Gross Misconduct.
- Dismissal of employees in accordance with the terms and conditions of employment.
- Hearing appeals against first or final written warnings.
- Hearing staff grievances in accordance with the appropriate stage of the Terms and Conditions of employment.
- Reporting issues relating to all of the above to the full Board only as appropriate.

2.2 Staff Structure

- Consider and approve any proposals for re-grading and re-structuring within departments where costs can be contained within the overall approved budget.

- Make recommendations to the Board on any re-structuring / re-grading out with existing budgets.

2.3 Review the provision of Financial Services including the requirement to retain external support services; review and agree on the terms of the service level agreement on a 2 yearly basis and approve extensions to the contract or, where appropriate, tendering for the service.

3. Co-options

In the event of any members not being available to enable the Committee to fulfil its functions, or if a member is compromised or otherwise has an interest in any disciplinary or grievance proceedings, in order to ensure impartiality, the Committee may involve other suitably experienced Board members to serve on the Committee or on a grievance or disciplinary panel.

The Committee may decide to temporarily co-opt another Board member where that member's skills and knowledge can support the Committee in a specific area of work.

Approved by Board of Management: 09.10.13 Reviewed: 14.10.15; 14.09.16;
28.06.17
26.8.20

Appendix 4.

Dunbritton Housing Association Ltd.

Board - Chair's Remit (Including Vice-Chair's Remit)

The Board shall act for the Association in all matters, except those required to be exercised by a general meeting of the membership as set out in the Association's Rules.

The Board shall direct the policies and business of the Association in accordance with its Rules and objectives and is responsible to its stakeholders and other interested bodies for exercising proper control over the activities of the Association.

This Remit and that of the Board shall form part of the Standing Orders of Dunbritton Housing Association.

1. The Board shall elect a Chair & Vice-Chair immediately following the Annual General Meeting.
2. The Chair & Vice-Chair must be elected Board members.
3. The Chair can be re-elected annually but, **in accordance with the Rules**, must not hold office continuously for more than five years. **The same Rule does not apply to the position of Vice-Chair.**

4. Delegation

The authority and responsibilities reserved to the Board are set out in the Remit of the Board. The Chair shall have delegated authority to make decisions following discussions with the Chief Executive Officer on day to day matters which are already subject to agreed Policies and which require to be actioned out with the Board cycle. A retrospective report on such decisions will be prepared for the next meeting of the Board.

5. The Chair is the Association's Ambassador, publicly representing and projecting the work and corporate image of the Association.

6. Duties of the Chair

- a. Convene all meetings of the Board and ensure that the officer servicing the Board issues Agendas timeously.
- b. Agree draft Agendas prior to issue, having due regard to the actions and targets contained within the Business Plan & Internal Management Plan.
- c. Agree draft Minutes prior to submission to the next meeting for approval.
- d. Convene and chair the Annual General Meeting and any Special or Extraordinary Meeting of the Members of the Association.

- e. Present a report to the Annual General Meeting on the activities of the Association.
- f. Ensure that all meetings are conducted in accordance with the Rules and Standing Orders of the Association.
- g. Have a second and deciding vote in the event of a vote on any matter being divided equally for and against an issue.
- h. Treat every Board member fairly and allow every member to have a fair hearing at meetings.
- i. Ensure that the Board members conduct themselves and perform to the highest standards of public accountability.
- j. Represent the Association at openings, delegations, public relations events, etc.
- k. Main contact between Board members and staff in day to day operations (except where delegated to the Vice-Chair in relation to personnel management).
- l. Ensure that the Board members understand their role as governing body members and focus on strategic matters.
- m. Carry out the Chief Executive Officer's Appraisal along with the Vice-Chair

7. Duties of the Vice-Chair

- a. In the absence of the Chair, or should the Chair be otherwise unavailable, the Vice-Chair shall fulfil the duties set out within this Remit.
- b. In addition, the Vice-Chair takes the lead in overseeing personnel management matters within the Association on behalf of the Management Board. Such duties include:
 - i. Convening a Staffing Committee when required in accordance with its Remit.
 - ii. Overseeing the administration of appropriate stages of disciplinary and grievance matters and convening a hearing panel of Board members when required to consider appeals. A statement of Delegated levels of authority for Disciplinary Action is appended to this Remit.
 - iii. In conjunction with the Chief Executive Officer, agreeing recruitment for filling vacancies for existing posts within the Association.
 - iv. Ensuring that the **Operational Management Team** manage the personnel functions in accordance with the Association's policies & procedures and the Staff Terms & Conditions of Service.

8. The following list of delegation to the Chief Executive Officer shall form part of this Remit:

- a. Reviewing and agreeing changes to staff job descriptions (except that of the Chief Executive Officer) where there are no re-grading or other financial implications.
- b. Authorising personnel-related expenditure, including overtime payments, within agreed budget limits.
- c. Approving training courses, including vocational training, within agreed budget limits and in accordance with staff learning & development plans.
- d. Issuing of increment and salary increase notifications, where EVH and the Union have agreed cost of living increases. Signing of re-grading letters, following Board approval.
- e. Ensuring all recruitment and employment practices are in compliance with equalities legislation.

First Approved: 08.02.06. Reviewed: 11.10.06; 10.10.07; 8.10.08; 14.08.09.
 12.10.10; 12.10.11; 10.10.12; 09.10.13; 08.10.14; 14.10.15; 21.10.16, 28.06.17.
 26.8.20

Delegated Levels of Authority for Disciplinary Action

Stage Authority

Informal Action Line Manager

First Written Warning Asset Management staff – Asset Manager
Housing Services staff – Housing Services Manager
Corporate Services staff – Corporate Services Manager
Finance staff – Finance Manager Management Team - Chief Executive Officer –
Chair- Chief Executive Officer

Final Written Warning - Managers
Management Team - Chief Executive Officer
Chief Executive Officer - Chair

Dismissal Staffing Committee Hearing Panel convened by Vice-Chair (Staffing Committee Convenor) for dismissals concerning the Management Team (Senior Officers) and / or the Chief Executive Officer

Chief Executive Officer has delegated authority to dismiss staff below the level of 'Senior Officer' (i.e. staff out with the Management Team)

These levels of authority were reviewed at Management Board on 26 August 2020

Signed: _____ (Vice Chair)

Dated: _____

Copy of this signed pro-forma to be passed to: All Staff

Appendix 5.

Dunbritton Housing Association Ltd Audit & Risk Committee Convenor's Remit

1. The Appointment of Audit & Risk Committee Convenor will be made by the Board at their first meeting after the Annual General Meeting.
-
2. This Remit and that of the Audit & Risk Committee shall form part of the Standing Orders of Dunbritton Housing Association.
 3. The Convenor must be an elected Board member, but shall not be the Chair of the Board.
 5. The Convenor shall convene all meetings of the Audit & Risk Committee and will ensure that the officer servicing the Committee issues Agendas timeously.
 6. Draft Agendas will be agreed by the Convenor prior to issue, having due regard to the actions and targets contained within the Internal Management Plan.
 7. Draft Minutes will be agreed by the Convenor and submitted to the next meeting of Board for approval.

Delegation

8. In so far as the Board has delegated specific powers and functions to the Audit Committee, the Convenor of the Committee is empowered to make decisions which require urgent action in between meetings in order to facilitate operations, so long as any such decision is clearly within the terms of the Association's policies and procedures, has no financial implications out with the agreed budgets and is clearly within the remit of this Committee. Such decisions will be reported to the next Audit & Risk Committee or Board meeting, whichever is sooner, for retrospective approval of the action taken.
9. In the case of any dubiety regarding the extent of the remit, the Audit & Risk Committee Convenor shall consult the Chair of the Board or the Secretary, taking advice from the **Chief Executive Officer**.
10. Delegated authority is given to the Convenor for the following functions:
 - Consulting directly with internal and external auditors as required.
 - The named point of contact for Board members and staff in respect of any whistleblowing issues.

Approved by Board of Management: 12.04.06; 13.12.06, 8.04.09, 14.04.10, 14.12.11, 14.08.13; 11.02.15; 9.12.15; 14.12.16, 28.06.17, 26.8.20

Appendix 6

Dunbritton Housing Association Ltd Staffing Committee Convenor's Remit

A Staffing Committee will be formed as and when required.

1. Structure

The Staffing Committee consists of the Association's Office Bearers namely the:

- Chair
- Vice Chair
- Treasurer
- Secretary.

The Board elects the Vice-Chair, who shall be the Convenor of this Committee.

The quorum for the Staffing Committee normally shall be 3; however, a grievance or disciplinary panel may consist of 2 members only.

The Chief Executive & Corporate Services Manager will be responsible for servicing the Committee.

2. Duties of the Convenor

In the event of a Staffing Committee having to be convened the Convenor shall:

- a) Convene the meeting(s) of the Committee and ensure that the officers servicing the Committee issue the Agenda and papers timeously.
- b) Agree the draft Agenda prior to issue, having due regard to the matters to be addressed.
- c) Agree draft Minutes (of any meeting) before they are submitted to the Board of Management for approval.
- d) Ensure that all meetings are conducted in accordance with the Rules and Standing Orders of the Association.
- e) Have a second and deciding vote in the event of a vote on any matter being divided equally for or against a proposed course of action.
- f) Treat each Committee Member fairly and allow them to have a fair hearing at meetings.
- g) Ensure that the Committee Members conduct themselves appropriately during meetings and perform to the highest standards of public accountability.
- h) Ensure that Committee Members understand their role and span of control.

Approved by Board of Management: 28.06.17 Reviewed: ANNUALLY