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**Great Homes, Great People,
Vibrant Communities.**



Standing Orders

SHIRE HOUSING ASSOCIATION LIMITED

STANDING ORDERS (INCLUDING REMITS & DELEGATED AUTHORITY)

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Standing Orders

Purpose of these Standing Orders

1. At the heart of effective governance is an effective Management Board (hereinafter referred to as “The Board”) – the cornerstone of the organisation’s governance framework. These Standing Orders including the appendices outline Shire Housing Association’s corporate governance structure and procedures, providing a framework for the Board to ensure proper governance of the business.
2. Shire Housing Association is controlled and managed in accordance with Statutory and Regulatory requirements. The Board is responsible for ensuring that the Association carries out its affairs in accordance with its Charitable Rules and Registration under the Co-operative and Community Benefit Societies Act 2014; the requirements of the Financial Conduct Authority; and complying with relevant legislation.
3. These Standing Orders will also assist the Board in complying with best practice in governance, meeting the requirements of the Scottish Housing Regulator’s (SHR) Regulatory Standards of Governance and Financial Management.
4. The Standing Orders form part of our wider governance framework which includes:
 - The Association’s Rules based on the 2020 Model SFHA Rules - adopted in 2020)
 - The remit of the Board and Audit Committee (Appendix 1)
 - The Association’s Scheme of Delegated Authority (Appendix 2)
 - The Code of Conduct for Board Members. (SFHA & EVH Code of Conduct for Governing Body Members)
 - The Declaration of Interest Register
 - The Appraisal Process for Board Members.
 - In the event of any question over interpretation, the Rules take precedence.
5. Subject to these reservations and restrictions, the Chief Executive is authorised and empowered to manage the Association and to direct its day-to-day operations. The Chief Executive is responsible and accountable to the Board for the work of the Association’s staff team.
6. The Standing Orders will be reviewed every 3 years by the Board.

Role and Remit of the Board

7. The Board is the Association’s governing body, and its primary role is to direct and control the Association’s work.

8. The Board Members are collectively responsible for the leadership, strategic direction, and control of the Association as detailed in Rules 46 to 48.8 and appendix 6.
9. The Board's remit is provided at Appendix 1. The powers of the Board are detailed in Rules 46 to 48.8.

Membership Applications

10. The Association's Rules set out the criteria and process of how to apply for membership of the Association, in line with the membership policy.

Election of Board Members

11. Our Rules determine membership eligibility for the Board, and we seek to ensure that we have an appropriate balance of skills, expertise and knowledge representing our communities to allow the Association to be governed effectively.
12. Members of the Board shall be elected in accordance with the Election Process involving Association Members that is set out in Rules 40.1 to 42 of the Association's Rules.
13. In accordance with Rules 43.1 to 43.3 the Board can co-opt anyone it considers is suitable to become a Board Member. Co-opted Members do not need to be a Member of the Association, but they can only serve as a Co-opted Member on the Board until the earlier of the next Annual General Meeting or until removed by the Board. A person co-opted to the Board can also serve on the Audit Committee and any ad hoc Working Groups created by the Board.
14. Co-opted Members may not be elected as one of the Office Bearers of the Board. Co-opted Members can only make up a maximum of one third of the total number of Elected Board or Audit Committee Members at any time. They can take part in discussions at the Board or any Audit Committee meetings on all matters except those which directly affect the Rules, Membership of the Association, or the election of Association Office Bearers. Co-opted Members will be subject to the duties and responsibilities of Board Members, as described in Rule 43.2.
15. All Board Members must observe and uphold the principles and requirements of the Regulatory Standards of Governance and Financial Management published by the Scottish Housing Regulator. The Association will provide Board members with training and support to help them meet these requirements.
16. If a potential Board member has asked to observe a meeting of the Board, this is permissible with the approval of the Chair. However, the member of the public will not be allowed to participate in the meeting and will not be allowed to observe any private or confidential matters.

Board Membership

17. The Board will have a minimum of 7 Members, and a maximum including Co-opted Members of 15, comprising not more than 10 persons nominated and elected in accordance with the provisions of Rules 41.1 and 41.2. The Board cannot act for longer than 2 months if its membership falls below 7. This is a Notifiable Event to the Scottish Housing Regulator and must be reported in line with our Notifiable Events Policy. If at the end of this period, the Board has not found new Members then the only power it will have is to act to bring the Board numbers up to 7.
18. The Board shall have not more than 5 persons who are appointed for a specified term of office, these are “Appointed Board Members” and do not retire as per Rule 40.1 but continue in office for the term of the appointment. Appointed Board members are not Co-optees.
19. If an elected Board Member leaves the Board, a Casual Vacancy will be created. The Association’s Board can decide whether to fill the vacancy with a Co-opted Board Member.
20. If a Board Member requires a Leave of Absence from the Board for personal or other reasons, they should write to the Secretary requesting a Leave of Absence and this must be approved by the Board and duly recorded in the Minutes. The initial request for Leave of Absence should be for no more than three months, at the end of this period the position will be reviewed by the Board. Any further extension must not exceed a further three-month period, meaning Leave of Absence will have a maximum period of 6 months.
21. If there are vacant places on the Board the Board may seek to use co-optees to make it more representative of the local community and/or recruit people with specific skills or knowledge which are relevant to the Association’s business requirements. Examples of individuals meeting these criteria might include:
 - People from sections of the local community which are under-represented on the Board; and
 - People with relevant business, legal, governance, financial or professional skills.
22. Subject to the vacancies at paragraph 17 the Board can appoint Appointed Board members at any time.

The Role of the Audit Committee and Working Groups

23. The Board will maintain an Audit Committee to support the Board in discharging its duties relating to risk management, control, business assurance, legislative compliance, governance, and the external and internal audit functions.

24. The Remit of the Audit Committee shall be updated and agreed as part of the review of the Standing Orders. The Audit Committee's Remit is provided at Appendix 1.
25. The Board may also appoint from time-to-time ad hoc Working Groups to carry out functions that may be referred or delegated to them. The remit and composition of ad hoc Working Groups will be agreed by the Board.

Membership

26. The membership of the Audit Committee shall be decided by the Board following the Annual General Meeting. There should be a maximum of 5 members. The Board may adjust the Committee's Membership during the year as necessary for the proper conduct of the Association's business.
27. At the first meeting of the Audit Committee following the Annual General Meeting, a Convener will be elected by the Committee. The Convener may be re-elected but may not hold office continuously for more than 6 years.
28. The Chairperson of the Association will not serve as a Member of the Audit Committee. The Audit Committee can, however, invite the Chairperson to attend all or part of a meeting.

Meetings

Frequency of Meetings

29. The Board will normally meet at least six times each financial year. Board meetings will be on the last Wednesday of the relevant month. The Audit Committee will normally meet at least three times per financial year.
30. Meetings shall normally last no longer than 2.5 hours.
31. Any other Sub-committees or Working Groups which may be established by the Association will operate in accordance with our Rules and these Standing Orders and will meet in accordance with their remit and delegated authority.
32. Special Meetings of the Board may be convened in accordance with Rules 57.1 to 58.

Notice of Meetings/Agendas

33. The Secretary will normally give written notice of all standard meetings agreed by the Board on an annual basis following the Annual General Meeting.
34. Meetings in addition to the normal schedule, or where changes have been made to the agreed meeting calendar, will require seven days' notice to Board Members.

35. Agendas and reports will normally be issued no less than five days prior to any meeting. While every effort will be made to ensure that reports are circulated within these timescales, late circulation of a report will not prevent the agenda item being discussed, if a majority of the Board Members present at the meeting agree to accept and discuss the report. Where a report is private or confidential, it will be issued separately and securely.
36. No business, other than items on the agenda, will be considered without the consent of two thirds of those present.
37. If a member of the Board wishes to have an item(s) included on the agenda for discussion/motions then this should be intimated to the Chairperson, at least seven days prior to the meeting so that the item can be included on the agenda.
38. Prior to the agenda being prepared (and prior to the actual meeting) the Chief Executive or relevant senior staff member will liaise with the Chairperson to confirm the agenda and order of business, and to clarify the matters requiring decision.
39. All paperwork relating to meetings will be issued securely and normally electronically to devices approved by the Association.
40. All Board members must read their papers in advance and be well prepared for meetings, so that business can be conducted as effectively as possible. Board members may also, if they wish, refer points of clarification to the appropriate person (copying the Chairperson and Chief Executive) in advance of a Board meeting.

Audit Committee and Working Groups

41. All the procedures set down at paragraphs 33-40 shall apply to the meetings of the Audit Committee and to any Working Groups established by the Board.

Attendance by Staff Members

42. Staff Members will attend the Board, Audit Committee and/or Working Group meetings (or submit written reports to these meetings) as required. The Chief Executive will normally attend all Board and Committee meetings.

Admission of Non-Board Members to Meetings

43. Members of the public will generally not be admitted to the Board, Audit Committee or Working Group meetings. The exceptions to this are:
 - If a potential Board member has asked to observe a meeting of the Board, this is permissible at the invitation of the Chairperson and for the relevant agenda item only; and
 - By invitation to a Working Group meeting where their skills or experience are relevant to the matters being discussed.

- However, in all cases, the member of the public will not be allowed to participate in the meeting and will not be allowed to observe any private and confidential matters.

Proceedings at Meetings

Quorum Requirements

44. For meetings of the Board to take place four Members excluding Co-opted Members will form a quorum. Where a meeting becomes inquorate after the start, the meeting shall be adjourned.
45. Board Members unable to attend a Board Meeting must submit apologies to the Secretary and be aware of Rule 45.3 - where missing four consecutive meetings result in automatic removal from the Board. Board Members should where possible seek a Leave of Absence in the event they are aware of a potential prolonged absence. (Paragraph 20)
46. The quorum for the Audit Committee shall be three Members excluding Co-opted Members. Where the meeting becomes inquorate after the start, the meeting will be adjourned.
47. Audit Committee Members unable to attend an Audit Committee meeting must submit apologies to the Secretary.
48. The quorum for ad hoc Working Groups will be set at the creation of the Group. Where a meeting becomes inquorate after the start, the meeting shall be adjourned.
49. The Association encourages the use of technology including participation by Board, Audit Committee and Working Group Members using remote access technology. Rule 52 permits Board Meetings to be undertaken in any manner which permits those attending to hear and comment on the proceedings.
50. When Members are participating in a meeting remotely, they should ensure that the location and/or technology used is appropriate so that confidential discussions are not overheard. Members are also encouraged to use their cameras when participating remotely.

Voting and Decisions

51. Decisions at meetings will normally be made by consensus or failing this by majority voting.
52. There are two situations where a matter may be put to a formal vote:
 - The Chairperson of a meeting may propose that a vote is taken, as a way of bringing discussions to a conclusion and reaching a decision, if there is no clear consensus among the members present.

- Where a motion is proposed by one and seconded by another Board Member present at a meeting, and where another Board Member indicates dissent or proposes a formal amendment, the matter shall be decided by a vote of those Board Members present.
53. Voting shall be by a show of hands, unless otherwise directed by the Chairperson.
 54. The number of votes cast for and against the motion or amendment shall be recorded in the minute as shall the number of any abstentions.
 55. Resolutions duly moved and seconded that do not attract an amendment shall be deemed passed without dissent.
 56. In the event of a tie, the Chairperson (or where absent, the person chairing the meeting) will have a casting vote, in addition to his/her own vote.
 57. Any Member may ask for his/her dissent from any motions or decisions to be recorded within the minute. All Members are bound by their duty of collective responsibility, i.e., they must accept and abide by the decision made even if they did not support it and must not undermine the decision made in any way.
 58. Decisions made by the Board will stand on record for at least six months and will not be discussed, questioned, or put to a second vote within that period unless there are exceptional circumstances and only then with the consent of two-thirds of those present.

Adjournment

59. The Board, Audit Committee or Working Group may adjourn meetings. A motion for adjournment, which will follow the procedure set down above, will take precedence over all other motions.
60. When an adjourned meeting is resumed, proceedings will commence at the point at which they were broken off at the adjournment.
61. The time of a reconvened meeting may be agreed as part of the adjournment motion, failing which it shall be decided by the Office Bearers in conjunction with the Chief Executive/Secretary.

Time Management of Meetings

62. The decision of the person chairing the meeting, on length of speeches, debate, and closure of debate, is final. He/she must seek to ensure that all Members are given adequate opportunity to debate all items on the agenda.
63. In exceptional circumstances, a meeting may be extended by a motion for suspension of Standing Orders supported by two thirds of those present. Any

extension shall be for a maximum of 30 minutes. Any business remaining on the agenda after this time should be carried forward to the next meeting.

Any other Competent Business

64. Any other competent business should be intimated to the Chairperson or Audit Convener prior to the start of the meeting, if possible, giving 24 hours' notice.
65. The Chairperson or Audit Convener will rule on whether the business is competent for discussion and/or decision at the meeting. They will report this decision to the meeting concerned. It will be open to the meeting, based on a majority decision, to reverse the Chairperson or Audit Convener's decision or allow immediate discussion and/or decision.
66. Other business will be referred to a future meeting or delegated to the appropriate staff member.

Business Conducted under Closed Session

67. Where business is of a confidential nature, this will be conducted in a closed session and a separate confidential minute will be produced. Staff members will normally leave the meeting during any confidential items, as directed by the Chairperson. A minute of the subsequent discussion will be taken by a Board Member.

Conduct of Members at Meetings

68. Board Members, including Co-optees and Appointed Board Members must observe the Code of Conduct for Governing Body Members at all times when attending Board/Audit Committee or Working Group meetings. In particular, all Members must:
 - Conduct themselves in a courteous and business-like manner.
 - Show respect for the authority of the Chairperson of a meeting.
 - Show respect and consideration towards other Board Members, the Association's staff, and anyone else attending a meeting; and
 - Disclose any potential conflict of interests at the start of the meeting.
69. During Board meetings, the Chairperson of the meeting is responsible for determining if a Board Member, or a number of Board Members, are acting in a way contrary to the Association's Code of Conduct for Governing Body Members. The Chairperson, at his/her discretion, or in response to a request from another Board Member, can censure a Board Member, or Members, on account of his/her/their behaviour at the meeting and request that the inappropriate behaviour ceases.
70. In the event of a failure to comply with such a request, or where the breach of the Code of Conduct, in the opinion of the Chairperson, is sufficiently serious, the Chairperson at his/her discretion, or in response to a request from another Board Member, can propose a resolution to the Board that the Member or

Members in question be excluded from the remainder of the meeting. Such a resolution, if seconded, will be voted on immediately by the remaining Board Members who are not the subject of the resolution and shall be decided by a majority vote of such remaining Members. If the motion is carried, the Board Member or Members concerned must then leave the meeting.

71. Where an allegation of improper behaviour by a Board Member attending an Audit Committee or Working Group is made, the Audit Convener or Chairperson of the meeting in conjunction with the Chief Executive will be responsible for reporting the matter to the Board. The Board will be responsible for undertaking an investigation where appropriate.
72. Where a Board Member discloses a potential conflict of interest this will be recorded. The Chair (Vice Chair if relates to the Chair) will determine whether there is a need for the individual to leave the meeting for the relevant agenda item.
73. Where a Board Member is required to leave a remote meeting to allow for discussion, the means of communication for readmittance to the meeting will be agreed.

Minutes of Meetings

All Meetings

74. The Association has adopted a Minute-taking Protocol to ensure that the Association complies with its constitutional and regulatory requirements in taking minutes and has a consistent and effective style of minute-taking which reflects good practice and supports sound governance. The minute should be used (as far as possible) for the minutes of all Board, Audit Committee and Working Group meetings.
75. Only Members in attendance for the full meeting may move approval of the minute. A motion for the approval of a minute of a meeting, or any part of such a minute will be considered as an original motion. Any motion involving alteration or rejection of such a minute shall be dealt with as an amendment.
76. Any agenda items deemed confidential and conducted in a closed session, will be recorded in a separate minute for those in attendance only.

The Board

77. A minute of the Board meeting will be taken under the authority of the Chief Executive/Secretary. The Chief Executive will normally delegate the task of preparing the minute to a member of staff.
78. A minute of the Board Meeting will be prepared as a draft and submitted to its next meeting for approval and adoption. A copy of the draft minute will normally be circulated to the Chairperson or to the person who chaired the meeting for comment within 5 working days of the Board Meeting.

79. To be approved as a correct record of the meeting, the minute must be accepted by the Board at its next meeting. Board minutes may only be approved by Members who were present at that meeting. Once approved, and inclusive of any amendments, the final minute shall be signed by the person who chaired the meeting and retained as the official record of the Association.
80. Members will have the opportunity to raise any matters arising from the minute that are not on the agenda for the remainder of the current meeting, and to identify any corrections or clarifications required in the minute.

Audit Committee and Working Group Minutes

81. Minutes of Audit Committee and ad hoc Working Group Meetings will be taken by staff members.
82. Minutes of the Audit Committee Meeting will be prepared as draft minutes and submitted for adoption to the Audit Committee Meeting. A draft minute will normally be circulated to the Audit Convener or to the person who chaired the meeting for comment within 5 working days of the meeting.
83. A summary note, or draft minute of each Audit Committee meeting will be prepared to allow any substantive decisions or recommendations to be referred to the next meeting of the Board, with the full minute of the Audit Committee to follow when formally approved.
84. Audit Committee minutes may only be approved (at the subsequent meeting) by Members who were present at that meeting.
85. Once approved, and inclusive of any amendments, the final Audit Committee minute shall be signed by the person who chaired the meeting and then retained as the official record of the Association.

Circulation of Minutes

86. All minutes shall take the form of 'draft minutes' until they have been approved by the Board or Committee.
87. All minutes subsequently passed/noted by the Board shall be recorded as such and shall form the official record of the Association.

Publication of Minutes

88. Following the approval of the full minute at the subsequent meeting, a version of that minute which complies with Freedom of Information requirements will be published on the Association's website.
89. Any items which are deemed as exempt from disclosure will not be included in the published minute and will be suitably redacted and replaced with a reference to the relevant exemption.

Office Bearers

90. The Association shall have three office bearers elected from the Board.

- Chairperson
- Vice-Chairperson
- Audit Committee Convener.

The Chief Executive will perform the role of Secretary.

91. The Chairperson and Vice-Chairperson shall be elected by the Board at the first meeting after the Annual General Meeting. The meeting will take place immediately after the AGM. The Convener of the Audit Committee will be appointed in line with paragraph 27.

92. The Office Bearers will be controlled, supervised, and instructed by the Board in accordance with the Rules of the Association.

Remit of Chairperson

93. The Chairperson is elected by the Board from among its membership after each AGM to serve until the next AGM in terms of Rules 60.6 and 60.7.

94. The Chairperson may be re-elected but may not hold office continuously for more than 5 years. On expiry of 5 continuous terms of office, the retiring Chairperson will not be eligible for election as Chairperson or Vice-Chairperson during the following 12 months.

95. The Chairperson is responsible for the leadership of the Board and ensuring its effectiveness in all aspects of the Board's role and to ensure that the Board properly discharges its responsibilities as required by law, the Scottish Housing Regulator, the Association's Rules, and the Standing Orders of the Association.

96. The Chairperson will be delegated by the Board such powers as is required to allow him/her to properly discharge the responsibilities of the office. The role of the Chairperson is detailed in Rule 60.6 and the requisite skills and experience in Appendix 2.

97. During Board meetings the Chairperson may speak to any particular motion. However, where challenged, he/she may be required to leave the Chair until the matter has been dealt with. The Vice Chairperson or another Board member elected by the Board members present will act as Chairperson until the matter has been dealt with.

98. The Chairperson has power in an emergency situation to take decisions where necessary, subject to reporting to the Board as soon as possible, and formally at the first Board meeting thereafter. If in the view of the Chairperson the matter in question is of major importance to the Association, the decision shall be made where possible following consultation with the Vice-Chairperson and Audit

Convener. Any such decision shall be reported to the first Board meeting thereafter for ratification.

99. Any question as to the interpretation of the delegated authority functions of a Committee or Sub-Committee will be determined in an emergency situation by the Chairperson of the Association or in his/her absence by the Vice-Chairperson, or in their absence the Audit Convener. The outcome should be reported to the next Board meeting and recorded within the minute of the Committee or Sub-Committee meeting.

Remit of the Vice-Chairperson

100. The Vice-Chairperson is elected by the Board from among its membership after each AGM.
101. The general role of the Vice-Chairperson is to deputise in the Chairperson's absence, to fulfil all the duties referred to in section 90 to 96 above.

Remit of the Audit Convener

102. The Audit Convener will chair meetings of the Audit Committee.
103. The Audit Convener, working with the Board, will ensure that the Audit Committee has sufficient resources to allow it to perform its role of scrutinising the Association's governance and financial control structures and procedures.
104. The Audit Convener will work in partnership with the Chief Executive in determining the Audit Committee's Meeting Agendas.
105. The Audit Convener will have a casting vote at Audit Committee Meetings in the event of a tie where a vote takes place.
106. If at any meeting of the Audit Committee the Audit Convener is absent, the members of the Audit Committee present will select one of their number to Chair the meeting, who shall be entitled to use the Audit Convener's casting vote.

Remit of the Secretary

107. The Chief Executive will undertake the role of Association Secretary.
108. The Secretary's duties are detailed in Rules 60.3 and 60.4.

Delegation to the Chief Executive and other Members of Staff

109. The role of the Association's Chief Executive is to act as the Board's principal executive adviser on compliance with laws and regulations, operational matters and (in conjunction with the Chairperson) on strategic issues, and to be

responsible and accountable to the Board for the effective implementation by the staff team of the Board's policies and decisions.

110. The Scheme of Delegated Authority that form part of these Standing Orders set out the levels of delegated authority and responsibility that apply to the Chief Executive are set out in Appendix 5.

In the absence of the Chief Executive delegated authority is given to the Deputy Chief Executive.

Confidentiality

111. To ensure equality of treatment amongst tenants and/or residents and other customers and to protect their confidentiality, information presented at Board meetings shall not divulge personal information (such as name, address, property reference etc.) relating to an individual.
112. Board Members and staff in attendance at Board/Audit Committee meetings must ensure that confidential information acquired as a result of his/her position as a Board Member or member of staff:
- Is not disclosed to anyone except those with a right to know.
 - Is not used for the personal advantage of either himself/herself or of others known to them.
 - The use of confidential information will constitute a betrayal of trust and potentially a serious breach of the Association's Codes of Conduct.

Code of Conduct

113. The Association expects the highest standard of integrity in the management of its affairs. All Board Members, including co-opted and appointed members are required to sign and adhere to the Association's Code of Conduct and to disclose any relevant interests.
114. The Register of Board Members' Interests and the Benefits, Payments & Entitlements Register will be available for members inspection at the Association's offices.

Breaches of the Code of Conduct/Board Disciplinary Procedure

115. The Code of Conduct for Governing Body Members provides guidance about actions which are likely to represent a breach of the Code, the possible consequences of any such action and a protocol for dealing with a breach.
116. A breach of the Code of Conduct by a Board Member is a Notifiable Event and must be reported to the Scottish Housing Regulator (SHR). Reference should be made the SHR's Notifiable Event guidance.
117. All of the above shall not prevent the Chairperson giving informal censure/advice to a Board member(s) relating to an action or behaviour occurring at a Board or

Audit Committee meeting that, in the view of the Chairperson, requires such action but which falls short of formal proceedings.

Execution/Signing of Documents

118. Deeds and other legal documents will be subscribed by the signature of an authorised person (as defined in the Association's Scheme of Delegated Authority) and witnessed, as described in the Requirements of Writing (Scotland) Act 1995.
119. For all other documents where signature and witnessing are used to execute the document, the document may be signed by any Board Member, or by a member of staff in accordance with the Scheme of Delegated Authority.

Revision of Standing Orders

120. The Standing Orders will be reviewed by the Board at least once every three years.
121. The Standing Orders may only be altered or revoked by the Board if the motion for alteration or revocation is supported by two-thirds of those present, excluding Co-opted Members.

Appendix 1 - Scheme of Delegation

The business of Shire Housing Association is controlled by the Board subject to the provisions of the Association's Rules and statutory requirements. To effectively carry out its duties, it is essential that key responsibilities and delegated authorities are set out clearly within the organisation. The Scheme of Delegation details delegated functions, the power and responsibilities of the Board and the Audit Committee, detailing their Terms of Reference, and operational responsibilities delegated to the Chief Executive.

Terms of Reference: The Board and the Audit Committee.

Rules 46 to 59 apply.

The Board: Core Responsibilities

Strategic Leadership

- Decide the Association's overall purpose, Vision and Values, helping ensure these are achieved.
- Determine and monitor the Association's strategic direction and business objectives, taking account of the operating environment and the needs and views of its tenants and service users.
- Approve the Business Plan and monitor performance in achieving the Association's aims and objectives.
- Develop a framework of good governance consistent with the Rules.
- Ensure the Association promotes the values of social justice, equality, and diversity.
- Control the Association's development, including Board and Staff Training.
- Approve and review policies and plans to achieve the Association's business objectives.
- Manage the Association's resources to best meet its objectives.
- Identify the risks associated with the Association's strategy and oversee how these are managed.
- Decide on and keep under review the Association's partnerships with other organisations.
- Establish constructive relationships with senior staff that enable them to carry out their strategic and leadership duties.
- Represent the Association at meetings with stakeholders.

Control and Compliance

- Decide the policies of the Association.
- Approve and oversee a framework for delegation to office bearers, to the Audit Committee, Ad hoc Working Groups and to staff.
- Approve and review Standing Orders, and the governance structure of the Association.
- Working with the Audit Committee approve and regularly review systems of internal and external control, including external audit, internal audit and business assurance, financial control, and performance reporting.

- Approve and oversee a policy framework for managing risk, to protect the Association and its assets.
- Manage the solvency and viability of the Association, approve the annual budget, financial projections, and management accounts, and approve the annual accounts prior to publication.
- Monitor and assess the Association's performance against its plans, budgets, and targets, considering customer feedback and the performance of comparable organisations.
- Establish and oversee arrangements for the employment of staff.
- Appoint the Association's office bearers, the Members of the Audit Committee, and ad hoc Working Groups.
- Appoint, support, appraise and (if necessary) discipline the Chief Executive.
- Ensure that the Association meets all its statutory obligations and acts in accordance with regulatory and accepted good practice standards
- Ensure that the Association acts in accordance with its Rules
- Assess the Board's own effectiveness and how well Members are following the Association's Code of Conduct through the Annual Appraisal Process.
- Ensure compliance with the Scottish Housing Regulator's Regulatory Standards and approve the submission of the Annual Assurance Statement to the Scottish Housing Regulator.
- Approve the submission of the Annual Return on the Charter to the Scottish Housing Regulator
- Ensure compliance with OSCR (Scottish Charity Regulator) regulatory requirements.
- Act as an employer for staff employed by the association.
- Oversee the Treasury Management of the Association with reference to banking and borrowing arrangements.

Operational

- Approve changes to the Association's policies for all housing management, improvement, repairs, and maintenance, factoring and wider role services.
- Monitor the efficiency and effectiveness of these services, based on the Association's performance management framework (e.g., in relation to feedback from tenants and residents, and the Association's policies, service standards, budgets and performance targets).
- Agree and monitor plans for service development and improvement.
- Approve the Annual Rent Increase and Factoring Charges.
- Approve the Association's annual programme for planned and cyclical maintenance and for component replacement/major repairs, within the budget set by the Board.
- Monitor the implementation of the Wider Role policies and strategies approved by the Board.
- Approve all debt write offs
- Maintain a Human Resources framework to employ and manage staff to implement the Association's Strategic Objectives through policies and procedures, ensuring the Association is meeting its obligations as an employer.
- Oversee the Care and Repair service

The Audit Committee

The purpose of the Audit Committee is to advise the Board on the adequacy of the Association's system of control. It is responsible for overseeing methods for ensuring the organisation's exposure to risk and weakness are identified/assessed and that adequate controls are put in place. This requires the Audit Committee to have formal and transparent arrangements for maintaining an appropriate relationship with external and internal auditors.

The key role and responsibilities of the Audit Committee include:

- Monitoring the integrity of financial reporting and financial statements.
- Reviewing the effectiveness of internal controls and supporting the Board in reviewing risk management arrangements
- Determining a programme of internal audit, reviewing the effectiveness of the internal audit function making recommendations to amend policies and procedures following internal audit reviews.
- Making recommendations to the Board prior to the Annual General Meeting in relation to the appointment, reappointment, and removal of the external auditors.
- Making recommendations to the Board in relation to the appointment, reappointment, and removal of the internal auditor.
- Monitoring the external auditor's independence and objectivity and the effectiveness of the audit process taking into consideration professional and regulatory requirements.
- Reviewing audit reports from the internal auditors and monitoring the implementation of recommended actions.
- Receiving and reviewing the external auditor's report and findings from the statutory audit and recommending to the Board any actions needed to address any weakness in the Association's internal controls or financial reporting processes.
- Review compliance with the Regulatory Standards of Governance and Financial Management, ensuring a robust assurance framework to support the Board in submitting an Annual Assurance Statement to the Scottish Housing Regulator.
- Supporting the Board in its role as an employer, reviewing human resource issues and making recommendations to the Board.

The Audit Committee will have an annual private discussion with each of the External Auditor and the Internal Auditor, without the Leadership Team being present, to ensure that there are no unresolved issues or concerns.

Financial Control

The Audit Committee will: -

- Commission special investigations, where required, into matters of particular concern or allegations relating to financial or internal control.

- Receive reports on all cases of actual or suspected fraud, in order to consider whether appropriate action has been taken, and that internal controls are satisfactory.

External Audit

The Audit Committee will:

- Approve remuneration and terms of engagement.
- Review and monitor independence and objectivity and the effectiveness of the audit process.
- Provide assurance or identify any issues or problems the Board should be aware of.

Internal Audit

The Audit Committee will: -

- Ensure that the Association has appropriate arrangements for internal audit and business assurance and will approve the scope and/or extent of such arrangements.
- Agree remuneration and terms of engagement and approve changes to the internal audit service.
- Review the planned programme of work of the Internal Audit function, to ensure its appropriateness. It will, therefore, approve the Audit Needs Assessment, Strategic Audit Plan, and the Annual Audit Plan.
- Receive copies of reports addressed to the Audit Committee, setting out the Internal Auditor's findings and recommendations on those parts of the system of internal control reviewed.
- Review the annual opinion report prepared by the Internal Auditor on the conclusion of his/her annual work plan, commenting on the adequacy, reliability, and effectiveness of the Association's internal controls.
- Provide assurance or identify any issues or problems the Board should be aware of.

Reporting by the Audit Committee

All members of the Board who are not members of the Audit Committee will receive a copy of the full minutes of each meeting, together with any summary papers drawing important matters to their attention.

As appropriate, the Audit Convener will speak to the minutes of the last Audit Committee meeting(s), at the next available meeting of the Board.

Contingency

- In the event of the Internal Auditor finding serious cause for concern which requires examination beyond the Letter of Engagement, the Audit Committee has delegated power to the Chief Executive to agree to a time and cost extension.

- This event and the cause must be advised at the earliest possible opportunity to members of the Audit Committee.

Similar authority is delegated to the Audit Convener, should the Internal or External Auditor make a direct approach. This should be done in consultation with the Chairperson and/or Chief Executive as appropriate.

The Internal and External Auditor are entitled, if they consider it necessary, to raise issues confidentially with the Audit Convenor.

Working Groups

The Board may also establish specific, single issue, time-limited working groups. The Board will approve the membership and remit of such groups. Other parties may be invited to participate to add value to the considerations of the working group. All such groups will make recommendations on their activities formally to the Board.

Appendix 2 - Role of the Chair and the Vice-Chair

The role of the Chair is to provide clear leadership of the Board in its responsibilities for setting the strategic vision and direction of the Association.

Chair Responsibilities

The Chair shall be responsible for:

Meetings

- Chairing Board, and with the Secretary, Annual General Meetings and Special General Meetings.
- Running the Board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings.
- Agreeing the Board agenda, considering the issues and concerns of all members. The agenda should be strategic in focus.
- Ensuring that there is appropriate delegation of authority from the Board to the Chief Executive and Leadership Team.
- Ensuring that Board Members receive accurate, timely and clear information, including that on the Association's current performance, to enable the Board to take informed decisions, monitor effectively and provide instruction promoting the success of the Association.
- Managing the Board to allow enough time for discussion of complex issues. The Chair should ensure that Board Members have sufficient time and information to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.

Board Members

- Facilitating the effective contribution and encouraging active engagement of all Board Members.
- Ensuring constructive relations between the Leadership Team and the Board.

Governance: Induction, Development, Performance Evaluation and Assurance

- Ensuring that new Board Members participate in a full and tailored induction programme
- Ensuring that the development needs of Board Members are identified and that these needs are met. Board Members should be able to continually update their skills, knowledge, and familiarity with the requirements of their role on the Board.
- Working with the Chief Executive to identify the development needs of the Board to enhance its overall effectiveness as a team.
- Ensuring the performance of the Board, and individual Board Members is evaluated annually and acting on the results, recognising the strengths and addressing the weaknesses of the Board.

- Working with the Chief Executive to ensure that effective Board Member succession planning/training is implemented.
- Ensuring the performance of the Chief Executive is evaluated annually and acting on the results, ensuring that any training and development needs are addressed.
- Supporting Leadership Team Succession Planning.
- Ensuring the Board undertakes a robust annual review of regulatory compliance
- Ensure compliance with the Code of Conduct.
- Investigate matters or allegations raised through the Whistleblowing policy

Chair Skills, Knowledge and Core Competencies

Core competencies

- Strategic thinking, able to analyse complex information, demonstrating clear analytical understanding guiding rational decision making.
- Strong communication and interpersonal skills, able to liaise effectively with a wide range of stakeholders and audiences.
- Able to support and add value for the Leadership Team through periods of organisational change and growth.
- Able to appraise and oversee the personal development of the Chief Executive.
- Supports the values, ethos, and objectives of the Association.

Knowledge and experience

- Governance experience, with knowledge of good governance practice in one or more sectors.
- A good knowledge of Scottish Housing Regulator Regulatory Framework and Standards.
- Good knowledge of management and/or commercial issues, with strong business acumen.
- Awareness of and interest in current national and policy issues affecting the housing association sector.

Skills and abilities

- Strong strategic planning skills, able to develop strategic vision, working with others in a team.
- Able to assess risk and promote risk awareness without being risk averse.
- Able to challenge appropriately and hold senior staff to account; with a wider vision to raise standards across the organisation.
- Able to work collaboratively, building consensus, and taking collective responsibility for decisions made.

Personal behaviour and style

- Actively role models the professional conduct and Core Values expected of the Board, staff, and the wider governance structure.
- Proactively demonstrates strong commitment to equality and diversity.
- Passionate about service improvements; strongly champions the right of tenants and customers to have access to excellent services.
- Listens to others and provides decisive decision making when it is required.
- Enabling and supportive management style that motivates staff to deliver the best.
- Demonstrates credibility and integrity.
- Open to learning and development, for self, staff, and the Board; fosters a learning culture throughout the organisation.

Vice-Chair

The Chair will be supported in their role by the Vice-Chair, who will deputise in the absence of the Chair. The Vice-Chair role will also form an integral part of the Association's governance succession planning process.

The post-holder will ideally have a similar range of experience and skills sets to the Chair and will look to develop those skills whilst in the role of Vice-Chair.

Appendix 3 - Role of the Audit Convener

The role of the Audit Convener is to provide clear leadership of the Audit Committee in discharging its responsibilities.

Audit Convener Responsibilities

The Convener shall be responsible for:

Meetings

- Chairing meetings of the Audit Committee.
- Running the Audit Committee, ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings.
- Agreeing the agenda, taking account of all audit, risk, and assurance issues.
- Ensuring that Audit Committee Members receive timely clear high-quality information, including internal and external audit reports, performance reports and action plans to enable the Audit Committee to make prudent recommendations to the Management Board, effectively promoting the success of the Association.
- Managing the Committee to allow enough time for discussion of complex issues. The Convener should ensure that Audit Committee Members have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines.
- Liaising with Internal and External Auditors on the services they provide to the Association

Audit Committee Members

- Facilitating effective contribution and encouraging active engagement of all Audit Committee Members.
- Ensuring constructive relations between the Leadership Team and the Audit Committee.

Convener Skills, Knowledge and Experience Core Competencies

Core Competencies

- Strategic thinking, able to analyse complex governance, regulatory, internal, and external audit information, demonstrating clear analytical understanding guiding rational decision making.
- Strong communication and interpersonal skills.
- Able to support, challenge and add value for the Leadership Team and Board.
- Supports the values, ethos, and objectives of the Association.

Knowledge and experience

- Non-executive or governance experience, with knowledge of good governance practice and audit in one or more sectors.

- Good knowledge of management and/or commercial issues, with strong business acumen.
- Awareness of and interest in current national and policy issues affecting the housing association sector.

Skills and abilities

- Able to assess risk and promote risk awareness without being risk averse.
- Strong strategic planning skills, able to develop strategic vision, working with others in a team.
- Able to challenge appropriately and hold senior staff to account; with a wider vision to raise standards across the organisation.
- Able to work collaboratively, building consensus, and taking collective responsibility for decisions made.

Personal behaviour and style

- Actively role models the professional conduct expected of the Audit Committee and Board and the wider governance structure.
- Passionate about service improvements; strongly champions the right of tenants and customers to have access to excellent services.
- Listens to others and provides decisive decision-making when it is required.
- Enabling and supportive management style that motivates staff to deliver the best.
- Demonstrates credibility and integrity.
- Open to learning and development for self, staff, and the Board; fosters a learning culture throughout the organisation.
- Proactively demonstrates strong commitment to equality and diversity.

Appendix 4 – The Secretary’s Remit

The Secretary will be appointed by the Board and will usually be the Chief Executive.

As per the Rule 60.3, the Secretary’s duties include the following (these duties can be delegated to an appropriate employee with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner):

- Calling and attending all meetings of the Association and all the Board Meetings.
- Keeping the minutes for all meetings of the Association and Board.
- Sending out letters, notices calling meetings and relevant documents to Members before a meeting.
- Preparing and sending all the necessary reports to the Financial Conduct Authority, The Scottish Housing Regulator, and the Office of the Scottish Charity Register.
- Ensuring compliance with the Rules.
- Keeping the Register of Members and other registers required under the Rules Standing Orders and Code of Conduct; and
- Supervision of the Association’s seal.

Appendix 5 - Delegations to the Chief Executive

Subject to the Association's Rules, and Standing Orders detailing activities reserved for the Annual General Meeting, the Board and Audit Committee, the Chief Executive is authorised and empowered to manage the Association and to direct its day-to-day operations. The Chief Executive is responsible and accountable to the Board and is responsible for the effective implementation and operation of the Association's Rules, and Standing Orders, including the Scheme of Financial Delegation.

Duties of the Chief Executive include:

- Providing strong leadership and direction for the Association, fostering a culture which reflects and supports the Association's organisational values.
- Implementing, the overall business strategy of the Association and developing and implementing strategies which underpin delivery of the overall business strategy.
- Delivering and managing the overall Budget and Business Plan approved by the Board, ensuring the ongoing financial viability of the Association.
- Ensuring that there are robust and effective business and strategic planning processes in place, which consider the key opportunities and risks.
- Advising the Board to ensure regulatory compliance.
- Day-to-day service delivery.
- Ensuring that a strong performance management framework is embedded throughout the Association to deliver performance improvement and regularly reviewing performance against targets set by the Board.
- Ensuring that there is a system in place for identifying and managing risk within the Association and having strong systems of internal control.
- Day-to-day Human Resource Management and working collaboratively with the Board determining the overall HR (Human Resources) strategy.
- Developing and maintaining strong strategic partnerships with key stakeholders.
- Driving innovation in the way the Association develops and delivers its services and works with partners; and
- Providing the Board and the Audit Committee with clear and concise information on the performance of the Association.
- Leading the Leadership Team

Consistent with the Association's Rules, Standing Orders, and Scheme of Financial Delegation the Chief Executive will delegate responsibilities and authority to members of the Leadership Team.

Appendix 6 - Role of the Board Members

Board Members are collectively responsible for the leadership, strategic direction, and control of the Association, achieving good outcomes for tenants and other service users in accordance with Regulatory Standards and Guidance issued by The Scottish Housing Regulator and other regulatory and statutory requirements.

Skills, Knowledge and Experience

Core competencies

- Strategic thinking, able to analyse information guiding rational decision making.
- Communication and interpersonal skills, able to work effectively with other Board Members, staff, and stakeholders.
- Able to support the Leadership Team through periods of organisational challenge, change and growth.
- Supports the values, ethos, and objectives of the Association.

Knowledge and experience

- A knowledge of Scottish Housing Regulatory Standards.
- Good knowledge of customer service and standards
- Management and/or commercial knowledge, with business acumen.
- Awareness of and interest in current national and policy issues affecting the housing association sector.
- An interest in the communities we serve.

Skills and abilities

- Planning skills, able to support the development of a strategic vision, working with others in a team.
- Able to assess risk and promote risk awareness without being risk averse.
- Able to challenge appropriately and hold senior staff to account; with a wider vision to raise standards across the organisation.
- Able to work collaboratively, building consensus, and taking collective responsibility for decisions made.

Personal behaviour and style

- Committed to upholding the Association's Core Values and the professional conduct expected of the Board.
- Proactively demonstrates strong commitment to equality and diversity.
- Passionate about service improvements; strongly champions the right of tenants and customers to have access to excellent services.
- Listens to others and provides decisive decision making when it is required.

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Vibrant Communities.



- Demonstrates credibility and integrity.
- Open to learning and development, for self, staff, and the Board; fosters a learning culture throughout the organisation.

Financial Delegated Authority

The budget for each financial year is approved by the Management Board, prior to the start of that financial year. Officers are authorised to commit to **appropriate cumulative expenditure within the relevant budget areas** subject to the limits documented below. When committing to expenditure, staff, officers, and the Board must also operate within the confines of the Procurement Policy, with regard to obtaining quotations and tendering where necessary. The financial policies and procedures provide more detail on segregation of duties but will always require two approvals for processing payments to suppliers either through online banking or by cheque. All amounts are inclusive of irrecoverable VAT (Value Added Tax).

Description	Specific approval required	Board approval before Commitment	Authority Commit Expenditure	to Authority to Approve Invoice for Payment
Capital Expenditure – Office related				
Office premises <£10,000	No		AM	AM
Office premises £10,000- £49,999	> Yes		CE	AM
Furniture and fittings	No		SLT	SLT
IT Equipment <£10,000	No		ICT	ICT
IT equipment £10,000- £49,999	No		DCOR	DCOR
Capital Expenditure – Housing Stock				
Stock acquisition	Yes		CE	Director
Mortgage to rent acquisition or Property Buy-Back	Yes		CE	DH
Purchase of property/land	Yes		CE	SLT
Associated Consultants fees < £100,000	No		CE	SLT
Associated Consultants fees > £100,000	Yes		CE	SLT
Medical adaptations <£50,000	No		AM	AM
Medical adaptations £50,000- £100,000	- Yes		DH	AM

Description	Specific approval required	Board approval before Commitment	Authority Commit Expenditure	to Authority to Approve Invoice for Payment
Component replacement				
Contract < £20,000	No		AO	AO
Contract > £20,000 - £100,000	No		AM	AM
Contract £100,000 - £150,000	No		HH	AM
Contract > £150,000- £220,000	No		CE	AM
Contract > £220,000	Yes		CE	AM
Revenue Expenditure – Property Maintenance				
Reactive repairs	For contract only	overall award	RA/MO/HO	MO
Decoration allowance – relet	No		HA	HO
Decoration allowance - contract	No		RA	MO
Decant costs	No		HM	HM
Cyclical maintenance <£20,000	No		RO/AO	RO/AO
Cyclical maintenance >£20,000	No		AM	AM
Estate maintenance <£20,000	No		MO	MO
Estate maintenance >£20,000	No		AM	AM
Consultancy costs < £20,000	No		AM	AM
Consultancy costs > £20,000	No		DH	AM
Housing management costs				
Council Tax	No		HM	HM
Legal expenses	No		HM	HM

Office costs/Overheads				
Audit	For contract only	overall award	DCOR	DCOR
Consultancy < £100,000	No		SLT	SLT
Consultancy £100,000 - £200,000	Yes		CE	SLT
Utilities	No		DCOR	DCOR
IT services/recurring costs	No		DCOR	ICT
General stationery and supplies	No		GA	GA
Legal advice	No		SLT	SLT
Professional fees and subscriptions	No		SLT	SLT
Equipment leases	No		SLT	SLT
Care and Repair costs				
Work performed by contractors	No		C&RM	C&RA

The tables above provide the lowest level of authority required. A more senior member of staff can authorise if appropriate.

CE	Chief Executive	
DH	Director of Housing	
DCOR	Director of Corporate Services	
SLT	Senior Leadership Team	Any one of: CE, DCOR, DH
AM	Asset Manager	
HM	Housing Manager	
C&RM	Care & Repair Manager	
HO	Housing Officer	
HA	Housing Assistant	
AO	Asset Officer	
MO	Maintenance Officer	
RA	Repairs Assistant	
C&RA	Care & Repair Assistant	
ICT	ICT Performance Officer	
FO	Finance Officer	
GA	Governance Assistant	

Note: As per the Finance Policy, in the absence of the Chief Executive, delegated authority is given to the Deputy Chief Executive.