



Standing orders, remits and delegated authorities

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1. Introduction

- 1.1 The Management Committee may delegate any of its powers to permanent or occasional sub-Committees consisting of such Committee members and other persons as it thinks fit to carry out such functions entrusted to them by the Management Committee. The Management Committee will ensure that such sub-Committees and individuals conform to the instructions given to them. This document outlines how and when the Committee will delegate powers and provides details on group remits where applicable.
- 1.2 We have taken account of the Regulatory Framework, in particular the Standards of Governance and Financial Management in reviewing this document, particularly sections 1.2, 1.3, 1.4 and 1.5 which seek to ensure that the Committee *leads and directs the Association to achieve good outcomes for its tenants and services users* (Regulatory Standard #1).
- 1.3 This document also takes account of the Association's Rules. The 2020 model Rules were adopted by the membership at a special general meeting in August 2021. In the event of a conflict between this document and the Rules, the Rules (including any subsequent update) will prevail.
- 1.4 This version of the policy follows a number of conversations during 2020-2022 by the Management Committee to make amendments to levels of delegation in order for all meetings and sub-Committee meetings to operate smoothly and with more efficiency. Consultation and input was sought from office bearers and sub-Committee chairs as well as the staff management team to ascertain preferred working arrangements.

2. Committee structure

- 2.1 The Association operates a two-tier Committee structure. The governing body is the Management Committee and has overall responsibility for the Association's activities and actions. Supporting and advising the Management Committee are two sub-Committees:
 - Operations sub-Committee
 - Assurance sub-Committee

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3. Management Committee meetings

- 3.1 Ordinary meetings of the Management Committee are scheduled to take place ten times during each Committee year, which runs from September to August. There are nine “full” meetings which follow a standard agenda and one meeting immediately following the Annual General Meeting at which the office bearers are elected. Management Committee meetings are currently held on Thursdays, starting at 6.00pm, with the exception of the post-AGM meeting.
- 3.2 Committee members are required to regularly attend ordinary meetings of the Management Committee. Apologies, where applicable, should be submitted to the office at the earliest opportunity, but by 6.00pm on the date of the meeting to which they relate at the latest. They should also be added to the Decision Time platform via their tablets.
- 3.3 Agendas for Management Committee meetings will be prepared by corporate services staff in conjunction with the Director. Notice of all meetings of the Committee will be sent to members six days before the date of the meeting; this allows the most recent Operations sub-Committee to be approved prior to the Committee papers going out.
- 3.4 Background and supplementary papers for all meetings will be issued to Committee at the same time as the agenda with the exception of:
 - Confidential papers that are tabled at the meeting, that cannot be distributed online
 - Any paper that could not have been issued with the papers owing, for example, information not being available. This will happen only on rare occasions.
- 3.5 All paperwork relating to the Committee will be sent by Decision Time platform. Members will receive a device which remains the property of the Association at all times and must be returned if the member leaves the Committee. Attendance and apologies should also be input via Decision Time, and members have the facility to add comments or questions to reports in advance of the meeting.

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4. Appointment of Office Bearers

- 4.1 In line with Rule 59.1, the Management Committee will appoint from its number a Chairperson, a Vice-Chairperson and a Secretary. The duties and delegated powers of these Office Bearers will be as agreed by the Management Committee and incorporated in these standing orders.
- 4.2 All Office Bearers will be appointed at the first meeting of the Management Committee following the Annual General Meeting and will serve for one year. Retiring Office Bearers will be eligible for re-election, apart from as outlined in section 4.3 below.
- 4.3 The Chairperson may be re-elected but may not hold office continuously for more than five consecutive Annual General Meetings. On the expiry of five continuous terms of office, the retiring Chairperson will not be eligible for election as Chairperson during the ensuing twelve months.
- 4.4 The Committee may remove the Chairperson at a special Management Committee meeting called for this specific purpose. In line with Rule 59.6, a majority of those members present must agree to remove the Chair from their role as Chair. Although Rule 59.6 deals only with the role of Chair, the principle will apply to any other Office Bearers. (It should be noted that this section refers only to the removal of an individual from an Office Bearer position; the individual will remain a Committee member unless removed under Rule 44.4 or 44.5).

4.5 Roles of the Office Bearers – Chairperson

- 4.5.1 Rule 59.5 outlines the role of the Chairperson as noted below.
- 4.5.2 The Chairperson is responsible for the leadership of the Committee and ensuring its effectiveness in all aspects of the Committee's role and to ensure that the Committee properly discharges its responsibilities as required by law, the Rules and the standing orders of the Association. The Chairperson will be delegated such powers as is required to allow them to properly discharge the responsibilities of the office. Among the responsibilities of the Chairperson are that:
- a) the Committee works effectively with the senior staff
 - b) an overview of business of the Association is maintained

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- c) the agenda for each meeting is set
- d) meetings are conducted effectively
- e) minutes are approved and decisions and actions arising from meetings are implemented
- f) the standing orders, code of conduct for Committee Members and other relevant policies and procedures affecting the governance of the Association are complied with
- g) where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings
- h) the Committee monitors the use of delegated powers
- i) the Committee receives professional advice when it is needed
- j) the Association is represented at external events appropriately
- k) appraisal of the performance of Committee members is undertaken, and that the senior staff officer's appraisal is carried out in accordance with the agreed policies and procedures of the Association
- l) the training requirements of Committee members, and the recruitment and induction of new Committee members, is undertaken

4.6 Roles of the Office Bearers – Vice-Chairperson

4.6.1 The Vice-Chairperson will deputise for the Chairperson when they are absent, unavailable or has resigned as Chair. This will involve fulfilling the duties outlined in section 4.5.

4.6.2 In addition to the above, the Vice-Chairperson will undertake appropriate training in order to be ready to stand as a future Chairperson of the Association when this becomes vacant. This is in line with the Association's succession planning policy which was originally introduced in January 2017 and is due to be reviewed in 2022.

4.7 Roles of the Office Bearers – Secretary

4.7.1 Rule 59.3 outlines the role of the Secretary as noted below.

4.7.2 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):

- a) calling and going to all meetings of the Association and all the Committee Meetings

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- b) keeping the minutes for all meetings of the Association and Committee
- c) sending out letters, notices calling meetings and relevant documents to Members before a meeting
- d) preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator
- e) ensuring compliance with these Rules
- f) keeping the Register of Members and other registers required under these Rules
- g) supervision of the Association's seal

5. Procedures at meetings

- 5.1 The business at meetings will normally follow the order of the agenda, but the Chairperson or substitute will have the power to alter the order of business at any stage by moving to suspend standing orders.
- 5.2 In line with Rule 48, at least four full¹ Committee members must be present for the meeting to take place – this is known as the quorum.
- 5.3 Minutes of every meeting of the Management Committee and sub-Committees will be prepared by an employee of the Association and issued for approval with the agenda for the next ordinary meeting of that Committee.
- 5.4 Voting will normally be by show of hands but will be by secret ballot if such procedure is requested by one third of the members present at the meeting. A simple majority will be sufficient to determine the matter, unless it is stated elsewhere that a two thirds majority is required. In the case of a motion to suspend standing orders, a simple majority of the members present in favour the motion will be necessary.
- 5.5 If any member or employee has a personal or pecuniary interest, whether direct or indirect, in any matter under discussion at a meeting of the Management Committee or of a sub-Committee, they will declare that interest at the beginning of the meeting or, if unable to do so at the beginning, then as soon as practicable after the commencement of the meeting. The person in question will leave the room when the issue in which they have an interest is being discussed.

¹ For the purposes of determining a quorum, “full” in this instance means elected at the AGM or filling a casual vacancy that has arisen during the year. It does not include co-optees.

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- 5.6 All matters discussed at Management Committee or sub-Committee meetings will be treated in strict confidence by the members and employees in attendance.
- 5.7 The Chairperson of the meeting will determine the order of debate. The proposer of any motion will 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.
- 5.8 Any member may raise a point of order in the course of a meeting, specifying the relevant standing order to which the point of order relates. All questions of order will be decided by the Chairperson of the meeting. No other member will be permitted to speak to the point of order, unless with the Chairperson's permission.
- 5.9 It will be the duty of the Chairperson of any meeting to ensure that standing orders are observed and enforced at that meeting.

6. Powers and responsibilities of the Management Committee

- 6.1 The powers of the Management Committee are outlined in Rules 45 to 47, as noted below.
- 6.2 The Committee is responsible for directing the affairs of the Association and its business and may do anything lawful which is necessary or expedient to achieve the objects of the Association. The Committee is not permitted to exercise any powers which are reserved to the Association in general meetings either by these Rules or by statute. The Committee is responsible for the leadership, strategic direction and control of the Association with the aim of achieving good outcomes for its tenants and other service users in accordance with Regulatory Standards and other guidance issued by the Scottish Housing Regulator from time to time.
- 6.3 The Committee acts in the name of the Association in everything it does. A third party acting in good faith and without prior notice does not need to check if the powers of the Committee have been restricted, unless they are already aware that such a restriction may exist.
- 6.4 Amongst its most important powers, the Committee can:

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- a) buy, sell, build upon, lease or exchange any land and accept responsibility for any related contracts and expenses
- b) agree the terms of engagement and remuneration of anyone employed in connection with the business of the Association and act as employer for anyone employed by the Association
- c) grant heritable securities over land owned by the Association and floating charges over all or any part of property and assets both present and in future owned by the Association. This includes accepting responsibility for any related expenses
- d) decide, monitor and vary the terms and conditions under which property owned by the Association is to be let, managed, used or disposed of
- e) appoint and remove solicitors, surveyors, consultants, managing agents and employees, as required by the Association's business
- f) refund any necessary expenses as are wholly necessary incurred by Committee members and sub-Committee members in connection with their duties.
- g) compromise, settle, conduct, enforce or resist either in a Court of Law or by arbitration any suit, debt, liability or claim by or against the Association.
- h) accept donations in support of the activities of the Association.

6.5 In addition to the powers specified in the Rules, the Management Committee has the following general responsibilities:

- a) to direct and exercise proper control over the Association's activities and ensure that all decisions are taken in the best interest of the Association and its tenants and other service users
- b) to oversee, control and direct the duties and actions of the Chairperson, Secretary and any other officers of the Association to ensure that these are undertaken in accordance with the rules and aims of the Association
- c) to ensure that the Association's borrowings are undertaken in accordance with the Rules. The Management Committee will ensure that the RSL manages its resources to ensure its financial well-being and economic effectiveness
- d) to ensure that the AGM and any other general meetings of the Association are called and conducted in accordance with the Association's Rules
- e) to ensure that the Association's legal and contractual obligations as an employer are fulfilled and an appropriate and efficient staff structure is in place to meet operational demands placed on the Association. The Management Committee will ensure that the senior officer has the necessary skills and knowledge to do their job

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- f) to consider and approve affiliations to the SFHA, GWSF, Employers in Voluntary Housing, Positive Action in Housing and to any other organisation having objectives similar to those of the Association
- g) to ensure the Committee consists of people with the interests and ability to manage the Association's business effectively and for ensuring the directions contained in the Scottish Housing Regulator's Regulatory Standards and/or guidance
- h) to ensure that all Committee members are subject to annual performance reviews to assess their contribution and effectiveness
- i) to ensure that any Committee member seeking re-election after nine years' continuous service is able to demonstrate their continued effectiveness in bringing objectivity and independent challenge to familiar practices and thinking
- j) to appoint some of its members or employees to act as signatories on its behalf for clearly specified functions
- k) to ensure there is an adequate financial control system and that appropriate books of accounts are kept to protect the Association's interests
- l) to receive a draft annual budget and approve a budget for the year
- m) to ensure the Association fulfils its obligations in filing accounts and returns with the Scottish Housing Regulator and the FCA.
- n) to ensure that annual accounts are prepared in time and to discuss their contents with the financial consultants and auditor
- o) to ensure that all sources of funding are investigated to determine its suitability
- p) to ensure that the principles of CIPFA's treasury management Code of Practice (published in 2021) and all borrowing decisions are made in accordance with the Association's Treasury Management Policy which was framed in line with the Code's requirements
- q) to ensure that a Business Plan, including strategic, delivery and resourcing plans, is prepared which sets out the Association's aims, objectives and strategy for achieving those aims
- r) to ensure that an Asset Management Plan, including planned and cyclical maintenance plans, is prepared which sets out the Association's strategy in this area.
- s) to receive quarterly Management Accounts and monitor performance against budget
- t) to protect the Association's assets, including maintaining appropriate insurances. It will also ensure that businesses with whom contracts are arranged have appropriate insurance cover

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- u) to agree and monitor strategy in relation to development
- v) to prepare long-term financial plans and projections, based on realistic assumptions, to achieve the Association's future strategy
- w) to agree targets for key performance indicators and receive six-monthly reports of each section's performance against those targets
- x) to ensure compliance with the Scottish Housing Regulator's Regulatory Standards and the Scottish Government's Social Housing Charter
- y) to ensure relevant resident participation activities take place in accordance with the Scottish Government's Social Housing Charter

6.6 Whilst the above is comprehensive, it is not exhaustive. The Committee's responsibilities include anything that could reasonably be deemed to fall within the spirit of those outlined above.

6.7 In order to effectively discharge their duties, Committee members are expected to participate in skills/training assessments and to attend any resultant training courses. These include regular training sessions held jointly with our DRUMCOG partners but may also relate to specific courses delivered by organisations such as EVH, SFHA or SHARE.

6.8 Committee members may also attend conferences but, owing to the costs associated with these, each request will be considered by the Committee as a whole.

7. Observing Rules/Committee disciplinary procedure

7.1 The Management Committee will, so far as it is practicable, ensure that its 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. Reference is made to the Policy on Code of Conduct in relation to individual committee members' behaviour and management practices.

7.2 In fulfilling this responsibility, it will be the duty of the Chair on receiving a complaint in respect of the conduct of any Committee member to place the matter on the agenda of the next Management Committee meeting and, in the meantime, in consultation with the Director, to carry out such investigations as are necessary to properly advise the meeting at which the matter is to be considered. Before reaching any determination, the Management Committee must give the Management Committee member(s) concerned the opportunity to reply to any allegations made as regards their conduct.

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- 7.3 If an allegation is sufficiently serious or complex, the Chair and Director may decide to involve an independent expert to conduct the investigation.
- 7.4 In disposing of such a matter, the Management Committee may remove the member from Committee membership by voting at a special meeting of the Committee convened for this purpose.
- 7.5 The removal of a Committee member or their resignation for non-personal reasons, resignation of Officer Bearers and Chairs of sub-Committees are notifiable events and, as such, the Scottish Housing Regulator must be informed.
- 7.6 In the event that a Committee member, having received notice of hearing, resigns from the Committee prior to the meeting at which their conduct is to be the subject of a report, they will be restricted from standing for election for a period of 5 years in accordance with rule 43.1.6.
- 7.7 A Committee member's conduct will be deemed to be inappropriate if it causes the member to fail to abide by the Code of Conduct in relation to individual Committee member's behaviour and management practices, or fails to perform to the published standards laid down by the Scottish Housing Regulator and/or the Scottish Federation of Housing Associations. In particular:
- (i) Breaching the Committee member's responsibility to treat any information gained through membership of the Committee as confidential and not to relay that information to any third party unless specifically authorised to do so
 - (ii) While on Association business or representing the Association in any capacity, acting in such a way as to bring Cernach Housing Association into disrepute
 - (iii) Failure to declare an interest in any matter before the Management Committee
 - (iv) Acting improperly in relation to the granting of contracts or other benefits by the Association
 - (v) Failure to comply with the Rules, standing orders or the Association's Code of Conduct for Committee members.
- 7.8 Whereas it is the particular responsibility of Office Bearers of the Association to ensure that any action in breach of this policy is brought to the

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Management Committee's attention, it is the responsibility of all members to ensure that the Committee is able to effectively enforce the standing orders and any related documents.

8. Remits and delegated powers to sub-Committees

8.1 General

8.1.1 The Management Committee may decide to form sub-Committees. These sub-Committees will be recorded in the minute of the Management Committee meeting where the formation of the specific sub-Committee was agreed.

8.1.2 The following will apply to each sub-Committee:

- Each sub-Committee will observe its remit which details delegated powers and will exercise in any matter only the degree of authority delegated to it by the Management Committee
- There will be a maximum of nine Committee members on a sub-Committee. Not more than one of the members of the sub-Committee can be a co-opted member and this person will not form part of a quorum
- There must be three elected committee members present for the meeting to take place (Rule 58.1). In the event of a quorum not being present by thirty minutes after the scheduled start of the meeting, the meeting may be reconvened at another mutually accepted time. Alternatively, with the consent of those present, the meeting may continue, as may a meeting which becomes inquorate after the start, but all decisions made at any inquorate meeting will need to be considered at the following meeting of the Management Committee or the sub-Committee in question
- Each sub-Committee will appoint its own Chairperson who must be an elected member and they will be identified via election at the first meeting of the sub-Committee following the AGM. This appointment will be reported to the Management Committee via the sub-Committee minutes. The Chairperson will convene meetings and set the agenda in conjunction with the Director (or Deputy Director² in the case of the Operations sub-Committee). In the Chairperson's absence the meeting will be chaired by

² The DD has overall responsibility for ensuring that the Operations sub-Committee is adequately supported and receives full and accurate information in a timeous manner. However, this will normally be carried out on the DD's behalf by the Senior Housing Officer and Senior Maintenance Officer.

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a member selected from those present – the Chair of the Association should not also be the Chair of the Assurance sub-Committee

- Each sub-Committee will submit the minutes of each meeting to the following Management Committee for information and, where required, ratification of recommendations and decisions
- The minutes of each sub-Committee will be approved as a true record at the following meeting of the sub-Committee
- The Director and/or the relevant officers for the service area will attend sub-Committee meetings and submit written reports as required by the sub-Committee. Written reports will be circulated to the sub-Committee seven days in advance of the meeting at which they are to be discussed.
- Decisions will be by a majority of the members present. In the event of a tie the Chairperson of the sub-Committee will have a second and casting vote
- Meetings will close a maximum of two hours from the scheduled start. For the meeting to continue, a motion to suspend standing orders must be approved by a two-thirds majority of those present.

8.2 Operations sub-Committee

8.2.1 The Operations sub-Committee is responsible for the following matters and is empowered by the Management Committee to take decisions on and approve reports in these areas, subject to them being reported to the Management Committee.

a) Housing Management

In relation to the housing management element of its work, the Operations sub-Committee will:

- Monitor statistical information on the Association's housing list, allocations, voids and internal transfers
- Monitor performance in relation to rent arrears
- Review the operation of the Association's arrears policy and consider recommendations from staff in relation to this (in line with the Association's policy)
- Consider reports and recommendations from staff to enforce Decrees for repossession of tenancies
- Consider the outcomes against the allocations policy on an annual basis

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- Set allocation quotas on an annual basis
- Approve write-offs in relation to rent arrears and other bad debts, subject to this being agreed at the December 2022 review of the financial procedures

b) Maintenance

In relation to the maintenance element of its work, the Operations sub-Committee will:

- Monitor the performance of contractors carrying out repairs and maintenance works for the Association
- Monitor cost of day-to-day repairs and maintenance against budget provision and to report any potential overspend to the Committee
- Monitor spend and programme progress in relation to planned and cyclical work
- Consider and recommend the cyclical and planned maintenance programmes for Committee approval
- Monitor, on a quarterly basis, the results of the gas quality assurance check programme
- Agreeing variations to planned/cyclical contracts once on site to the value of £10,000, or 10% of the total contract value, whichever is the higher amount
- Agreeing non-financial aspects of planned/cyclical contracts, such as the choices for bathroom/kitchen replacement works
- Monitor tenant health and safety issues, including legionella, fire safety and any planned improvement work in this area. Any concerns in this area should be reported to the Management Committee
- Monitor progress in relation to ESSH and ESSH2, with any concerns about achieving meaningful progress reported to the Management Committee

c) Development

- Monitor follow-up costs in relation to development, including grant claims and snagging costs
- Consider development opportunities, including identification of sites, and make recommendations to the Management Committee in this area

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d) Policy approval

Whilst the Management Committee will retain responsibility for approving key service delivery policies (such as those outlined in section 8.2.2 below), the Operations sub-Committee will approve the undernoted policies:

- Repairs
- Rechargeable repairs
- Management of asbestos
- Homeloss, disturbance and decant
- Keeping of pets
- Abandoned tenancies
- Estate management
- Neighbourhood disputes and anti-social behaviour
- Domestic abuse
- Tenancy management
- Void management
- Mortgage to rent
- Any other Housing Management or Maintenance policies aside from rent setting and management, allocations, factoring and procurement.

8.2.2 The Operations sub-Committee will be responsible for the detailed consideration of the undernoted items, but will not have delegated authority to approve them; approval will rest instead with the Management Committee:

- Review of the Association's allocation policy
- Review of the Association's rent-setting policy
- Review of the Association's rent management policy
- Review of the Association's factoring policy

The review of the Association's asset management plan, five-year investment plan and any significant changes in the approved maintenance may be discussed by the Operations sub-Committee but will require to be referred to the Management Committee for approval.

8.2.3 The above list is indicative rather than exhaustive. The general rule of thumb should be that the sub-Committee should defer to the Management Committee where it is not clear that the former has delegated authority.

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8.3 Assurance sub-Committee

8.3.1 The Assurance sub-Committee is responsible for the following matters and is empowered by the Management Committee to take decisions on and approve reports in these areas, subject to them being reported to the Management Committee.

8.3.2 From May 2021, the internal auditor has been invited to attend all meetings of the Assurance sub-Committee. This will facilitate access to the internal auditor on an ongoing basis and will improve the effectiveness of the relationship between the sub-Committee members and the internal auditor.

8.3.3 The various areas of responsibility have been divided into sections for ease of reference.

a) Audit

- Monitor progress in relation to the internal audit action plans and ensure that these are implemented timeously (overall responsibility for the internal audit programme remains with the full Management Committee, including receiving audit reports)
- Ensure that any concerns noted in the annual Management Letter are addressed as advised to the auditor by the Management Committee – again, the Management Committee will consider and respond to the Management Letter
- Review the procurement of the external and internal auditor and make recommendations to the Management Committee on the appointments
- In recognition of the link between audit and risk management, receive quarterly reports on the degree to which the Association's key risk are being managed in an effective manner

b) Audit and assurance

- Monitor the implementation of action points attached to each year's Annual Assurance Statement (AAS)
- Be actively involved (whether as a sub-Committee or a working group comprising members of the AAHR sub-Committee) in developing the AAS
- Review the evidence bank for the AAS and receive reports on assurance – for example, details of any emerging material non-

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compliance and progress against the Annual Assurance Statement action plan

- Ensure that the Management Committee is advised of any changes they need to make to the AAS post-submission
- Ensure that the Management Committee is kept up to date on any areas of material non-compliance
- Receive reports and monitor progress in relation to RGSFM & Charter outcomes and any recommendations, subject to the Management Committee receiving annual assessments.
- Monitor the Association's approach to equalities and human rights, as well as the action plan in this area. Any areas of concern should be reported to the Management Committee

c) Staff recruitment and staff structure

- Monitor staff sickness levels – at least annually
- Monitor and review for Management Committee consideration staffing levels, grades and structure in relation to the operating environment and the aims and objectives of the Association
- Participate on the selection and interview panel for appointments at Grades 9 and 10
- Participate in the review of job descriptions and person specifications for new or changing posts at Grade 10
- Agree appropriate grades/re-grades of current posts up to and including Grade 9 and up to a financial impact of 5% p/a to the overall wage budget. Posts at Grade 10 require independent involvement from organisations such as EVH
- Agree requests for reduced hours and/or flexible working for posts up to and including Grade 9. Posts at Grade 10 require independent involvement from organisations such as EVH
- Agree to commission options appraisal reports or similar, with findings and any decisions on this basis remitted to the Management Committee
- Act on behalf of the Management Committee on personnel issues such as disciplinary matters, grievances, etc.
- Responsibility for all issues relating to staff welfare

d) Staff Training and Development

- Evaluate the quality of training received and assess its effectiveness

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- Approve the training policy for consideration by the Management Committee, alongside other relevant staffing policies
- Ensure the Association continues to explore ways to achieve quality assurance in relation to human resources activity
- Conduct, with appropriate support and/or training as required, the annual appraisal of the Director

e) **Contract and Terms & Conditions of Appointment**

- Ensure that the Association fulfils the requirements placed upon it via the EVH Terms and Conditions of service
- Receive reports on the operation of TOIL, annual leave and flexi
- Ensure that staff and visitors work within a safe environment
- Be responsible for ensuring that the Association fulfils all its legal and moral responsibilities in respect of staff it employs. This will include reviewing and monitoring new legislation on employment matters and attending relevant training courses and seminars

f) **General Purposes**

- Review and monitor the effectiveness of the membership policy in relation to maximising the opportunity for tenants to be involved in the Management Committee
- Review and monitor the effectiveness of the complaints procedure

g) **Policy approval**

Whilst the nature of the business considered by the Assurance sub-Committee requires ultimate approval from the Management Committee, there is some scope for the sub-Committee to approve staff-related policies where these are based entirely on EVH models. This would include, for example, policies on alcohol and substance misuse, attendance and absence management, and managing personal relationships at work. There may also be policies where changes to existing documents are minor and therefore able to be approved by this sub-Committee.

8.3.4 The following items will be remitted to the Management Committee by the Assurance sub-Committee for a decision following the latter's detailed consideration of the subject:

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- Periodic review of staff numbers and structure
- Periodic review of the conditions of service

8.4 Discipline and grievance

- a) The Assurance sub-Committee will be the first point to which the Director will refer cases of discipline or grievance where they cannot be dealt with by the Director alone.
- b) Members of the sub-Committee will require to become familiar with the Association's disciplinary and grievances procedures and take cognisance of the EVH Conditions of Service Code of Practice in this regard. This may involve attendance at training.
- c) The Director is responsible for all formal disciplinary action, however the Assurance sub-Committee, together with the Director, will have the power and be responsible for summary dismissal action.
- d) Appeals by employees against decisions taken by the Director in relation to discipline and grievance will be heard by a 3-member panel of Assurance sub-Committee members. Assurance sub-Committee members will generally be supported by an independent external agency to carry out these duties.
- e) If the grievance or disciplinary matter cannot be resolved by the Assurance sub-Committee, it will be referred to a relevant independent external agency or person.
- f) Appeals by employees against decisions taken by the three-member panel from Assurance sub-Committee members will be heard by an alternate three-member panel of Assurance sub-Committee members. No person involved in the original disciplinary decision will participate in the appeals hearing. If there are insufficient numbers to avoid a conflict of interest, then any Committee member may be a panel member.
- g) In the event of any conflict between these procedures and those outlined in the Conditions of Service and/or employment law or recommended practice, the Conditions of Service and/or employment law or recommended practice will prevail.

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8.5 Emergency decisions

8.5.1 In exceptional circumstances, a decision that is not routinely delegated to the senior officer may have to be taken quickly outwith the normal Committee cycle. Such circumstances would include instances where delaying the decision until the next Management Committee or relevant sub-Committee meeting would:

- Risk causing harm to the Association, its staff, Committee, consultants/contractors, customers, visitors or other stakeholder
- Put the Association's or the sector's reputation at risk
- Cause or risk financial loss that could be avoided or reduced by taking prompt action

8.5.2 Where this occurs, the Director (or most senior officer available) will telephone the Association's Chairperson, Vice Chairperson and Secretary. If time permits, a special meeting will be convened within 48 hours; if a more immediate decision is required, then this can be done via the telephone. Where none of the Office Bearers is available and a decision must be taken, it will fall to the most senior member of staff available – if this is not the Director, then all reasonable attempts should be made to contact the Director whether or not they are on leave. Where possible, other staff and the finance agent should also be consulted.

8.5.3 A full written report on the decision, including reasons why it had to be taken urgently, will be presented to the next meeting of the Management Committee.

8.5.4 By definition, we would not expect such decisions to be taken routinely.

8.6 Power of veto

8.6.1 As the governing body, the Management Committee retains a power of veto against any decisions made by a sub-Committee. However, in some instances, it may be difficult to exercise the power of veto if staff have already acted upon the sub-Committee's decision and committed the Association to a certain course of action.

8.6.2 Exercising a power of veto should not occur (or should only occur extremely rarely) in a well-functioning governing body with clear and appropriate

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delegated authorities. Since the Association was formed, this power has never been used at Cernach. It is therefore reasonable to assume that the power of veto is very unlikely to be used.

8.6.3 In the event that the Management Committee does wish to veto a decision, the extent to which the sub-Committee's decision has been enacted needs to be ascertained. If it is possible for the Association to "reverse" its decision without financial loss, reputational loss or threat of court action, then the Director will take steps to do this at his/her earliest convenience.

8.6.4 Where the decision has been actioned and it is not practical to reverse it, the Committee will accept the sub-Committee's decision. In such circumstances, the steps leading to the decision will be investigated and any appropriate follow-up action taken.

9. Delegated powers to staff (senior officer)

9.1 The senior officer, in Cernach's case the Director, has overall responsibility for the day-to-day management of the Association. In carrying out these duties, the Director has authority to:

- Ensure the effective implementation of the Association's strategies, policies and plans
- Represent the Association on official business, consistent with agreed policies and principles
- Carry out all necessary legal and financial duties to ensure the Association's compliance with statutory and regulatory requirements

9.2 In order for the senior officer to discharge their duties in a responsible and controlled manner, the Committee has delegated authority to them as noted in sections 9.2.1 to 9.2.4. It should be noted that some of the following may be delegated to other officers as noted, but the Director will retain overall responsibility so long as other staff members are acting within the agreed delegated authorities.

9.2.1 The following matters in relation to governance:

- Signing and submitting returns on the Association's behalf to the Scottish Housing Regulator, OSCR, FCA and Scottish Government once they have

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been approved by the Management Committee (unless the return specifically requires a Committee member to sign it off)

- Agreement to payments & benefits and gifts & hospitality under the limits outlined in the associated policy documents so long as these are recorded and reported in the prescribed fashion – the exception to this is a let to a connected person where the decision to make the offer must be made by the Management Committee
- Preparation and issue of notices, agendas, papers and minutes for Committee meetings, sub-Committee meetings and general/special meetings
- Initiation of any investigation into alleged breach of the Committee members' Code of Conduct
- Signing any other document for which the Director has specific authority

9.2.2 The following matters in relation to finance and staffing:

- Recruitment of staff up to and including EVH Grade 8 so long as the post has been agreed by the Management Committee
- Recruitment of short-term temporary staff (up to a period of six months) up to and including Grade 8 providing that this is not at a cost of more than £10,000 over the staffing budget set by the Committee
- Approval of overtime (the Chairperson of the Association or the Chairperson of the Assurance sub-Committee must approve the Director's overtime)
- Approval of staff expenses (the Depute Director or other member of the management team must approve the Director's expenses)
- Completion of the Director's return to work pro-forma for absences up to and including 10 working days is delegated to the Depute Director
- Initiation of grievance and/or disciplinary procedures for all staff up to and including Grade 9
- Agreeing the staff training programmes and conference attendance (within agreed budget levels)
- Monitoring financial performance and reporting to the Management Committee within the agreed framework
- Agreeing and implementing remedial action identified during the annual external audit
- Incur and instruct payments of all items of budgeted expenditure within the terms of agreed budgets and financial regulations

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- Incur expenditure beyond the agreed budget to a maximum of £10,000 on any one item, providing that this is reported at the next Management Committee meeting
- Agree action to address short-term cashflow difficulties, providing that this is reported at the next Management Committee meeting

9.2.3 The following matters in relation to housing development :

- Approving site acquisition (within agreed plans)
- Ensuring any SDFP targets are achieved
- Negotiating terms of loans to fund individual developments (with subsequent Committee approval required prior to commitment)
- Ensuring that borrowings and investments comply with statutory and regulatory requirements and the Association's constitution
- Negotiating grants to fund individual developments (with subsequent Committee approval required prior to acceptance)
- Agree savings or overruns up to 5% of (anticipated) works costs

9.2.4 Any matters delegated to the Depute Director or the rest of the management team are automatically delegated to the Director.

9.2.5 The following matters in relation to housing management (delegated to the Depute Director):

- Signing tenancy agreements
- Instructing legal action for recovery of a tenancy
- Agreeing the terms of the periodic resident satisfaction survey

9.2.6 The following matters in relation to housing maintenance (delegated to the Depute Director):

- Appointing planned and cyclical maintenance contractors in line with the agreed planned and cyclical programmes (following Committee approval of any tender or priced submission)
- Appointing reactive maintenance contractors in line with the agreed procurement framework (following Committee acceptance of any tenders or priced submissions)
- Appointing consultants and advisors to assist in the delivery of agreed programmes

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- All other repairs and maintenance as outlined in the financial procedures

9.2.7 In relation to other matters, the Depute Director or other members of the management team may:

- Assume the Director's delegated authority levels where s/he is absent for more than one week (Depute Director, or 2/3 of the Management Team in exceptional circumstances)
- Approve expenses for staff on Grades 1 to 8 and the Director
- Incur and instruct payments of all items of budgeted expenditure within the terms of agreed budgets and financial regulations

9.3 The above must be considered in conjunction with the financial regulations and, in the event of any conflict with the financial regulations or constitution, the latter will prevail.

9.4 Any authority exercised outwith the points noted in 9.2.1 to 9.2.5 must only be done in exceptional circumstances that could not reasonably be foreseen where failure to act could damage or have significant consequences for the Association. Where this has occurred, it must be reported at the next Management Committee meeting and an appropriate amendment made to these delegated authorities in order to ensure their ongoing relevance.

9.5 Any inadvertent breach of these delegated authorities must be reported at the next Management Committee meeting. The Committee will then decide what, if any, action is required. This may involve engaging an external advisor to assist the Association.

10. Review

10.1 This document will be reviewed every four years, or earlier subject to legal, regulatory or best practice requirements. The next scheduled review will take place during or before June 2026.