

FORTH HOUSING ASSOCIATION LIMITED

STANDING ORDERS

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FORTH HOUSING ASSOCIATION LIMITED

STANDING ORDERS

General

Nothing in these Standing Orders shall allow or be taken to allow the Committee, any Committee Member, Member of Staff or Agents to act in contravention of the Rules of the Association, or any statutory obligations upon the Association.

It is the duty of all Members and Staff to identify when these Standing Orders apply, bringing them to the attention of those present at any meeting.

Interpretation of Standing Orders

The Company Secretary is responsible to the Committee for the overall governance of the organisation. Advice on the interpretation of these Standing Orders falls to the Company Secretary as does escalation to the Committee of any matters of concern.

The ruling of the Association Chair, whom failing the Vice-Chair, on the advice of the Company Secretary, as to the meaning, effect or application of these Standing Orders shall be final.

Amendment and Revocation of Standing Orders

The Committee may alter, rescind or add to any part of these Standing Orders by decision of a quorum of the Committee Members (excluding co-optees) present and voting at a Committee Meeting.

The Committee shall review the need for amendments to these Standing Orders on an annual basis.

Meetings and proceedings of the committee

Planning Schedule

Before 31st October each year the Company Secretary shall publish a calendar of all Association and Sub-committee meetings plus the AGM proposed date for the next calendar year.

This schedule will include dates and times of meetings and planned cyclical agenda items.

The schedule will be amended if necessary and agreed as such at the Committee meeting in the November of the preceding year which said meetings relate to.

This schedule will be issued to all Committee members and the dates of Committee meetings and AGM will be published on the Association's website.

Days and Times of Meetings

- a** Ordinary meetings of the Committee shall be held monthly on the last Tuesday of the month, except where an alternative day is agreed in advance. There will be a total of 8 ordinary meetings in the year, with no ordinary meeting in January, April, July and December.
- b** Meetings shall commence a 6.30pm, shall run for two hours and can only last longer with the consent of not less than two thirds of the Members present at any meeting.
- c** Sub committees will be held on a quarterly basis.

It may be necessary for urgent decision-making planning purposes for these timings to change but this must be agreed to by all sub-committee officers.

Meetings will commence at 6.30pm and last no longer than 2 hours and will only last longer with the consent of the majority of sub committee members.

- d** Other meetings of the Committee may be called as required in accordance with the Rules of the Association.

Notices and Agendas of Meetings

- a** Seven days' notice of the date, place and Agenda for all meetings shall be given in writing to all Committee Members by, or on behalf of, the Secretary.
- b** It is acknowledged that where a Sub-committee is to be held outwith the planning schedule to discuss an urgent item of business that cannot, for planning and decision-making purposes, wait until the planned schedule, that it might not be possible for papers to be issued 7 days in advance of such a meeting
- c** All items for consideration and decision should be in writing and issued with the Agenda. Items may be tabled or reported verbally only with the consent of not less than two-thirds of the Members present at any meeting.

Attendance at meetings

- a Four elected and/or casual Committee Members must be in attendance for a meeting to proceed.
- b Management Committee Meetings will normally be attended by the Director and any other members of staff whose presence may be required as a result of business being considered.

Matters Reserved to the Committee

The strategic role of the Committee is to determine the overall direction and objectives of the Association.

Having regard to its strategic role, the Committee shall hold the Director to account to ensure the Association's agreed Business Plan objectives are in place and are implemented.

The following are reserved to the Committee as part of this strategic role;

Corporate Governance and Leadership

- changes to the structure, size and composition of the Committee
- appointment of the Chair and Vice Chair
- ensuring adequate succession planning arrangements for the Committee
- appointment and removal of the Association Director
- based on reports and advice from the Audit and Risk Sub-committee determining the remuneration and terms and conditions of the Association Director
- appointment and removal of Heads of Department
- overriding responsibility for compliance by the Association with registration criteria, performance standards, guidance and regulatory requirements of the Scottish Housing Regulator

Strategy and Financial

- approval of the Association Strategy, and any material variations and amendments thereafter
- approval of the Business Plan (including borrowings) and any material variations and amendments thereafter
- approval of the Association Budget and any material variations and amendments thereafter
- approval of the Association's financial statement
- approval of significant changes in accounting policies or practices and matters reserved to it by the Scheme of Financial Delegation

Policy

- designation of policies to Sub-committees for review
- Association Health and Safety Policy
- approval of Treasury Association Policy

Risk and Assurance

- approval of the Annual Assurance Statement for submission to the Scottish Housing Regulator
- approval of the Risk Policy
- approval of the strategic corporate risk register and risk appetite levels
- all matters requiring determination by the Committee in terms of the Business Plan and Budget
- overriding responsibility for compliance by the Association with registration criteria, performance standards, guidance, and regulatory requirements of the Scottish Housing Regulator.

Execution of Documents

- The Committee is responsible for the approval of the Association's signing policy, which specifies the signing requirements for the execution of certain documents or classes of documents on behalf of the Association
- The Company Secretary will maintain a register of agreed authorities to execute documents in line with the approved Association Signing Policy

Proceedings of Committee Meetings

- Each Committee will run meetings in accordance with the procedures set out in their respective Constitutions
- In the absence of the Chair, the Vice-Chair will assume the duties of the chair
- Where there is no Vice Chair or the Vice Chair is also not in attendance, the Committee shall elect a member to Chair the meeting
- Committee members must adhere to the standards set out in the Association Code of Conduct during meetings
- Not less than seven days before a Committee Meeting, the Company Secretary shall issue to every Committee member:
 - a notice calling the meeting and stating the time and place
 - the agenda
 - all available reports and other documents referred to and/or to be read in conjunction with the agenda
- Any report or document not included in the agenda may, with the agreement of the Chair, who failing the Vice-Chair, be considered at the relevant meeting, provided that it relates to matters which are, in

the view of the Chair of such urgency or importance that it is desirable that the report or document receives consideration at the meeting

- Committee members wishing to propose an item for inclusion on the agenda of a Committee Meeting to be issued prior to the meeting must give the Company Secretary at least 14 days written notice of such item
- The Company Secretary will consult the Chair, whom failing the Vice-Chair, who must approve the item's inclusion

Voting

- Voting at Committee Meetings shall be carried out in accordance with the procedures laid down in the Association Constitution.

Minutes

- The Company Secretary is responsible for ensuring that minutes of the proceedings of the Committee and Sub-committees are taken, and copies provided for the Committee members and Sub-committee members respectively
The minutes shall be submitted for approval as a correct record, with or without amendment, to the next Committee meeting or Sub-committee meeting
- The minutes, whether yet approved or not by the relevant Sub-committee shall be available for submission to the next Association meeting
- Any Committee member or Sub-committee Member can request that his or her dissenting view be recorded in the minutes of the relevant Committee meeting or Sub-committee meeting
- The Company Secretary will make arrangements for the safe storage of all Committee and Sub-committee minutes.

Delegation for Emergency Business and Decisions

- a** The Director and the Chairperson have authority to take or to instruct any action in respect of matters that must be dealt with in between Committee meetings, including emergency situations or matters needing urgent action to preserve the position of the Association and its tenants which cannot wait until the next scheduled meeting.
- b** All emergency decisions shall be fully reported to the next appropriate meeting of the Association Committee for homologation.
 - In using the Urgent Action provision, due regard should be given by the Chair and Company secretary to the nature and materiality of the decision
 - Any use of the Urgent Action provision shall be notified to the Committee or Sub-committee as soon as reasonably practical, but as a minimum at the next Committee or Sub-committee Meeting

- All uses of the Urgent Actions provision shall be recorded in a Register of Urgent Actions held for each Committee and Sub-committee
- Where the Urgent Action provision is used more than three times in any rolling six-month period, the power of the Chair to continue to use the action shall be revoked until such time the Committee or Sub-committee agree to reinstate the Chair's authority at an ordinary Committee meeting. The Committee or Sub-committee reserves the right to revoke or fetter the Chair's authority to use the Urgent Action provision at any time by agreement at an ordinary Committee meeting.

Association staff are not permitted to attend meetings unless they are requested to by senior management or Committee

Powers and Duties of the Chairperson

- a** The Chairperson shall be elected in accordance with the Rules of the Association at the first full Committee Meeting after the Annual General Meeting. The election of the Chairperson shall be overseen by the Association's Director, who will ask for nominations. Where multiple nominations are received an election will be by secret ballot.
- b** Only committee members who have served on the committee for the previous 12 months shall be eligible for election as Chairperson.
- c** Among the responsibilities of the Chairperson are that: -
 - i. the Committee works effectively with the senior staff;
 - ii. an overview of business of the Association is maintained;
 - iii. the Agenda for each meeting is set;
 - iv. meetings are conducted effectively;
 - v. minutes are approved and decisions and actions arising from meetings are implemented;
 - vi. the standing orders, code of conduct for Committee Members and other relevant policies and procedures affecting the governance of the Association are complied with;
 - vii. where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings;
 - viii. the Committee monitors the use of delegated powers;
 - ix. the Committee receives professional advice when it is needed;

- x. the Association is represented at external events appropriately.
 - xi. 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; and
 - xii. the objectives, training requirements, support of Committee Members, and the recruitment and induction of new Committee Members is undertaken.
 - xiii. ensure that staff adhere to Financial Regulations and provide proper management accounts to Management Committee on a regular basis.
- d** The Chairperson may, at their discretion, alter the order of business for the meeting at any stage.
- e** The decision of the Chairperson on all matters within their competency shall be final and shall not be open to question or discussion.

Powers and duties of other Office-bearers

- a** The Association shall elect the following other Office-bearers, in addition to the Chairperson:
- Secretary
 - Vice-Chairperson
 - Joint Vice-Chairperson
- b** Only committee members who have served on the committee for the previous twelve months shall be eligible for election as an office bearer.
- c** Their election shall take place at the first full Committee Meeting after the Annual General Meeting and shall be overseen by the Chairperson, who will ask for nominations. Where multiple nominations are received an election will be by secret ballot.
- d** It shall be the duty of the Vice-chairperson/Joint Vice Chair to:
- i deputise for the Chairperson as required due to absence, sickness or similar situation.
- e** It shall be the duty of the Secretary, in collaboration with the Director, to
- i. call and go to all meetings of the Association and all the Committee Meetings;

- ii. keep the minutes for all meetings of the Association and Committee;
- iii. send out letters, notices calling meetings and relevant documents to Members before a meeting;
- iv. prepare and send all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;
- v. ensure compliance with these Rules;
- vi. keep the Register of Members and other registers required under these Rules; and
- vii. supervision of the Association's seal.

Duties of Committee Members

- a** All Committee Members are expected to prepare adequately for meetings, reading the circulated papers in advance and seeking clarification on specific issues as necessary.
- b** All Committee Members are bound to pay due deference to the authority of the Chairperson at all times.
- c** All Committee Members must respect that the decision of the Chairperson at all times shall be final and not open to question or discussion.
- d** Any Committee Member desiring to speak at any meeting of the Committee shall do so when allowed by the Chairperson and direct their speech to:
 - i the matter before the meeting, including proposing, seconding or supporting a motion or any relevant amendment;
 - ii a point of order; or
 - iii asking a question.
- e** All Committee Members are expected to participate in and cooperate fully with the annual appraisal process as outlined in the Committee Member Training Policy.
- f** Committee members must behave appropriately at all times, including being considerate of other Committee Members, Staff and any other people present. Defamatory comments and/or threatening behaviour will not be acceptable.

Motions

- a** A motion for the approval of a Minute of a Committee Meeting, any part of such Minute or competent proposal shall be considered as an original motion. Any motion involving alteration or rejection of such Minute, any part of such Minute or proposal shall be dealt with as an amendment.
- b** Motions and amendments moved but not seconded shall not be put to the meeting nor shall they be recorded in the Minutes.
- c** It shall be competent for any member to ask that their dissent from any motion which has been carried, be recorded in the Minutes.
- d** Unless otherwise directed by the Chairperson, voting will be by a show of hands with the number of votes for and against the motion or amendment recorded in the Minutes.
- e** In any case of an equality of votes, the Chairperson shall have a second or casting vote, in accordance with the Rules.

Notices of Motions

- a** Except as provided under Standing Order (d) below, a Member of the Committee shall not be entitled to propose any motion other than one arising directly from the proper discussion of a subject before the Committee, unless they have given prior notice of such motion.
- b** Every such notice of motion shall be given in writing to the Secretary at least 10 days prior to the meeting at which it is to be considered.
- c** If a member of the Committee who has given notice of a motion is absent from the meeting at which the motion is submitted or does not move the motion when called upon by the Chairperson, then the notice of motion shall fail. If, however, a Committee Member, who has given due and proper notice of a motion is unavoidably absent from the relevant meeting, it shall be competent for them to request another Member of the Committee to move the motion when called upon by the Chairperson, provided a request is handed to the Chairperson in writing prior to the meeting.
- d** Notwithstanding the terms of Standing Order (a) above it shall be competent for a Committee Member, as a matter of urgency, to propose a motion without prior notice but only if supported by not less than two-thirds of those present.

Alteration or Revocation of Previous Resolutions

- a** No resolution of the Committee shall be altered or revoked within six months of its adoption except with the consent of not less than two-thirds of the Members present.

Suspension of Standing Orders / Adjournments

- a** A motion to suspend Standing Orders may be proposed and seconded and carried if supported by two-thirds of Members present.
- b** Suspension of Standing Orders shall be for a period of no longer than fifteen minutes at any one time with only two suspensions permissible at any one Meeting.
- c** The Committee may at any of their meetings adjourn proceedings to such date, time and place as they may then arrange, failing which the Chairperson may arrange but which shall not be later than seven days following.
- d** A motion for the adjournment of the meeting may be made at any time and shall have precedence over all other motions and shall be moved, seconded and put to the meeting without discussion.
- e** On resumption of an adjourned meeting, proceedings shall commence at the point at which they were broken off at the adjournment.

Availability of Minutes and Public Access to Committee Meetings

- a** Approved minutes of Management Committee and Sub-Committee meetings, excluding personal data, commercially sensitive and confidential sections, shall be published on the Association's website
- b** Tenants, Sharing Owners, Association Members, members of the public and individuals wishing to attend one Management Committee meeting as a 'taster', if they are considering joining the Committee, may ask to attend non-confidential parts of meetings of the Management Committee. They must give the Association written notice and if appropriate should stipulate which matters, they wish to hear being considered. Each request will be considered by the Chair who shall decide whether or not it is appropriate. The Chair's decision in this matter will be final.

Sub-committees

Sub-committees

The Members of each Standing Sub-committee shall be appointed by the Association Committee.

These Sub-committees will carry out such functions as may be referred and delegated to them as outlined in the attached appendix of the constitution of each Sub-committee.

The Chair for each Sub-committee will be appointed by the Members of that Sub-committee at its first meeting.

The Chair role will be determined by the expertise and experience the Chair can bring to the role and will be the most suitably qualified person in this respect for the role. Part of the Association's Succession Planning Policy will be to ensure that there are skills to cover for convenors.

The Association Committee will have 3 ongoing Sub-committees to include;

- Audit and Risk
 - Staffing
 - Development
-
- The Committee will review the requirement for additional sub committees annually at the point where the Business Plan for the year is being agreed
 - Terms of Reference will be set for all Sub-committees, which will include as a minimum the remit of the Sub-committee, its composition, and quorums for meetings
 - All Sub-committees must act in accordance with their Terms of Reference and responsibilities specified by the Association Committee
 - The Terms of Reference and responsibilities and role of the Chairs of the planned Association Sub-committees are set out as Appendices in these Standing Orders
 - Where the context permits, and except where otherwise expressly provided, the provisions of these Association Standing Orders relating to the notice, proceedings and voting of, and at, Committee meetings shall apply to Sub-committee meetings
 - The Association Committee has the right to revoke, in whole or in part, decisions of Sub-committees.
 - The current Standing and Special Sub-committees shall be those appended to these Standing Orders, to be reviewed following Annual General Meetings and subject to a review at anytime as appropriate.

Delegations to the Association Director

Subject to the express reservations to a General Meeting, the Committee and to the Association Sub-committees set out in these Standing Orders, the Association Director is authorised and empowered to manage the Association and to direct its operations.

The Association Director is responsible and accountable to the Committee.

The following matters are expressly delegated to and/or are the responsibility of the Association Director:

- Providing strong leadership and direction for the Association, fostering a culture which reflects the Association's organisational values.
- Providing for Committee approval, and subsequently implementing, the overall business strategy of the Association and developing and implementing strategies which underpin delivery of the Associations' overall business strategy.
- Delivering and managing the overall Association Budget and Business Plan approved by the Committee, maintaining the ongoing financial viability of the Association;
- Developing and implementing robust and effective business and strategic planning processes.
- Ensuring that a strong performance framework is embedded throughout the Association to deliver performance improvement and regularly reviewing performance against targets set by the Committee.
- Ensuring that there is a system in place for identifying and managing risk within the Association and having strong systems of internal control.
- Determining the overall staffing structure and approving pay, reward and policy arrangements for all staff, excluding his or herself, within approved Business Plan assumptions.
- Approval of all Human Resources/People related policies save where a policy is specifically reserved to the Committee.
- Being responsible for the interpretation and implementation of Association policies and exercising delegations to Senior Management Team members as he or she sees fit.
- Setting a framework for the Non-Financial Delegations across the Association as he or she deems appropriate. Where there is no express reservation to a Sub-committee on a non-financial matter, it shall be assumed that the Association Director has the delegated authority to act in relation to such matters as he or she deems appropriate.
- Developing and maintaining strong strategic partnerships with key stakeholders, including investors, on behalf of the Association.
- Driving innovation in the way the Association develops and delivers its services and works with partners.

- Providing the Committee and Sub-committees with clear and concise information on the performance of the Association.

The Association Director may, consistent with these Standing Orders, including the Scheme of Financial Delegation, delegate such powers, responsibilities, and authority to such members of staff of the Association as the Association Director may from time to time determine.

Meetings and Procedures of Sub-Committee

- a All applicable Standing Orders relating to the Committee of Management with regard to notice, conduct of meetings, proceedings etc, shall apply to all Sub-committees with a quorum being three.

- a The Committee may, as they deem necessary at any time, appoint Special Sub-groups/working parties to carry out such functions as may be referred and delegated to them.

- b Membership of such groups may involve Committee Members, Staff Members and any other individuals appointed due to their knowledge and/or experience.

- c Sub groups/working parties may operate in an informal manner but will give due consideration to the rules and policies of the Association. Any decision-making authority will be limited, and the management committee will retain overall control.

Constitutional requirements

Minutes

- a Minutes of every Committee Meeting, General Meeting, or Sub-Committee Meeting shall be kept.

- b Such minutes shall be presented at the next relevant meeting, shall be proposed, and seconded by two Committee Members present at the previous meeting, and shall be signed by the Chairperson.

- c All minutes signed as above shall be treated as conclusive evidence of any fact contained within between the Association and every Member.

Execution of Documents and Seal

- a The Association shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 and

record the execution in the register. The use of a common seal is not required.

- b** The Association may have a seal which must be kept in a secure place within the Office.
- c** The seal must only be used if the Committee decides this. When the seal is used, the deed or document must be signed by the Secretary or a Member of the Committee or another person duly authorised to subscribe the deed or document on the Association's behalf and recorded in the register.

In the case of subcommittees, the constitution of said sub-committee will identify who is duly authorised to subscribe the deed or document on the Association's behalf.

Miscellaneous

Register of Committee Members

- a** The Secretary shall maintain a Register of Committee Members in which shall be entered the detail of each Committee Member's principal employment, professional or business activities; of any position of public responsibility held; of membership of public organisations and other Housing Associations or Associations; and any declarations of financial interest in accordance with the Rules.
- b** A Committee Member shall supply such information to the Secretary as soon as possible after being elected to the Committee and shall notify of any change in this information as soon as possible after the change occurs.

Review

- a** Management Committee will review these standing orders at least every 3 years, and Staff are responsible for ensuring that they meet legal and good practice requirements.

Definitions and Interpretation

In these Association Standing Orders the following words and expressions have the following meanings unless they are inconsistent with the context: -

“Budget” means any approved budget as same may be amended from time to time

“Business Plan” means any approved business plan as same may be amended from time to time

“Chair” means any person appointed to be the chair of any Sub-committee

" Code of Conduct" means the code of conduct of Governing Body Members adopted from time to time by the Committee.

“ Committee” means the Committee of the Association

" Committee Chair" means the office bearer appointed to be the Chairperson of Forth Housing Association

“Committee Co-optee” means any persons co-opted to the Committee in terms of the Association’s constitution

“Committee Meeting” means any meeting of the Committee

" Committee Member" means any person who is appointed as a governing body member

“Company Secretary” means the company secretary of the Association

“Director” means the most senior officer in the Association

“Senior Management Team” means those persons reporting directly to the Association Director

“General Meeting” means a meeting of the members of the Association

“Scheme of Financial Delegation” means the document which details the power that officers have to make decisions on spending and other finance issues in relation to these Standing Orders as same may be amended from time-to-time which document applies to the Association

“Scottish Housing Regulator” means the independent Scottish Housing Regulator established on 1 April 2012 under the Housing (Scotland) Act 2010

“Sub-committee” means any Sub-committee of the Committee

“Vice Chair” means the office bearer appointed by the Committee to be the vice-chair of the Committee

Appendix 1

Appointment to Committee

Eligibility

Any applicant who has previously resigned and/or retired from the Association shall not be eligible to seek appointment until 5 full calendar years have elapsed since their date of resignation

Any applicant who is a governing body member and/or an officer of an organisation which is in competition with the Association shall not be eligible for appointment.

The Audit and Risk Sub-committee shall have the absolute discretion to class an organisation as in competition with the Association.

Any applicant who is in dispute and/or litigation with the Association or any member of the Association shall not be eligible for appointment

Any applicant who is in arrears to the Association shall not be eligible for appointment.

Any applicant who has been removed from the Committee of any Registered Social Landlord, charity or disqualified as a company director shall not be eligible for appointment.

The Audit and Risk Sub-committee has the absolute discretion to agree any additional eligibility criteria or grant an exemption to the eligibility criteria from time to time.

Tenure

All appointments shall normally be for a period of no more than 9 years, other than by exception approved by the Association Audit and Risk committee

All appointees will be expected to sit on one of the Associations Standing Committees.

Association Committee Member Recruitment Process

1. The Audit and Risk Sub-committee shall determine the skills and experience required to fill any vacancies arising, considering skills of members who are standing down, the annual appraisal process and succession planning arrangements based on the succession plan.
2. The recruitment process shall be underpinned by the principles of openness and transparency and high standards in public life.

3. A candidate profile shall be approved by the Audit and Risk Sub-committee which clearly details the skills and experience required and the maximum term of the appointment.
This profile will be approved by the Association committee.
4. Applicants shall be sought in a mode and manner set from time to time by the Audit and Risk Sub-committee which maximises the candidate pool for the skills and experience required. Details of all vacancies shall be made publicly available via the Association website.
5. Candidates will be initially screened and shortlisted by the Chair of the Audit and Risk Sub-committee on behalf of the Association.
Shortlisted applicants may be invited for an initial interview conducted by Chair of the Audit and Risk Sub-committee who shall determine the final shortlist of candidates.
6. The final shortlist of candidates shall always be interviewed by a panel made up of the Association Chair, the Vice Chair and the Chair of the Chair of the Audit and Risk Sub-committee who will make a single recommendation to the Association Committee for each vacancy.
7. The appointment shall be approved by the Association Committee. Where the Committee rejects the candidate(s) recommended the Sub-committee shall not re-nominate the same person but shall proceed to identify an alternative candidate for consideration by the Association Committee.

Tenant/Service User Committee Members

Tenant/Service User Committee members shall have a range of skills, knowledge and experience to complement the skills of existing Committee members.

The process for the appointment of Tenant/Service User Committee Members shall be approved by the Audit and Risk Sub-committee. .

The association shall make available to the public who is eligible to become a Tenant Committee Member, how they can become a Tenant Committee Member and the process whereby they can be appointed as a Tenant Committee Member.

Appendix 2

Association Chair

Appointment

The appointment of the Association Chair will be via the process agreed by the Association Committee from time to time.

The process shall include the term of appointment for the Association Chair.

The process shall be in accordance with the Articles of Association of the Association.

Role of the Committee Chair

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

Main Duties

The Committee Chair shall be responsible for:

Meetings

- Chairing the Association Committee and General Meeting
- Running the Association Committee and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings
- Agreeing the Association Committee agenda, taking into account the issues and concerns of all members. The agenda should be forward looking, concentrating on strategic matters
- Approve draft Committee minutes and ensure decisions and actions arising from Committee Meetings are monitored
- Review minutes of meetings of the Sub-committees and ensure that relevant issues are brought to the attention of the Committee
- Ensure that the Committee monitors the use of its delegated powers
- Ensure that the Committee receives professional advice when it is needed, either from its staff or from external sources
- Ensuring that there is appropriate delegation of authority from the Committee to executive management.
- Ensuring that the Committee members receive accurate, timely and clear information, including that on the Association's current performance, to enable the Association Committee to take sound decisions, monitor effectively and provide advice to promote the success of the Association

- Managing the Association Committee to allow enough time for discussion of complex or contentious issues. The Chair should ensure that 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 for decision making
- Ensuring constructive relations between the Senior Management Team and the Committee members
- Informing the Committee of any developments, e.g. correspondence has been received or sent on the behalf of the Association
- Informing the Committee of any urgent decisions that have been taken in between meetings
- If a vote must be taken, to clarify the voting procedure and enact this procedure (in the event of a tie the chairperson will have the casting vote)
- Bring items on the agenda to a conclusion by a brief review of points (this may involve inviting specific proposals or decisions from the committee)
- At the close of the meeting confirm arrangements for the next meeting

Induction, Development and Performance Evaluation

- Ensuring that new Committee members participate in a full, formal, and tailored induction programme
- Ensuring that the development needs of Committee members are identified and that these needs are met. The Committee members should be able to continually update their skills and the knowledge and familiarity with the Association required to fulfil their role on the Committee and its Sub-committees
- Identifying the development needs of the Committee as a whole to enhance its overall effectiveness as a team
- Ensuring the performance of the Committee, its Sub-committees and individual Committee members is evaluated at least once a year
- Acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Committee
- Preparing for the appraisal of the Association Director and carrying out said appraisal
- Ensure compliance with the Association's Code of Conduct

Skills, Knowledge, and Experience

Core Competencies

- Strategic thinking, able to analyse complex information, demonstrate clear analytical intellect and guide 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 Senior Management Team through periods of organisational change and growth
- Able to appraise and oversee the personal development of the Association's Director
- Support the values, ethos and social objectives of the Association.

Knowledge and Experience

- Experience of operating at a senior level (ideally executive and/or non-executive) within an organisation on a similar scale to the Association
- Non-executive or governance experience as a Chair, with knowledge of good governance practice in one or more sectors
- Good knowledge of association and/or commercial issues, with strong business acumen
- Awareness of, and interest in, current national and policy issues affecting the housing and/or care and support sectors.

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 Association
- Able to work collaboratively, building consensus, and taking collective responsibility for decisions made
- Confident at public speaking and keeping order during meetings

Personal Behaviour and Style

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

Appendix 3

Association Vice Chair

Appointment

The appointment of the Association Chair will be via the process agreed by the Association Committee from time to time.

The process shall include the term of appointment for the Association Chair.

The process shall be in accordance with the Articles of Association of the Association.

Role of Vice Chair

Main Duties

- To stand in for the Chairperson in his or her absence
- Support the Chairperson by working closely with him/her, acting as a sounding board, and accepting any delegated tasks that are assigned from the Association Committee
- Help the Committee hold the Chair to account e.g., providing feedback and leading on Chair appraisal
- Lead on specific governance of the Associations policy or services as directed by the Committee e.g. to lead for the Committee on a specific project
- When Chairing committee meetings ensure everyone has a chance to present their views, that all business is complete and that all decisions are properly understood and recorded
- Managing the Association Committee to allow enough time for discussion of complex or contentious issues. This will include ensuring that 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 for decision making
- Represent the Association externally as required

Skills, Knowledge, and Experience

Core Competencies

- Strategic thinking, able to analyse complex information, demonstrate clear analytical intellect and guide rational decision making
- Strong communication and interpersonal skills, able to liaise effectively with a wide range of stakeholders and audiences
- Support the values, ethos and social objectives of the Association.

Knowledge and Experience

- Non-executive or governance experience with knowledge of good governance practice in one or more sectors
- Good knowledge of association and/or commercial issues, with strong business acumen
- Awareness of, and interest in, current national and policy issues affecting the housing and/or care and support sectors.

Skills and Abilities

- Able to challenge appropriately and hold senior staff to account; with a wider vision to raise standards across the Association
- 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 Association Committee and the wider governance structure
- Proactively demonstrates strong commitment to equality, diversity and inclusion
- Confident at some public speaking and keeping order during meetings
- Passionate about service improvements; strongly champions the right of tenants to have access to excellent services
- Listens to others and provides decisive decision making when it is required
- Demonstrates credibility and integrity

Appendix 4

Terms of Reference for the Audit and Risk Sub-committee

General

- The Audit and Risk sub-committee is constituted by the Forth Housing Association
- The Sub-committee may undertake approvals required under its Terms of Reference in writing, provided that at least 3 of the members, one of whom must be the Convenor, indicate their agreement
- The Sub-committee may seek legal or other professional advice which it considers relevant to its responsibilities through the Company Secretary

Membership

Membership of the Sub-committee will involve 4 members to include;

- The Sub-committee Convenor will be appointed by the Sub-committee based on having relevant skills and experience
- The Association Chair may be a member, but not the Convenor, of the Audit and Risk Sub-committee. In the event of a vote, the Association Chair would be a non-voting member of the Sub-committee
- The Sub-committee must include members with recent and relevant financial, risk association and corporate governance experience as well as competence relevant to the sectors in which the Association operates
- The Sub-committee should ideally include at least one member with experience in standards in public life
- A Member may participate in a Meeting by means of conference telephone, video conferencing facility or similar communications equipment whereby all the Members participating in the Meeting can communicate with each other.
- A Member participating in a Meeting in this manner shall be deemed to be present in person at the Meeting
- Relevant members of staff will normally attend meetings of the Sub-committee
- The Sub-committee has the right to meet in private without the attendance of any non-member or staff

Meeting Schedule

- Meetings will be held on a quarterly basis
- The quorum shall be 3 members
- Meetings may be called at short notice, but said notice shall be at least two working days, save where at least four members in their absolute discretion agree a meeting is required at shorter notice. Where the

number of members is odd, half will be calculated at half of the total number of members less one

- The Schedule of Meetings will be circulated a year in advance by the Company Secretary following the AGM

Role of the Convenor of the Sub-committee

- The Convenor of the Sub-committee is responsible for ensuring that the Sub-committee discharges its responsibilities
- The Convenor of the Sub-committee and in his/her absence the Sub-committee member appointed to chair a meeting of the Sub-committee is responsible for the smooth running of the Sub-committee meetings

Reporting Procedures

- The Sub-committee Convenor will provide an update to the Committee on the activities of the Sub-committee bi-annually
- The Sub-committee will advise the Committee of any issues considered by the Sub-committee which it considers Committee should be made aware of
- Where this is considered appropriate, the Company Secretary will include both the minute of the discussion at the meeting and a copy of any relevant papers provided in the papers to be submitted to the next Committee Meeting for their consideration

Delegated Authorities

Governance and Regulation

- Regularly review and make recommendations to the Committee on the governance framework for the Association
- Consider draft Regulatory returns
- Approve any entity within the Association undertaking Financial Conduct Authority regulated activity
- Monitor and oversee the Association's compliance with contractual, legal, regulatory and charitable obligations and duties ensuring processes are in place to monitor the arrangements for the association's compliance plans being delivered, specifically compliance, as appropriate, with:
 - Scottish, UK and EU legislation.
 - legal contracts
 - compliance with relevant regulation
- Review the Association's Annual Assurance Statement, including the associated sources of assurance, and make recommendations to the Committee on the Association's submission to the Scottish Housing Regulator

- Instruct corrective action, within a specified timescale, in relation to any identified areas of non-compliance
- Review of the corporate governance framework
- Approve the Association Committee Succession Planning Policy, including any exemptions for tenures beyond 9 years

Risk Management

- Monitor and review the effectiveness of the overall risk assessment and associations system within the Association
- Periodically review and make recommendations to the Committee on the Corporate Risk Register and Risk Association Policy
- Review of the risk association framework

Internal Audit

- Review and approve the Association Internal Audit Plan ensuring the Association complies with the Code of Audit Practice.
- Review the appointment or dismissal of the Internal Auditor: this will include approval of decisions regarding the performance evaluation of the Head of Internal Audit and reviewing and monitoring his or her independence.
- Monitor and review the effectiveness and ongoing independence of the external and internal audit services and their relationship with each other. Internal and external auditors cannot deliver both services to the Association
- Review, consider and advise on individual reports made by the internal audit (this includes work completed by co-sourced specialist internal audit providers), including operational systems and financial affairs of the Association and the functioning, maintenance and development of its operational and financial control systems
- Monitor the implementation of approved recommendations relating both to internal audit reports and external audit reports and association letters across the Association
- Advise the Committee on the organisation and resourcing of the internal audit service
- Receive the internal auditors reports and recommend to Committee the action to be taken

External Audit

- Make recommendation(s) to the Committee in relation to the appointment, re-appointment and removal of external auditors and the scope of their work. This will include agreeing the terms of engagement/audit plan and associated remuneration and reviewing

and monitoring the independence of the external auditor, and in particular the provision of additional services to the Association.

- Monitor the performance of, and communicate with, the external auditors on the audit approach, reporting, timetables, and findings and review the effectiveness of the audit process
- Consider the response of the Association to Association letters received from the external auditors and advise the Association Committee regarding such reports
- Review and consider the annual assurance statement
- Approve any engagement of the Association's External Auditor for any non-audit work
- Initiate reports and investigations as it sees fit, having the right of access to all minutes, books, documents or any other information maintained within the Association
- The Audit Sub-committee may require staff to supply information, either written or verbal on any matter relating to the Association or finance
- The Sub-committee shall meet privately with the Internal Auditor and external auditors at least once per annum
- In addition, the Audit Sub-committee shall consider any incidents of fraud or attempted fraud, and the response of the Association to such incident within the Association, referred to it by the Association Director or Internal Auditor

Financial Statements

Review the Association's annual financial statements before they are presented to the Committee focusing on:

- Accounting policies and key judgements
- The integrity of the financial statements, including compliance with accounting standards, legal and statutory requirements
- Findings of the external auditors, including significant audit adjustments

Rents and Service Charges

- Consider and make recommendations to Committee on the annual rent increase for the Association
- Consider and make recommendations to Committee on Service/Factoring charge increases

Investment

- Consider and make recommendations to Committee on the Association Investment profile, investment priorities and capital investment plan

Appraisal

- Approval of the Committee Appraisal Policy and determination of the process for the annual appraisal of governing body members and how this relates to identifying skills gaps

Policies

Approve on behalf of Forth Housing Association the following policies:

- Whistleblowing.
- Anti Fraud, Corruption and Bribery Policy.
- Data Protection (and related)
- Procurement
- Committee Members Expenses
- Information Security
- Risk Management

Other responsibilities

- Regularly review and make recommendations to the Committee in relation to remuneration policy and levels
- Consider compensation for Loss of Office payments to any member of the Senior Management Team

Appendix 5

Terms of Reference for Staffing Sub-committee

General

- The Association's Staffing Sub-committee shall be responsible for determining and reviewing annually the skills and experience required across the Association to allow the delivery of the Association's strategic objectives and effective oversight of Association activities

Membership

Membership of the Sub-committee will involve 4 members to include;

- Chair determined by the expertise and experience the chair can bring to the role and will be the most suitably qualified person in this respect for the role
- The chairperson of the Association to ensure that matters which may arise in relation to the Senior Management Team can be dealt with
- 2 other members of the Committee
- Members may participate in a Meeting by means of conference telephone, video conferencing facility or similar communications equipment whereby all the Members participating in the Meeting can communicate with each other. A Member participating in a Meeting in this manner shall be deemed to be present in person at the Meeting.
- Relevant members of staff will normally attend meetings of the Sub-committee
- The Sub-committee has the right to meet in private without the attendance of any non-member or staff.

Meeting Schedule

- Meetings will be held on a quarterly basis
- The quorum shall be 3 members
- Meetings may be called at short notice, but said notice shall be at least two working days, save where at least four members in their absolute discretion agree a meeting is required at shorter notice. Where the number of members is odd, half will be calculated at half of the total number of members less one
- The Schedule of Meetings will be circulated a year in advance by the Company Secretary following the AGM

Delegated Authorities

Governance

- Ensuring that formal succession planning processes are in place when considering the recruitment of governing body members

- Determining the mode and manner by which the Association shall make available to the public who is eligible to become a governing body member, how they can become a governing body member and the process whereby the Association appoints governing body members
- Reviewing the Register of Urgent Actions
- The Sub-committee may seek legal or other professional advice which it considers relevant to its responsibilities through the Company Secretary.

Appraisal

- Approval of the appraisal process for staff members and how this relates to identifying skills gaps
- Appraise the performance of and where necessary take disciplinary action, short of dismissal, against the Association Director
- Consider reports from the Association Director on the appraisal and terms and conditions of the Senior Management Team.

Staffing

- Responsible for short-listing, interviewing and selecting all permanent posts at Senior Management Team level in conjunction with the Director. The use of independent support will be engaged as appropriate e.g. Finance Agent, Auditor, Employers in Voluntary Housing
- Responsible for recommending the individuals to be presented to the Association Committee for approval and appointment
- Determining the remuneration and terms and conditions of the Director
- Draft the Association policy position in relation to the granting of Early Retirement and Voluntary Redundancy (“ER/VR”) payments recommending same to the Committee
- Ongoing monitoring of the application of the early retirement/voluntary redundancy.
- Consider the remuneration and terms and conditions of employment of the Association Director, seeking external support and advice as required and make recommendations to the Association Committee.

Disciplinary

- Administer appropriate stages of the Disciplinary Procedure relating to the Senior Management Team including dismissal and appeals to final warnings, as detailed in the Employers in Voluntary Housing document *Statement of Terms and Conditions of Employment*.

Grievance

- Consider all appeals from staff on issues not resolved at Director level (or raised by the Director), in accordance with the procedures laid out in *Statement of Terms and Conditions of Employment*.
- Where the Director and/or a line manager has been involved in previous stages he/she must not participate in the appeal process.

Code of Conduct

- Undertake any Code of Conduct investigations relating to Senior Management Team members

Policies

- Consider and make recommendations on terms and conditions
- Regularly review all HR policies

Role of the Chair of the Sub-committee

- The Chair of the Sub-committee is responsible for ensuring that the Sub-committee discharges its responsibilities.
- The Chair of the Sub-committee and in his/her absence the Sub-committee Member appointed to chair a meeting of the Sub-committee is responsible for the smooth running of the Sub-committee meetings.

Reporting Procedures

- The Sub-committee Chair will provide an update to the Association Committee on the activities of the Sub-committee bi-annually
- The Sub-committee will advise the Association Committee of any issues it considers the Committee should be made aware of. Where this is considered appropriate, the Company Secretary will include both the minute of the discussion at the meeting and a copy of any relevant papers provided in the papers to be submitted to the next Association Committee Meeting for their consideration

Appendix 6

Terms of Reference for the Development Sub-committee

General

- The Development Sub-committee is constituted by Forth Housing Association to ensure its strategic viability as a developing Association and to safeguard ongoing development plans.

Membership

Membership of the Sub-committee will involve 4 members to include;

- Chair determined by the expertise and experience the Chair can bring to the role and will be the most suitably qualified person in this respect for the role
- 3 other members of the Committee which must include members with recent and relevant property, development, construction and project appraisal experience
- Members may participate in a Meeting by means of conference telephone, video conferencing facility or similar communications equipment whereby all the Members participating in the Meeting can communicate with each other. A Member participating in a Meeting in this manner shall be deemed to be present in person at the Meeting.
- Relevant members of staff will normally attend meetings of the Sub-committee
- The Sub-committee has the right to meet in private without the attendance of any non-member or staff.

Meeting Schedule

- Meetings will be held on a quarterly basis
- The quorum shall be 3 members
- Meetings may be called at short notice, but said notice shall be at least two working days, save where at least four members in their absolute discretion agree a meeting is required at shorter notice. Where the number of members is odd, half will be calculated at half of the total number of members less one.
- The Schedule of Meetings will be circulated a year in advance by the Company Secretary following the AGM

Delegated Authorities

- Consider, and where agreed approve, key strategic initiatives, partnerships and projects as directed by the Association Committee
- Make recommendations, as appropriate, to the Committee on such initiatives, partnerships and projects

- Monitor and evaluate the implementation of development strategies agreed by the Committee
- Approve the Committee 5 year development strategy
- Approve development projects, provided they meet the criteria agreed by the Association
- Approve land acquisitions and options on land acquisitions, provided they meet the criteria agreed by the Association
- Approve allocations from the development fund for land acquisitions and/or to individual projects

Other responsibilities

- The Sub-committee shall from time to time review and make recommendations to the Committee on the following:
The Association's development areas
Design Guide and house types
Development core criteria
- The Sub-committee shall make recommendations to the Committee on the creation of joint venture partnerships to enable the delivery of development projects
- The Sub-committee shall consider research and analysis of housing market areas from time to time, but no less than annually
-

Role of Chair of Sub-committee

- The Chair of the Sub-committee is responsible for ensuring that the Sub-committee discharges its responsibilities.
- The Chair of the Sub-committee and in his/her absence the Sub-committee Member appointed to chair a meeting of the Sub-committee is responsible for the smooth running of the Sub-committee meetings.

Reporting Procedures

- The Sub-committee Chair will provide an update to the Association Committee on the activities of the Sub-committee bi-annually.
- The Sub-committee will advise the Association Committee of any issues it considers the Committee should be made aware of
- Where this is considered appropriate, the Company Secretary will include both the minute of the discussion at the meeting and a copy of any relevant papers provided in the papers to be submitted to the next Association Committee Meeting for their consideration
- The Sub-committee may seek legal or other professional advice which it considers relevant to its responsibilities through the Company Secretary.

Appendix 7

Committee Appraisal Policy

The purpose of this policy

This policy sets out the Association arrangements for the mandatory appraisal of governing body members, and the commitment and principles that inform the arrangements.

Overall responsibility for implementation of the policy lies with the Association Audit and Risk Sub-committee.

Commitment to regular appraisal

The effectiveness of governing body members is critical to the success of the Committee.

It is critical that the contribution and effectiveness of governing body members is reviewed annually to ensure that effective governing body members who can ensure the success of the Association and ultimately the interests of tenants and service users within the Association.

In the case of the Association Committee, the process of evaluation of the effectiveness of the Committee shall be undertaken via an external facilitator at least triennially.

It is also recognised that governing body members have the potential to develop and improve and, indeed, that they must continue to develop to lead effectively in changing times.

The annual appraisal process is the primary means through which each governing body member continues to develop both collectively and as individual members.

Each Committee leads by example, promoting values for the whole organisation and exhibiting the behaviour that it seeks to embed through the organisation via its governing body members.

Regular appraisal demonstrates each governing body members' commitment, at the highest level, to continuous improvement and accountability to tenants and service users.

The objectives of appraisal

The specific objectives and focus of the appraisal process may vary from year to year.

For example, in a year when the Association may be undertaking a fundamental review of its mission and strategy, it may be appropriate for the annual governing body appraisal exercise to take a similarly fundamental

approach, examining the role, functions, structures and membership of the governing bodies in the context of the Association's evolving strategy.

The specific objectives of the appraisal are, therefore, reviewed by the Audit and Risk Sub-committee and then agreed by the Association at the start of each annual appraisal round.

In general, however, the objectives of governing body appraisals are to:

- evaluate the contribution that each governing body member has made and the value he/she has added to the achievements of Association in the appraisal period
- critically appraise the governing body member's performance against his or hers core duties, objectives and targets, identifying, in order to learn from, both successes and failures
- identify the key challenges, risks and opportunities that the governing body members should be addressing in the forthcoming period
- identify the development priorities for the governing body members in terms of, for example:
 - adding to or revising the tasks he/she should undertake
 - increasing the governing bodies commitment to specific topics or initiatives
 - making changes to the way in which the governing body goes about its business or in which its members work together.
- review the skills and competencies of governing body members and identify any gaps to be filled and the means by which they will be filled, for example, through training or recruitment as well as informing succession planning
- to discuss existing succession planning assumptions
- review the contribution and performance of governing body members in order to identify areas of weakness or under-performance and to recognise areas of strength and achievements. Where appropriate, draw up an action plan to address individual performance issues
- draw up a clear development plan to support the continuous improvement of the Association and its members to meet the challenges faced by the Association. The plan will include targets and/or milestones, where appropriate, against which to monitor progress and performance.

The principles of governing body member appraisal

Appraisal arrangements are informed by the principles of good governance and effective performance management.

In conducting its appraisals, the governing body promotes a culture in which:

- there is a real desire to improve and a recognition of the need to change

- constructive challenge and open debate are the norm
- the emphasis is on finding solutions
- achievements and successes are celebrated, and poor performance is tackled
- assessments are made on fact and evidence, using good quality information, advice and support
- external comparison and challenge is invited
- stakeholders' views are sought and listened to.

The appraisal arrangements also have regard to cost, including the time cost to members and to the Chair.

The appraisal process

Governing body appraisal arrangements are based on a full appraisal process annually.

The exact appraisal process will be determined each year by the Audit and Risk Sub-committee, but will ordinarily include the following stages:

Stage 1	Governing body members complete a confidential questionnaire covering: <ul style="list-style-type: none"> ▪ Own performance and skills self-assessment ▪ Committee performance assessment
Stage 2	Association Chair holds a 1-2-1 meeting with each governing body member to discuss their questionnaire and their performance during the year.
Stage 3	The Chair completes an evaluation form for each Committee member
Stage 4	Audit and Risk Sub-committee agree any actions arising from the appraisal process

The Association Chair shall be appraised by the Vice-Chair, based on feedback on their performance from Committee members.

Appendix 8

Succession Planning Policy

Purpose of this policy

The policy sets out the Association arrangements for the mandatory development of succession plans, which underpin the Association's commitment to ensuring orderly succession to governing body places to maintain an appropriate balance of skills and experience and to ensure progressive refreshing of governing bodies.

Commitment to succession planning

The effectiveness of the governing body is critical to the success of the Association and delivering the best outcomes for tenants and service users.

A key element to achieving this effectiveness is having the appropriate blend of experience and continuity, whilst ensuring that a refresh of membership of the governing body brings fresh thinking

The succession planning process is the primary means through which the Association ensures that it has the appropriate processes in place to progressively refresh the Committee.

Succession planning process

Succession plans will be for a rolling 3 year period. The formal succession plan will include at a minimum:

- a) Details of when all members of the Committee are due to retire
- b) Details of the core skills and experience each member contributes to the Committee, taking into account the agreed skills matrix from time to time
- c) Details of the projected recruitment requirements for each year of the plan, based on a & b above

Succession plans shall be prepared/refreshed in conjunction with the annual appraisal process.