



**Dalmuir Park**  
Housing Association

| <b>Standing Orders</b>  |  |
|---|--|
| <b>Policy Implementation Checklist</b>                                |  |
| Policy Guardian   | Director   |
| Policy Author   | Corporate Services Officer   |
| Policy Title:   | Standing Orders  |
| Approved by Director on:  | 14 March 2018  |
| Approved by DPHA Management Committee on:                             | 21 March 2018  |
| Effective from:   | 22 March 2018  |
| Due for Review on   | March 2021   |
| SHR Regulatory Framework:<br>Regulation of Social Housing in Scotland | <p>Governance and Financial Management:</p> <ol style="list-style-type: none"> <li>1. The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.</li> <li>2. The RSL is open about and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these priorities.</li> <li>3. The RSL conducts its affairs with honesty and integrity.'</li> </ol> |
| Policy Linkages:  | <ul style="list-style-type: none"> <li>• DPAH Rules</li> <li>• Financial Regulations</li> <li>• Whistleblowing</li> <li>• Anti-Bribery</li> <li>• Anti-Fraud (to be approved)</li> <li>• Code of Conduct for Staff</li> <li>• Code of Conduct for Committee Members</li> <li>• Notifiable Events Policy (to be approved)</li> </ul>  |
| Training Completed on:  | TBC  |
| Posted on Website on:   | TBC  |
| Staff Sign Off Read and Training                                      | TBC  |
| Management Committee Sign Off and Training                            | TBC  |

## Dalmuir Park Housing Association Limited

**Policy:** Standing Orders

**Date:** 21 March 2018

**Lead Officer:** Catherine Lowe, Interim Director

**Review Date:** March 2021

**Regulatory Standards:** **Standard 1**

The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.

### **Guidance**

1.2 The RSL's governance policies and arrangements set out the respective roles, responsibilities and accountabilities of governing body members and senior officers, and the governing body exercises overall responsibility and control of the strategic leadership of the RSL.

1.3. Decision-making complies with the RSL's constitution (which adheres to Regulatory Standards and constitutional requirements) and its legal obligations.

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### Amdendments

New MC Role Description and Char and Vice Chair Role Descriptions added – August 18

Amended as per 19/09/18 minutes

LG updated Staffing Remit

Mgt. Comm. - 19/8/18 (increased maximum number to 7)

Mgt. Comm. - 21/10/18 (amended remit)

## Standing Orders

### 1. Introduction

- 1.1 These Standing Orders have been approved by the Management Committee (the Committee) of Dalmuir Park Housing Association (DPHA) as a framework for the effective and proper conduct of business and to specify the delegated authority and financial regulations within which we operate.
- 1.2 All matters that are not specified in these Standing Orders are reserved to the Committee. Where authority is delegated to staff, the delegated authority is in respect of operational matters only.
- 1.3 The Standing Orders take account of our Rules, legislative and regulatory requirements and good practice advice. In the event of a conflict between these Standing Orders and the Rules, the Rules will prevail.
- 1.4 The Standing Orders and associated appendices can only be amended with the approval of the Committee. They will be reviewed at least every three years.

### 2. The Management Committee

- 2.1 The Committee is responsible for:
  - Providing effective leadership, control and direction of our affairs.
  - Exercising good governance across all of our activities.
  - Ensuring we set and achieve our strategic aims and objectives.
  - Ensuring that we comply with all legislative and regulatory requirements.
- 2.2 The Committee has agreed a remit which specifies its responsibilities and duties which is **Appendix 1** of this document.
- 2.3 The Committee will meet at least **six** times each year.

### 3. Sub Committees

- 3.1 The Management Committee has established two Sub Committees to which it has delegated authority for particular decision taking activities in specified areas. The Sub Committees are:

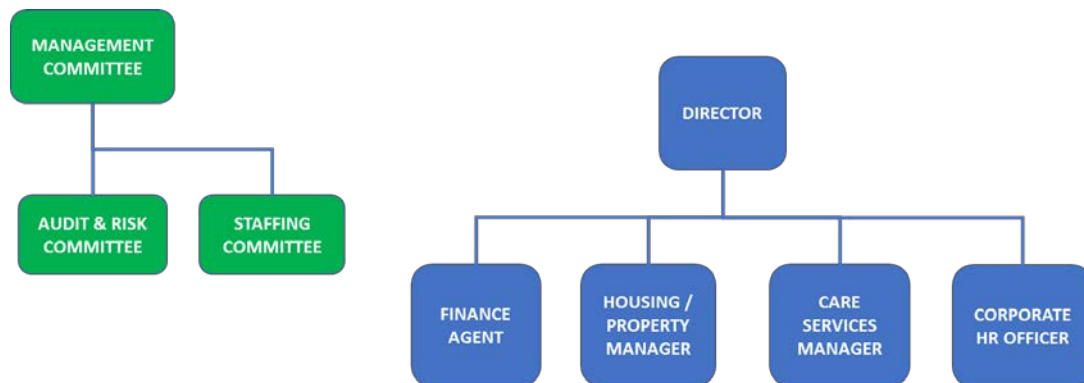
- Audit and Risk
- Staffing

Their responsibilities are detailed in the remits which have been agreed by the Committee. **Appendix 2** is the Audit and Risk Sub Committee remit and **Appendix 3** is the Staffing Sub Committee Remit. These remits will be monitored regularly and formally reviewed at least every three years.

- 3.2 All Sub Committees report to and are accountable to the Management Committee.

The governance structure and relationships with senior officers/key advisers at DPHA is as follows:

### Governance Chart:



- 3.3 The Audit and Risk Sub Committee will meet at least **four** times each year and will report on its activities to the next meeting of the Management Committee.
- 3.4 The Staffing Sub Committee will meet as and when necessary and will report on its activities to the next meeting of the Management Committee.
- 3.5 Each of the Sub Committees may obtain appropriate professional advice on relevant matters without reference to the Management Committee, to enable it to fulfil its responsibilities, subject to the provisions of these Standing Orders and the agreed remits.

## 4. Hearing and Appeals Panels

- 4.1 The Management Committee may establish hearing and appeals panels as required to hear, investigate and decide upon matters raised by breaches of the Code of Conduct of Committee Members.
- 4.2 Where appropriate, the Management Committee may delegate authority for agreeing the membership and remit of individual panels to the Chair or where the matter involves the Chair, to the Director.
- 4.3 Following consideration of any competent matter referred to it, the Hearing/Appeals Panel will make a decision and report its actions to the Committee. The Hearing/Appeals Panel is accountable to the Management Committee whose decision is final.

## **5. Working Groups and Advisory Panels**

- 5.1 The Committee may establish Working Groups to assist its consideration of specific issues. The Committee will agree any delegated decision making authority as required and such groups must be formally established, and a remit agreed by the Committee. Working Groups will not normally be established for periods in excess of twelve months. The Committee will decide the life span of Working Groups.
- 5.2 Remits for Working Groups as they are created will be attached to these Standing Orders as separate documents. Due to backlogs of work on policy reviews a short life working group as outlined in the Governance Chart above is included.
- 5.3 The remit of any Working Group and Advisory Panels will be kept under review and assessed upon completion.
- 5.4 All groups established under the terms of this section of the Standing Orders report to and are accountable to the Management Committee.

## **6. Membership**

### **6.1 Management Committee**

- 6.1.1 The Management Committee will have no less than seven members appointed at the AGM. Membership of the Committee will be not more than fifteen (including co-optees). The presence of co-optees at Management Committee Meetings will not be counted when establishing whether the minimum numbers of Committee Members are present to allow the meeting to take place as required by Rule 48 and the presence of co-optees will not count towards the quorum for sub-committee meetings. The Rules set out the arrangements for the election, appointment and co-option of the Committee members and will always be followed.
- 6.1.2 Where a Committee member fails to attend four consecutive meetings of the Committee without first obtaining leave of absence, they will automatically cease to be a member of the Committee.
- 6.1.3 The Chair and other office bearers plus membership of the Audit and Risk and Staffing Sub Committees will be agreed at the first Management Committee meeting following the AGM each year.
- 6.1.4 Co-opted members of the Committee may be members of any of the Sub Committees, although they may not become office bearers and may not take part in any discussions or decisions relating to Rules, membership or the election of office bearers.

### **6.2 Sub Committees**

Sub Committees may not co-opt additional members beyond those appointed from the Management Committee unless by specific agreement of the Committee upon request. Any Committee member may attend meetings of any Committee of which they are not a member as an observer.

### **6.3 Hearing and Appeals Panels**

Membership and the remit of any Hearing/Appeals Panel established in accordance with **Section 4** of these Standing Orders will be determined by the Management Committee at the time the remit is agreed or may be delegated to the Chair or Director to determine.

### **6.4 Advisory Groups and Working Parties**

Membership of Advisory Groups and Working Parties established in accordance with **Section 5** of these Standing Orders will be determined by the Management Committee at the time the remit is agreed.

### **6.5 Role of Committee Members**

6.5.1 The Management Committee has agreed a role for its members included at **Appendix 4**. At least annually, the Committee will identify the range of skills, knowledge and experience that it requires to fulfil the terms of its agreed remit. It will publicise the job and identify the areas of skills, knowledge and experience required when inviting nominations for election to the Management Committee.

6.5.2 The Management Committee may co-opt anyone who is suitable to join the Committee provided that the total membership, including co-optees, does not exceed fifteen and the number of co-optees does not exceed a third.

6.5.3 References to members of the Management Committee in these Standing Orders include co-optees. In seeking co-options, the Committee will have regard to the role description and identified skills, experience and knowledge required. People who are co-opted to the Committee cannot take part in any discussions or vote on matters relating to membership or to the election of office bearers.

6.5.4 In the event of a dispute, a majority of those attending a meeting of the Management Committee, Sub Committee or working group may require a member to withdraw from the meeting, if the member fails to recognise the authority of the Chair.

## **7. Personal Interest**

7.1 The Management Committee has adopted and agreed the SFHA Model Code of Conduct for Management Committees and staff members including arrangements for the declaration of conflicts of interest which are attached as **Appendix 5**. All Management Committee members and staff must declare relevant interests in line with our procedures and confirm at least annually that their declaration is accurate.

7.2 Any potential conflicts of interest must be declared at the start of a meeting of the Committee, Sub Committees, Working Group or Hearing/Appeals Panel. All agendas will contain a standing item for declaration of interests. All declarations will be recorded in the Minutes. The Management Committee will determine if the Member will be required to leave the meeting during the discussion of a matter in which they have an interest. Where the members of the Management Committee decide that the member may remain, they will not take part in the discussion nor participate in any vote on the matter. The declaration and decision of the Committee on whether the Member was required to

leave the meeting plus the reasons for the decision will be recorded in the Minutes. The Members withdrawal and return will also be recorded in the minutes.

## **8. Office Bearers**

- 8.1 At its first meeting following the AGM, the Management Committee will elect a Chair, Vice-Chair, Secretary and any other office bearer it sees fit. The Committee has agreed a remit for the Chair and also the Secretary which specify their roles, responsibilities and duties. These form **Appendix 6 and 7** respectively of these standing orders.
- 8.2 The Secretary can be a member of the Management Committee or the Committee can appoint the Director to perform this role.
- 8.3 In the absence of the Chair, the Vice-Chair will undertake his/her duties. Co-optees cannot be elected, or act, as office bearers.
- 8.4 In the period between the AGM and the first meeting of the Management Committee, the incumbent Chair or failing him/her, the incumbent Vice-Chair will continue to act in that role temporarily. In the event that neither the Chair nor Vice-Chair remains as a member of the Management Committee following the AGM, the elected Committee will meet immediately after the AGM to elect office bearers to ensure that the efficient operation of business is not interrupted. The Director will conduct the proceeding to elect the Chair and office bearers and will then pass the chair to the newly elected Chairperson.
- 8.5 Chairs of Sub Committees will also be appointed by the Management Committee at the first meeting after the AGM as will convenors of any ongoing advisory groups or working parties.
- 8.6 Office bearers must ensure that they liaise regularly and effectively with each other and with the Director and senior staff.
- 8.7 Sub Committee Chairs are responsible for reporting to the Committee on the decisions and actions taken by the relevant Sub Committee and for ensuring that appropriate recommendations are made on matters requiring Management Committee approval.
- 8.8 Where a decision requires to be taken on a matter out with the schedule of meetings, and it is not practicable for a meeting (of either the Committee or the relevant Sub Committee) to be called, **and** failure to make a decision would be prejudicial to the interests of the organisation and/or its service users, the Director has delegated authority to consult with the Chair or Chair of the relevant Sub Committee to make a decision and implement action. A report will then be made to the next meeting of the Management Committee or appropriate Sub Committee for homologation.
- 8.9 The Committee and Sub Committees may delegate authority to their Chair or other office bearers to make decisions and take action in respect of specific issues and within agreed principles between meetings. All such decisions and actions must be reported to the next meeting of the Committee or Sub Committee.



## 9. Meetings

- 9.1 All meetings will be held in venues which are accessible to all.
- 9.2 A schedule of all meetings of the Committee and Sub Committees will be agreed at the first Committee meeting following the AGM.
- 9.3 In the event of a special meeting of the Committee being called by the Chair or two Committee members, the provisions within the Rules which relate to special meetings will be applied.

## 10. Quorum

- 10.1 The quorum for meetings of the Management Committee is **four**.
- 10.2 The quorum for meetings of Sub Committees is **three**.
- 10.3 Co-optees do not count towards determining the quorum at either Management Committee or Sub Committee meetings.
- 10.4 For any meeting or any item of business, any member who is able to participate by telephone, video conference or weblink will be regarded as being present and will count towards the quorum.
- 10.5 All members of a Hearing/Appeals Panel must be present for a meeting to proceed.
- 10.6 The quorum for working groups and advisory panels will be determined by the Management Committee.

## 11. Business at Meetings

- 11.1 At least seven days' advance notice of meetings will be given. The Management Committee may determine the form of the notice to be provided, which can include electronic form. Notice of meetings must include an agenda of the business to be transacted and all supporting paper
- 11.2 Urgent business which has not been notified in advance of the meeting may be considered if a majority of those attending agree.
- 11.3 The Chair, respective Sub Committee Chairs and the Director will liaise over the preparation of the Agenda for meetings of the Management Committee and Sub Committees.
- 11.4 Members of the Management Committee, Sub Committees, Working Groups and Appeal Panels may propose items for inclusion on the Agenda for a meeting by contacting the Chair of the relevant Committee or the Director. The Chair will decide whether the item is to be included and the nature of any supporting papers required.

## **12. Chairing Meetings**

- 12.1 Where the Chair is not present at the appointed start of a meeting of the Management Committee, the Vice-Chair will preside over the meeting or, failing him/her also not being present, the Committee members present will appoint another member, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.
- 12.2 Where the Chair of a Sub Committee or a Working Group/Advisory Panel is not present at the appointed start time, those members present may appoint an attending member, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.
- 12.3 The Chair will decide on all matters of order raised at meetings and will determine the order of debate. The Chair is responsible for:
- ensuring that members who wish to, are allowed to contribute;
  - allocating adequate time for contributors to speak;
  - ensuring voting procedures are in place and these are followed;
  - announcing votes at general meetings.
- 12.4 The Chair may vary the order of business from that detailed on the agenda.

## **13. Length of Meetings**

Meetings will not normally last for more than two hours. Members at a meeting may agree, by majority, to set aside this time limit and extend the meeting for not more than a further hour in order to conclude the business in hand. Any business not dealt with at the end of a meeting will be carried forward to the next scheduled meeting or may be identified as business to be conducted at a Special Meeting held for that purpose and called in accordance with the Rules.

## **14. Staff Attendance at Meetings**

- 14.1 The Director will normally attend all meetings of the Committee and Sub Committees with additional officers in attendance where appropriate.
- 14.2 The Director, in consultation with the Chair, may invite relevant staff to attend all or part of a Management Committee or Sub Committee meetings where appropriate.
- 14.3 Staff attending meetings of the Management Committee or Sub Committees will not be entitled to vote and must observe the Standing Orders in terms of protocol and etiquette.
- 14.4 Staff may be required to leave a meeting of the Management Committee or Sub Committee in the event of specific agenda item(s) being deemed to be taken in Private. This is unlikely to happen frequently and the Director will normally remain during such discussions.
- 14.5 The Director will determine appropriate staff attendance and support for any Working Groups or Advisory Panels established by the Committee.

14.6 The Director will attend meetings of Hearing/Appeals/Advisory Panels and Working Groups and act as Secretary, unless the matter being dealt with involves him/her directly in which case the Chair of the meeting will decide and if necessary engage a Secretary to support the meeting.

## **15. Attendance of other Parties**

15.1 The Management Committee and Sub Committees may invite external parties, such as advisors and consultants, to attend meetings to discuss specific items of business. Their attendance will normally be confined to the discussion of the specific item under consideration unless the Chair determines otherwise.

## **16. Minutes**

16.1 Draft minutes of Management Committee meetings will be prepared and circulated to the Chair within fourteen days of the meeting wherever possible. They will be presented to the next meeting for approval by the Committee and the agreed version thereafter signed by the Chair.

16.2 Minutes of Sub-Committees will be presented to the next meeting of the Management Committee for noting and approval of any recommendations relating to matters not delegated.

16.3 Minutes of Working Groups and Advisory Panels will be presented to the next meeting of the Management Committee for noting and, where appropriate, approval, in accordance with the agreed remit and level of delegation.

16.4 In the case of Hearing/Appeals Panels, a report will be made to the Management Committee or relevant Sub Committee on the outcome of the Panel's consideration.

16.5 The Secretary has responsibility for ensuring the preparation and circulation of draft minutes for all meetings of the Committee, Sub Committees and Working Groups/Advisory Panels. In practice, this is delegated to the most senior member of staff in attendance at the Committee meeting. Draft minutes are then agreed with the Chair of the meeting before being distributed to members.

## **17. Voting**

17.1 Decisions at meetings will normally be made by a show of hands, except where a poll is requested or required and will be carried by a majority. Votes cannot be taken on resolutions which conflict with any of the provisions our rules or the law.

17.2 Where the members present are equally divided, the Chair will have a second or casting vote.

17.3 A member may request that his/her dissent from a decision is recorded in the minutes of the meeting. **Any member making such a request must not actively dissociate themselves from or criticise the decision in public.**

- 17.4 Two members may request that a secret ballot is held about a specific issue. The Secretary will make the necessary arrangements for the secret ballot and will count the results before passing them to the Chair to be declared.
- 17.5 A vote to suspend Standing Orders must be supported by a majority of those present and will apply only to the meeting at which the vote is taken.

## **18. Openness and Confidentiality**

- 18.1 Once they have been approved, minutes of the meetings of the Committee will be available to the public on our website or on request from our office.
- 18.2 Some items may require to be treated as confidential, e.g. those relating to individuals or groups of individuals or commercially sensitive discussions and these may be considered in private. Any items in the minute that are considered confidential, sensitive or commercial will be the subject of a separate Confidential Minute excluded from public access.

## **19. Emergencies**

- 19.1 Nothing in these Standing Orders will prevent the effective implementation of approved emergency procedures that will apply in the event of a disaster or emergency situation arising.
- 19.2 Where urgent or emergency decisions are required and it is not practicable to hold a meeting of the Committee or Office Bearers, the Chair (or in his/her absence, the Vice-Chair) and Director (or in his/her absence, senior staff members) will take all necessary decisions to fulfil our responsibilities to service users and partners. All such decisions and actions must be reported to the Committee at the earliest opportunity.

## **20. Delegated Authority**

- 20.1 The Management Committee is responsible for all decisions taken and actions carried out by or on behalf of the organisation. The Committee recognises that good governance depends on a clear definition and understanding of the authorities which attach to Committee and staff members. It also recognises that the successful implementation of strategies and plans require the establishment of effective and appropriate levels of delegation to ensure that activities and decisions are not unnecessarily delayed.
- 20.2 The Scheme of Financial Delegated Authority has been approved by the Committee and is set out below for that purpose.
- 20.3 All matters not specified in the Scheme of Financial Delegated Authority are reserved to Committee, unless the matter is urgent, in which case, the Chair and the Director are authorised to take decisions and implement action, provided a report is made to the next meeting of the Committee for homologation. It will be for the Chair to decide whether a special meeting of the Committee should be called for that purpose, in accordance with the Rules.
- 20.4 Scheme of Financial Delegated Authority to staff relates to operational responsibilities.

20.5 The Director is responsible to the Management Committee for the implementation of policy and for the day to day running of all aspects of the organisation's activities. The Committee, therefore, delegates authority to the Director to enable the discharge of responsibilities expeditiously, without necessarily referring to the Committee. Office Bearers, who are elected Committee Members appointed by Committee, acting with senior staff, have authority to:

- Represent the Association on official business, consistent with agreed policies and procedures.
- Implement agreed emergency procedures.
- Take urgent decisions and/or action between meetings, in consultation with the Director.
- Take decisions on specific issues between meetings that have been delegated to one or more office bearers by the Management Committee.

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

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

20.5 The Management Committee has agreed the following specific delegations to manage routine business matters and this is clearly defined in the following Scheme of Delegation:

## 21. Governance

| Ref       | Authority for  | Delegated to   |
|-----------|--|--|
| DA<br>1.1 | Approving Annual Returns to the Scottish Housing Regulator and Scottish Government                 | Management Committee   |
|           | Signing and authorising Annual Returns to the Scottish Housing Regulator and Scottish Government   | Director with approval from Management Committee                                     |
|           | Submission of Returns to the Scottish Housing Regulator and Scottish Government for consideration. | Director or designated officer   |
| DA<br>1.2 | Signing and authorising Annual Returns to OSCR   | Approval Management Committee  |
|           | Submission of Returns to OSCR for consideration.   | Director or designated officer   |
| DA<br>1.3 | Signing and authorising Annual Returns to Financial Conduct Authority                              | Approved by Management Committee as part of the annual accounts. Signed by Secretary |
|           | Submission of Returns to FCA for consideration.  | Director or designated officer   |

|            |  |   |
|------------|--|---|
| DA<br>1.4  | Approval of strategic and operational policies<br><br>Approval of Procurement Policy   | Management Committee<br><br>Management Committee  |
| DA<br>1.5  | Approval of authorised signatories   | Management Committee  |
| DA<br>1.6  | Approval of recommendation to the AGM on the appointment of the external auditors  | Management Committee, on recommendation from the Sub Audit and Risk Committee                               |
| DA<br>1.7  | Approval of appointment of internal auditors   | Management Committee, on recommendation from Audit and Risk Sub Committee                                   |
| DA<br>1.8  | Recommending the external and internal audit fees  | Management Committee, on recommendation from Audit and Risk Sub Committee.                                  |
| DA<br>1.9  | Agree any remedial action identified by the internal auditor   | Management Committee, on recommendation from Audit and Risk Sub Committee                                   |
| DA<br>1.10 | Preparation and issue of notice, agenda, papers and minutes for meetings of Management Committee   | Director, in consultation with the Chair  |
| DA<br>1.11 | Approval of draft minutes of Management Committee meetings   | Chair   |
| DA<br>1.12 | Preparation and issue of notices, agenda, papers and minutes sub-committees  | Director, in consultation with respective Chairs  |
| DA<br>1.13 | Preparation and issue of notices, agenda, papers and minutes of Hearing/Appeals/Advisory Panels, and Working Groups (parties/groups/panels)            | Director (unless the subject of a hearing or appeal) in consultation with respective Chairs                 |
| DA<br>1.14 | Approval of draft minutes of Sub Committee meetings  | Appropriate Chair   |
| DA<br>1.15 | Preparation and issue of notice, agenda, papers and minutes for AGM  | Secretary, in consultation with Chair and Director  |
| DA<br>1.16 | Approval and Monitoring of all Registers required by Regulators  | Management Committee and for asset/financial registers on recommendation from Audit and Risk Sub Committee. |
| <b>Ref</b> | <b>Authority for</b>   | <b>Delegated to</b>   |
| DA<br>1.17 | Maintenance of all Registers required by Regulators  | Director  |
| DA<br>1.18 | Agreeing inclusion of new contractors and consultants on approved lists where they exist<br><br>Maintenance of list of current contractors/consultants | Director<br><br>Finance Agent   |
| DA<br>1.19 | Making/approving statements to the press or other public statements  | Chair and/or Director   |

|            |  |                      |
|------------|--|----------------------|
| DA<br>1.20 | Disposal of land and property requiring specific consent     | Management Committee |
|            | Disposal of land and property covered by general consent     | Management Committee |
| DA<br>1.21 | Taking and granting of leases                                | Director             |
| DA<br>1.22 | Approving pension and death in service benefit arrangements. | Director             |
|            | Day to day pension operations and signatory                  | Finance Agent        |

## 22. Finance and Staffing

| <b>Ref</b> | <b>Authority for</b>  | <b>Delegated to</b>   |
|------------|---|---|
| DA<br>2.1  | Approve permanent additions and deletions to the staffing establishment   | Management Committee  |
| DA<br>2.2  | Approve significant changes to terms and conditions of employment.  | Management Committee, on recommendation from Staffing Sub Committee   |
| DA<br>2.3  | Development and negotiation of all issues relating to remuneration of staff, working environment, training and development and dignity at work. | Management Committee, on recommendation from Staffing Sub Committee. (As DPHA full EVH members, DPHA will be bound by joint negotiating arrangements re key aspects of remuneration and staff terms and conditions) |
| DA<br>2.4  | Recruitment of Director   | Staffing Committee  |
| DA<br>2.5  | Recruitment of senior staff   | Director  |
| DA<br>2.6  | Line Management of Director   | Chair   |
| DA<br>2.7  | Line Management of senior staff   | Director  |
| DA<br>2.8  | Line Management of all other staff  | Appropriate Team Leader   |
| DA<br>2.9  | Grievance and Disciplinary issues relating to Director  | Chair and Office Bearers  |
| DA<br>2.10 | Grievance and Disciplinary issues relating to senior staff  | Director  |
| DA<br>2.11 | Grievance and Disciplinary issues relating to all other staff   | Appropriate Team Leader   |
| <b>Ref</b> | <b>Authority for</b>  | <b>Delegated to</b>   |
| DA<br>2.12 | Agreeing Financial Regulations and Procedures   | Management Committee  |

|         |  |   |
|---------|--|---|
| DA 2.13 | Approving borrowing and investment strategies and principles   | Management Committee  |
| DA 2.14 | Reviewing the Associations statement on internal control systems prior to endorsement by Management Committee and reviewing business risk and the management of these risks. | Management Committee, on recommendation from Audit and Risk Sub Committee |
| DA 2.15 | Approval of Annual Accounts  | Management Committee on recommendation from Audit and Risk Sub Committee  |
| DA 2.16 | Approval of Budget   | Management Committee  |
| DA 2.17 | Monitoring financial performance and reporting to Management Committee   | Director, Finance Agent and Audit and Risk Sub Committee                  |
| DA 2.18 | Ensuring annual external audit carried out   | Finance Agent and Director.   |
| DA 2.19 | Agreeing and implementing remedial action identified in the course of the annual external audit  | Audit and Risk Sub-Committee (reporting to Management Committee)          |
| DA 2.20 | Agreeing and overseeing the implementation of changes to accounting policies and practices   | Audit and Risk Sub-Committee, Director, Finance Agent.                    |
| DA 2.21 | Agreeing the opening and closure of bank or building society accounts  | Management Committee  |
|         | Holding of all bank and cheque books and other financial documentation   | Finance Agent and Director.   |
| DA 2.22 | Approve the terms of all insurances  | Finance Agent and Director.   |
| DA 2.23 | Agree internal management control systems  | Audit and Risk Sub-Committee  |
| DA 2.24 | Incur and instruct payment of all items of budgeted expenditure within the terms of agreed budgets and financial regulations   | Director and officers specifically identified in Financial Regulations    |
| DA 2.25 | Agree action to address short term cash flow difficulties  | Management Committee  |

### 23. Customer Service - Housing Management Portfolio

| Ref    | Authority for  | Delegated to                     |
|--------|--|----------------------------------|
| DA 3.1 | Signing tenancy agreements   | Operational staff as appropriate |
| DA 3.2 | Approval of the setting of annual rents and service charges                        | Management Committee             |
| DA 3.3 | Agree to the writing off of arrears within the terms of financial regulations      | Management Committee             |
| DA 3.4 | Agree to the writing off of rechargeable repairs or equivalent within the terms of | Management Committee             |



|        |   |                          |
|--------|---|--------------------------|
|        | financial regulations   |                          |
| DA 3.5 | Instructing Recovery Action for breach of tenancy conditions                          | Housing/Property Manager |
| DA 3.6 | Agreeing Eviction   | Management Committee     |
| DA 3.7 | Approving the terms of the customer satisfaction survey and commissioning the project | Management Committee     |

## 24. Development Function and Customer Service - Property Management Portfolio

| Ref    | Authority for  | Delegated to  |
|--------|--|---|
| DA 4.1 | Negotiating terms for the acquisition of sites and making recommendations to Management Committee  | Director  |
|        | Approving Site Acquisition   | Management Committee  |
| DA 4.2 | Approving submissions to the Local Authorities Strategic Housing Investment Plans (SHIP)/Strategic Local Programmes (SLP)                      | Management Committee  |
|        | Approval for 'In Principle' Commitment/ Outline Scheme Proposals to new development/stock growth   | Management Committee  |
|        | Approval to invest in new development/ stock growth  | Management Committee  |
| DA 4.3 | Ensuring any targets specified in the Local Authority's Strategic Housing Investment Plan (SHIP)/Strategic Local Programmes (SLP) are achieved | Director  |
| DA 4.4 | Approving outline scheme proposals   | Management Committee  |
| DA 4.5 | Agreeing savings to individual schemes:  |   |
|        | Up to 10% of agreed costs  | Director  |
|        | Over 10% of agreed costs   | Management Committee  |
| DA 4.6 | Negotiating terms of loans to fund individual developments and making recommendations to the Committee   | Finance Agent   |
| DA 4.7 | Ensuring borrowings and investments comply with statutory and regulatory requirements and Rules  | Director and Finance Agent and Management Committee             |
| DA 4.8 | Negotiating grant(s) to fund individual developments   | Director and Finance Agent and Development Consultant           |
| DA 4.9 | Appointment of Contractors and Consultants   | Director, Finance Agent, Housing/Property Manager /Care Manager |

|         |  |  |
|---------|--|--|
|         | Appointment of Contractors and Consultants – New development                   | Management Committee   |
| DA 4.10 | Approval of Claims against Contractors/Consultants<br><br>Intimation of claims | Director<br><br>Housing/Property Manager, Finance Agent, Finance Officer |

## 25. Authorised Signatories

Authorised Signatories are required for all documents including contracts, annual returns to Regulators, tenders and tenancy agreements. Authorised signatories for these purposes are:

| Ref     | Authority for  | Delegated to   |
|---------|--|--|
| DA 5.1  | Legal documents  | Normally Secretary together with appropriate Management Committee members as and when required.        |
| DA 5.2  | Contracts:<br>Employment<br><br>Development Consultants<br><br>For Works, Goods and Services                                     | Director<br><br>Director<br><br>As per Scheme of Delegated Authority                                   |
| DA 5.3  | Signing and authorising Annual Returns to Regulators and Scottish Government (including The Scottish Housing Regulator and OSCR) | Chair and/or Director  |
| DA 5.4  | Invitations to Tender  | Director, Housing/Property Manager, Finance Manager, Care Services Manager, Corporate Services Officer |
| DA 5.5  | Local Authorities Strategic Housing Investment Plans (SHIP)/Strategic Local Programmes (SLP)                                     | Director or Management Committee   |
| DA 5.7  | Shared Ownership Occupancy Agreements  | Operational staff as appropriate   |
| DA 5.8  | West Dunbartonshire Council Housing Development Funding documentation  | Director and Housing/Property Manager  |
| DA 5.9  | Grant Claims   | Director and Housing/Property Manager /Care Manager/Finance Officer                                    |
| DA 5.10 | Loan documentation   | Director and Finance Agent   |
| DA 5.11 | Bank Signatories (for authorisation of cheques and/or electronic fund transfers)   | As per Scheme of Delegated Authority   |
| DA 5.12 | Administrative Processing – i.e. ordering goods and services, authorising payroll transactions and initiating payments           | As detailed in financial regulations and procedures  |

## APPENDIX 1

### Remit of the Management Committee

The membership arrangements for the Management Committee are defined in the Rules.

#### 1. Responsibilities and Principles

In addition to its formal responsibility to the Shareholders, the Management Committee will be responsible to the tenants, the local community, the Scottish Housing Regulator (SHR) and other key stakeholders for the good governance of the Association.

The Management Committee provides strategic leadership of the organisation and as such, will confine itself to consideration of strategy, policy, overriding performance issues, major new developments, overall responsibility for the finances of the Association, effective supervision of the Director, (and through the Director, the staff) and the work of its Sub Committees and any other structure it creates to support its business.

Achievement and delivery of the Association’s strategies, objectives, policies and plans and management of day to day operations will fall to the Director, staff team and any agents engaged to support them.

#### 2. The Functions of the Management Committee (none of the which shall be capable of delegation)

| The functions of the Management Committee are:  | How will the Management Committee discharge its functions?   |
|---|--|
| 1. Define and ensure compliance with the values and objectives of the Association and ensure these are set out in each Business Plan and annual report. | By an annual review.   |
| 2. Establish policies and plans to achieve those objectives.  | By an annual review of the Business Plan and supporting Annual Delivery Plan (the Audit & Risk Committee will review the business plan prior to Committee approval)  |
| 3. Approve each year's report and financial statements prior to publication and approve each year's budget including setting rent and service charges.  | By reviewing and if appropriate approving the budget for the coming year, consulting with tenants on the rent increase, reviewing and approving the accounts as recommended by Audit & Risk Sub Committee. |
| 4. Establish and oversee a framework of delegation and systems of control.  | By creating Standing Orders, deciding the role and remit, composition and terms of reference of the Management Committee, Sub-Committees and staff structure of the Association.                           |

| <b>The functions of the Management Committee are:</b>  | <b>How will the Management Committee discharge its functions?</b>   |
|--|---|
| 5. Agree policies and make decisions on all matters that create significant financial risk to the Association or which affect material issues of principle.            | By developing a risk management policy and risk register that is overseen by the Audit & Risk Sub-Committee and senior staff ensuring that risk consideration and active management is a fundamental part of the Business Plan and all key decisions it is asked to make. By ensuring a current and up to date Policy suite for the Association.              |
| 6. Monitor the Association's performance in relation to these plans, budget, controls and decisions.   | By receiving minutes of each Management Committee meeting and Audit & Risk Sub-Committee and management accounts. The Committee Chairs/Director and Finance Agent to inform the Committee of significant issues and variations referred to in minutes of Committees. The Director/ Finance Agent to inform the Management Committee of other relevant issues. |
| 7. Appoint (and if necessary remove) the Director  | Management Committee  |
| 8. Satisfy itself that the Association's affairs are conducted in accordance with generally accepted standards of openness, accountability, performance and propriety. | By considering the SHR's Regulatory Standards of Governance and Financial Management and compliance with same in each paper that is presented to it for consideration.  |
| 9. Take appropriate specialist advice.   | The Chair, Management Committee and Sub Committees will initiate external advice as required subject to approval by Committee if there are significant impacts on budget.   |

### 3. Specific Tasks

In addition, the Management Committee will accept responsibility for supervision and decision-making in the following areas, and will receive full reports at least annually, and more frequently if stated or if required: -

- a) Value for money and continuous improvement – ensuring that the Association is driving value for money and continuous improvement across the range of its activities;
- b) Business Plan, Delivery Plan, investment programme and financial and operational performance;
- c) Borrowing and treasury management strategies;
- d) Reviewing the Performance/ Appraisal of the Director;
- e) Compliance – Ensuring that the Association complies with the requirements of the Scottish Housing Regulator (SHR), other statutory bodies and the Rules;
- f) Encourage participation by tenants in the work of the Association. Ensure that decision-making is open and accountable to tenants and the wider community;

- g) Promoting the Equal Opportunities Policy;
- h) Health and Safety Policy;
- i) To receive reports from the Auditor, on at least an annual basis, or as otherwise required by the Committee from time to time, on the effectiveness of the system of internal controls;
- j) New housing developments and business/community initiatives;
- k) Reviewing the Management Committee's own effectiveness;
- l) Risk Monitoring and acting on the Risk Register;
- m) Audit/External Assessment recommendation monitoring;
- n) Staffing establishment increases outside the budget, which are not self- financing;
- o) Sales or other disposals of land and property.

#### **4. Officers Reporting to Management Committee**

The Director and such other officers as may be appropriate from time to time.

#### **5. Officer Servicing Management Committee**

The designated officer responsible for governance support is the Corporate Services Officer.

#### **6. Agendas, Minutes and Reports**

Agendas, Reports and Minutes of Meetings of the Management Committee/ Sub Committees will be circulated to all Members not later than seven days before the meeting.

#### **7. Observers**

Members of staff and other interested parties may be permitted to attend and observe meetings of the Management Committee with the exception of confidential business at the sole discretion of the Management Committee.

#### **8. Performance Monitoring**

To monitor the Association's performance against the standards and outcomes contained within the Scottish Social Housing Charter and to review and approve the Annual Return on the Charter (ARC).

To monitor performance against the Key Performance Indicators (KPI's) outlined within the Association's Business Plan.

## APPENDIX 2

### TERMS OF REFERENCE - AUDIT AND RISK SUB COMMITTEE

|   |  |
|---|--|
| <p><b>Name of Committee:</b></p>  | <p><b><i>Audit and Risk Sub Committee</i></b></p> <p>The role of this Sub Committee is to advise the Management Committee on risk management policies and processes, including the Association’s systems of internal control and on the appointment and remuneration of the external auditor.</p> <p>In addition, the Sub Committee takes non-executive responsibility for the direction of both internal and external audits.</p>   |
| <p><b>Matters reserved for the Management Committee which the Sub Committee advises on:</b></p> | <p>The Audit and Risk Sub Committee will have an Annual Work Programme setting out the key areas it intends to review during the year. The plan will be reviewed at each meeting and will relate to the Housing Association. The broad areas it will focus its activities upon are the control environment; external audit; internal audit and risk.</p> <p>More specifically:</p> <ol style="list-style-type: none"> <li>1. Overseeing the process for <b>selecting the external auditor</b> and making appropriate recommendations through the Management Committee to the members/shareholders to consider at the AGM.</li> <li>2. Overseeing the process for <b>selecting the internal audit service</b> provider and recommending them for appointment by the Management Committee.</li> <li>3. Recommending the external and internal audit <b>fees</b> for Management Committee approval.</li> <li>4. Reviewing the Association’s statement on <b>internal control</b> systems prior to endorsement by the Management Committee and reviewing the policies and process for identifying and assessing business risks and the management of those risks by the Association.</li> <li>5. <b>Reviewing, and challenging where necessary, the actions and judgements of management</b>, in relation to the interim and annual financial statements before recommendation of approval by the Management Committee, paying particular attention to: <ul style="list-style-type: none"> <li>• critical accounting policies and practices, and any changes in them;</li> <li>• decisions requiring a major element of judgement;</li> <li>• the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;</li> <li>• the clarity of disclosures;</li> <li>• significant adjustments resulting from the audit;</li> <li>• the going concern assumption;</li> <li>• compliance with accounting standards;</li> <li>• compliance with regulatory and other legal requirements</li> </ul> </li> <li>6. Ensure effective co-ordination between internal and external audit.</li> <li>7. Actively identifying and managing strategic risks and ensuring risk consideration and management are embedded in the organisation.</li> </ol> |

|  |   |
|--|---|
|  | <ol style="list-style-type: none"> <li>8. Reviewing regularly its terms of reference and its own effectiveness and recommending any necessary changes to the Management Committee.</li> <li>9. Review of management accounts bringing to the attention of Management Committee any major areas of concern.</li> </ol>   |
| <p><b>Matters specifically delegated to the Sub Committee by the Management Committee:</b></p> | <ol style="list-style-type: none"> <li>1. Reviewing the reports of management and Internal Audit on the effectiveness of systems for internal control, financial reporting and risk management, including the fraud and loss report.</li> <li>2. Reviewing and keeping track of progress from internal and external audits and independent recommendations in the Recommendations Monitor. Progress reports to the Management Committee.</li> <li>3. Assessing independence of the external auditor, ensuring that key partners are rotated at appropriate intervals.</li> <li>4. Approving any fees in respect of non-audit services provided by the external auditor.</li> <li>5. Discussing with the external auditor, before the audit commences, the nature and scope of the audit, reviewing the auditors' quality control procedures and steps taken by the auditor to respond to changes in regulatory and other requirements.</li> <li>6. Assessing the effectiveness of the external auditor, including consideration of qualifications, expertise and resources.</li> <li>7. Reviewing, with the external auditors, the findings of their work.</li> <li>8. Reviewing the external auditor's management letter and management's response.</li> <li>9. Considering management's response to any major external or Internal Audit recommendations.</li> <li>10. Approving the <b>Internal Audit strategy</b> and programme for the Association and ensuring that the scale of the Internal Audit service is appropriate.</li> <li>11. Assessing the effectiveness of the Internal Audit service.</li> <li>12. Providing assurance that there is a systematic risk assessment process and that the risk management framework is effectively embedded in the organisation.</li> <li>13. Considering the <b>risk register</b> and adequacy of mitigating actions and report to Management Committee.</li> <li>14. Reviewing the Association's procedures for handling allegations from <b>whistle-blowers</b>, suspected incidents of corruption, fraud and bribery.</li> <li>15. Considering the Register of Fraud, Corruption, Bribery and Whistleblowing and the adequacy of actions, annually reporting to the Management Committee.</li> <li>16. Considering other matters on strategic risk and internal control, as requested by the Management Committee.</li> <li>17. Ensuring appropriate <b>disaster recovery</b> and contingency plans are in place and regularly tested.</li> <li>18. Keeping under review the latest guidance and codes from the SHR and the Auditing Practices Board and ensure the applicable recommendations are implemented.</li> <li>19. Reviewing covenant compliance and ensuring systems in place to prevent breach.</li> </ol> |

|   |  |
|---|--|
| How often meetings are held:  | The Audit and Risk Sub-Committee will normally meet a minimum of <b>4 times a year</b> . Emergency meetings may be called by the Chair of the Audit and Risk Sub Committee who will work with the Director/Secretary to set a convenient day within two weeks.   |
| Chair of the Sub Committee (and who, if anyone, may not chair it):          | The Chair of the Association is appointed by the Management Committee and must not hold office continuously for <b>2 terms of 3 years</b> . The Chair of the Audit and Risk Sub Committee is to be a member of the Management Committee of the Association other than the Chair of the Association. Preferably an individual with a high level of financial expertise will chair the Audit and Risk Sub –Committee.  |
| Composition of the Sub Committee (and any restrictions on membership of it) | The membership of the Audit and Risk Sub-Committee is drawn from the Management Committee. The selection of the Audit and Risk Sub Committee members is based entirely upon skills and competencies. At least one member of the Audit and Risk Sub Committee should have recent and relevant financial experience, and if possible, a professional qualification from one of the professional accountancy bodies. Some commercial or finance experience would be a desirable requirement for the other members.  |
| Number of members:  | At least <b>three</b> and up to seven members, who should all be non-executive members. Additional members may be appointed to the Audit and Risk Sub-Committee to address specific issues.  |
| How the Sub Committee is appointed:   | By the Management Committee in consultation with the Audit and Risk Sub: Committee Chair. Members are appointed for terms of <b>three</b> years.   |
| Quorum:   | A quorum will be <b>three</b> members of the Sub Committee. Co-optees will not count towards the quorum.   |
| Additional points:  | <ol style="list-style-type: none"> <li>1. The minutes of the Audit and Risk Sub Committee will be reported to the next Management Committee meeting and can be in draft form at that stage.</li> <li>2. The Chair of the Audit and Risk Sub Committee may access legal advice from the Association’s appointed legal advisers at the expense of the Association.</li> <li>3. Both internal and external auditors have direct access to the Chair of the Audit and Risk Sub Committee where necessary.</li> <li>4. The Chair of the Association may be a member of the Audit and Risk Sub-Committee but cannot be Chair of the Sub Committee.</li> <li>5. In circumstances where a vote is required and the votes are equal, the Chair of the Audit &amp; Risk Sub Committee has a casting vote.</li> <li>6. The Director and other senior officers/advisers as required will normally be in attendance at Audit and Risk Sub Committee meetings.</li> <li>7. The Management Committee <b>may</b> meet the external auditors without paid staff being present should the Chair of the Audit and Risk Committee consider it necessary and <b>will</b> meet with the External and Internal Auditors annually without paid staff being present.</li> <li>8. Governance support will be provided by the Association’s designated officer with responsibility for such matters.</li> </ol> |
| Date Approved:  | 21 March 2018  |
| Date for Review:  | March 2021 or earlier if required by the Management Committee  |



### APPENDIX 3

#### TERMS OF REFERENCE – STAFFING SUB COMMITTEE

|  |   |
|--|---|
| <b>Name of Committee:</b>  | <b>Staffing Sub Committee</b><br>The role of this Committee is to respond to a range of ad hoc staffing issues as set out below. The Staffing Sub Committee may also be asked by the Management Committee to address specific staffing policy matters as and when required  |
| <b>Matters reserved for the Management Committee which the Sub Committee advises on:</b> | The Staffing Sub Committee will lead on the following matters and report back to Management Committee which will make the final decision. <ol style="list-style-type: none"> <li>1. <b>Recruitment of the Director</b> including: selection of appropriate qualified and experienced HR Consultant to assist, drawing up job description and person specification; initial interviews; shortlisting of candidates; recommendation to the Management Committee.</li> <li>1. <b>Advice on Staffing Policy/ Structure Issues.</b> The Management Committee may from time to time ask the Staffing Sub Committee to meet to consider policy proposals or changes to the staffing structure and to advise the Committee on these matters. The Staffing-Sub Committee will review proposals produced by staff or appropriately qualified advisors and make recommendations to the Management Committee on these.</li> <li>2. Matters relating to Health and Safety will be overseen by the Management Committee.</li> </ol>   |
| <b>Matters specifically delegated to the Sub Committee:</b>                              | The Management Committee delegates to the Staffing Sub Committee the following matters: <ol style="list-style-type: none"> <li>1 <b>Decisions and Appeals on Disciplinary and Grievance</b> matters will be handled in accordance with our Terms and Conditions of Employment and the final internal appeal against a decision will be heard and decided by the Staffing Sub Committee.</li> <li>2 <b>Disciplinary action against the Director</b> including: commissioning of any independent investigation; appointment of appropriately qualified professional support if required. Outcome will be reported to the Management Committee who will handle any subsequent Appeals.</li> <li>3 <b>Dismissal of Director</b> including: commissioning of any independent investigation; appointment of appropriately qualified professional support if required. Outcome will be reported to the Management Committee who will handle any subsequent Appeals.</li> <li>4 <b>Grievance hearings</b> whether about or by the <b>Director</b> including: commissioning of independent investigation if required, hearing of Grievance; appointment of appropriately qualified professional support if required; recommendation to the Management Committee. Outcome will be reported</li> </ol> |

|  |  |
|--|--|
|  | to the Management Committee who will handle any subsequent Appeals.  |
| <b>How often meetings are held:</b>  | The Staffing Committee will meet as and when required.   |
| <b>Chair of the Committee (and who, if anyone, may not chair it):</b>      | The Chair is appointed by the Management Committee and does not serve for more than <b>two terms of 3 years</b> . The Chair of the Committee should not be Chair of the Staffing Sub-Committee.  |
| <b>Composition of Committee (and any restrictions on membership of it)</b> | The membership of the Staffing Sub Committee is drawn from the Management Committee Management. The selection of members is based entirely upon skills and competencies. At least one member of the Staffing Sub Committee should, where possible, have some recent and relevant staffing experience.  |
| <b>Number of members:</b>  | At least <b>three</b> and up to <b>seven</b> members, who should all be Management Committee members. Additional members may be appointed to the Staffing Sub Committee to address specific issues.  |
| <b>How the Committee is appointed:</b>                                     | By the Management Committee in consultation with the Staffing Sub Committee Chair. Members are appointed for terms of <b>three</b> years.  |
| <b>Quorum:</b>   | A quorum will be <b>three</b> members of the Staffing Sub Committee. Co-optees will not count towards the quorum   |
| <b>Additional points:</b>  | <ol style="list-style-type: none"> <li>1. The minutes of the Staffing Sub Committee will be reported to the next Management Committee meeting and can be in draft form at that stage.</li> <li>2. The Chair of the Staffing Sub Committee may access legal advice from the Association's appointed legal advisers, with approval from the chair of the Management Committee, at the expense of the Association. The Sub-Committee may also seek other expert advisers as necessary.</li> <li>3. In circumstances where a vote is required and the votes are equal, the Chair of the Staffing Sub Committee has a casting vote.</li> <li>4. The Director and other senior officers/advisers as required will normally be in attendance at Staffing Sub-Committee meetings.</li> </ol> |
| <b>Date Approved:</b>  | 21 March 2018  |
| <b>Date for Review:</b>  | March 2021 or earlier if required by the Management Committee  |

## APPENDIX 4

# Role Description for Management Committee Members of DPHA

## 1. Introduction

*“The Management Committee leads and directs the RSL to achieve good outcomes for its tenants and other service users.”* Regulatory Standards of Governance and Financial Management, Standard 1<sup>1</sup>

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

## 2. Primary Responsibilities

- 2.1 As an MCM your primary responsibilities are, with the other members of the Management Committee, to
  - Lead and direct DPHA’s work
  - Promote and uphold DPHA’s values
  - Set and monitor standards for service delivery and performance

<sup>1</sup> Scottish Housing Regulator (April 2012) *Regulation of Social Housing in Scotland: Our Framework* available [here](#)

- Control DPHA's affairs and ensure compliance

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

### **3. Key Expectations**

3.1 DPHA has agreed a Code of Conduct for Management Committee Members which every member is required to sign on an annual basis.

3.2 Each MCM must accept and share collective responsibility for the decisions properly taken by the Management Committee. Each MCM is expected to contribute actively and constructively to the work of DPHA. All members are equally responsible in law for the decisions made.

3.3 Each member must always act only in the best interests of DPHA and its customers, and not on behalf of any interest group, constituency or other organisation. MCMs cannot act in a personal capacity to benefit themselves or someone they know.

### **4. Main Tasks**

- To contribute to formulating and regularly reviewing DPHA's values, strategic aims and performance standards
- To monitor DPHA's performance
- To ensure that DPHA operates within and is compliant with the relevant legal and regulatory frameworks
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that DPHA is adequately resourced to achieve its objectives and meet its obligations
- To act, along with the other members of the Management Committee, as the employer of DPHA's staff

### **5. Duties**

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

- Take part in training and other learning opportunities
- Take part in an annual review of the effectiveness of DPHA’s governance and of your individual contribution to DPHA’s governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent DPHA positively and effectively at all times, including in the local community when attending meetings and other events
- Respect and maintain confidentiality of information
- Treat colleagues with respect and foster effective working relationships within the Management Committee and between the Management Committee and staff
- Be aware of and comply with our policy on the restrictions on payments and benefits
- Register any relevant interests as soon as they arise and comply with DPHA’s policy on managing conflicts of interest

## 6. Commitment

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

| Activity  | Time         |
|---|--------------|
| Attendance at up to 12 regular meetings of the Management Committee   | <b>24hrs</b> |
| Reading and preparation for meetings of the Management Committee  | <b>12hr</b>  |
| Attendance at up to 4 sub-committee meetings (optional)   | <b>8hrs</b>  |
| Reading and preparation for sub-committee meetings  | <b>4hr</b>   |
| Attendance at annual planning and review events (including individual review meeting)                         | <b>2hrs</b>  |
| Attendance at events such as estate tours, tenant / customer conferences, openings and site visits (optional) | <b>4hrs</b>  |
| Attendance at internal briefing and training events   | <b>12hrs</b> |
| External Training and conference attendance (optional - may include overnight stay or weekend)                | <b>24hrs</b> |
| <b>Total</b>  | <b>90hrs</b> |

## **7. What DPHA Offers MCMs**

7.1 All MCMs are volunteers and receive no payment for their contribution. DPHA has policies which prevent you or someone close to you from benefiting personally from your involvement with DPHA, although these policies also seek to ensure that you are not unfairly disadvantaged by your involvement with DPHA. All out of pocket expenses associated with your role as a GBM are fully met and promptly reimbursed.

7.2 In return for your commitment, DPHA offers:

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

## **8. Review**

8.1 This role description was approved by the Management Committee on 15 August 2018. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Management Committee not later than August 2021.

## APPENDIX 5

### CODE OF CONDUCT FOR MANAGEMENT COMMITTEE MEMBERS

#### 1.0 Introduction

*There are references throughout this Code of Conduct (the Code) to 'you' and 'your' which means the member of the Management Committee of Dalmuir Park Housing Association who has signed this Code. References to 'we', 'us' and 'our' mean Dalmuir Park Housing Association.*

- 1.1 We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities.
- 1.2 This Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Management Committee. You have a personal responsibility to uphold the requirements of this Code. You cannot be a member of the Management Committee if you do not agree to adopt this Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually.
- 1.3 As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct<sup>2</sup>. This Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations. The Scottish Housing Regulator (SHR) has confirmed that this Code fully complies with its Regulatory Standards and their input during the production of this code is acknowledged.
- 1.4 This Code of Conduct is an important part of our governance arrangements. Members of the Management Committee are responsible for ensuring that they are familiar with the terms of this Code and that they always act in accordance with its requirements and expectations. Management Committee Members must always ensure their actions accord with the legal duties of the RSL and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.
- 1.5 If a member of the Management Committee appears to have breached any part of this Code, the matter will be investigated in accordance with the procedures set out at (Appendix 2). A breach of this Code may result in action being taken by the Management Committee to remove the member(s) involved.

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<sup>2</sup> Scottish Housing Regulator (2012) Regulatory Framework, Regulatory Standard 5.2

### **Who the Code applies to**

- 2.1 This Code of Conduct applies to all elected, appointed and co-opted members of our Management Committee and its sub-committees and to the governing bodies of all subsidiaries.

### **How the Code is structured**

- 2.1 The Code is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.<sup>3</sup>
- 3.2 Each principle is described, as it applies to the activities of a RSL and its Management Committee Members, and supporting guidance is offered for each to provide more explanation of the Code's requirements. The guidance is not exhaustive and it should be remembered that Management Committee Members and RSLs are responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.

### **The Principles**

- 4.1 The seven principles and what they mean for the purposes of this Code are:

#### **A. Selflessness**

#### **B. Openness**

#### **C. Honesty**

#### **D. Objectivity**

#### **E. Integrity**

#### **F. Accountability**

#### **G. Leadership**

**A. Selflessness:** You must act in the best interests of Dalmuir Park Housing Association at all times and must take decisions that support and promote our strategic plan, aims and objectives. Members of the Management Committee should not promote the interests of a particular group or body of opinion to the exclusion of others.

- A.1 You must always uphold and promote our aims, objectives and values and act to ensure their successful achievement.
- A.2 You should exercise the authority that comes with your role as a Management

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<sup>3</sup> Committee for Standards in Public Life 1994, [Nolan Principles on Standards in Public Life](#)



Committee member responsibly and not seek to use your influence inappropriately or for personal gain or advantage.

- A.3 You must accept responsibility for all decisions properly reached by the Management Committee (or a sub-committee or working group with appropriately delegated responsibility) and support them at all times, even if you did not agree with the decision when it was made.
- A.4 If you are unable to support in public a decision that has been properly reached by the Management Committee, you should resign.
- A.5 You must consider the views of others and be tolerant of differences.
- A.6 You must not seek to use your position to influence decisions that are the responsibility of staff (e.g. granting a tenancy, ordering a repair, awarding a contract).
- A.7 You must not seek to use your influence for the benefit of yourself or your business interests, or the benefit of someone to whom you are closely connected<sup>4</sup> or their business interests.
- A.8 Mobile phones should be switched off during meetings, seminars, training courses etc.

**B. Openness:** You must be transparent in all of your actions; you must declare and record all relevant personal and business interests and must be able to explain your actions.

- B.1 You should exercise reasonable skill and care in the conduct of your duties.
- B.2 You should avoid any situation that could give rise to suspicion or suggest improper conduct.
- B.3 You must declare any personal interest(s) and manage openly and appropriately any conflicts of interest and observe the requirements of our policy on the matter.
- B.4 You must not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create – or be capable of creating – an impression of impropriety, influence or place you under an obligation to these individuals or organisations. You must comply with our policy on the matter.
- B.5 You must ensure that you are informed about the views, needs and demands of tenants and service users and that your decisions are informed by this understanding.

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<sup>4</sup> See Appendix 1, Table A for definition of closely connected

- B.6 You must ensure that the organisation is open about the way in which it conducts its affairs and positive about how it responds to requests for information.
- B.7 You must not prevent people or bodies from being provided with information that they are entitled to receive.

**C. Honesty:** You must ensure that you always act in the best interests of the organisation and that all activities are transparent and accountable.

- C.1 You should always act in good faith when undertaking your responsibilities as a Member of our Management Committee.
- C.2 You should use your skills, knowledge and judgement effectively to support our activities.
- C.3 You should ensure that decisions are always taken and recorded in accordance with our Rules and procedures.
- C.4 You must ensure that the organisation has an effective policy and procedures to enable, encourage and support any staff or Management Committee member to report any concerns they have about possible fraud, corruption or other wrongdoing.<sup>5</sup>
- C.5 You must report any concerns or suspicions about possible fraud, corruption or other wrongdoing to the appropriate senior person within the organisation in accordance with our whistleblowing policy.
- C.6 You must not misuse, contribute to or condone the misuse of our resources and must comply with our policies and procedures regarding the use of its funds and resources.<sup>6</sup>
- C.7 We forbid all forms of bribery, meaning a financial or other advantage or inducement intended to persuade someone to perform improperly any function or activity. You are not allowed to accept or give bribes from/to anyone and must comply with our policy on bribery. You are also obliged to report any instances of suspected bribery within the organisation or any of its business partners.
- C.8 You, or someone closely connected to you (see Appendix 1, p 12-15), cannot as a result of your role with us receive preferential treatment relating to any services provided by the organisation or its contractors/suppliers, and you should be able to demonstrate this.

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<sup>5</sup> These concerns might include, but are not confined to, suspected fraud, dishonesty, breach of the law, poor practice, non-compliance with regulatory requirements, misconduct, breach of this code.

<sup>6</sup> Resources include people, equipment, buildings, ICT, funds, knowledge, stationery, transport

**D. Objectivity:** You must consider all matters on their merits; you must base your decisions on the information and advice available and reach your decision independently.

- D.1 You must ensure that the decisions that you take are consistent with our aims and objectives and with the relevant legal and regulatory requirements (including those of the Scottish Housing Regulator, the Office of the Scottish Charity Regulator, the Financial Conduct Authority and the Care Inspectorate).
- D.2 You must prepare effectively for meetings and ensure you have access to all necessary information to enable you to make well-informed decisions.
- D.3 You must monitor performance carefully to ensure that the organisation's purpose and objectives are achieved and take timely and effective action to identify and address any weaknesses or failures.
- D.4 You should use your skills, knowledge and experience to review information critically and always take decisions in the best interests of the organisation, our tenants and our service users.
- D.5 You should ensure that the Management Committee seeks and takes account of additional information and external/independent advice where necessary and/or appropriate.
- D.6 You should ensure that effective policies and procedures are implemented so that all decisions are based on an adequate assessment of risk, deliver value for money, and ensures the financial well-being of the organisation.
- D.7 You should contribute to the identification of training needs, keep your housing and related knowledge up to date, and participate in training that is organised or supported by us.

**E. Integrity:** You must actively support and promote our values; you must not be influenced by personal interest in exercising your role and responsibilities.

- E.1 You must always treat your Management Committee colleagues, our staff and their opinions with respect.
- E.2 You must always conduct yourself in a courteous and professional manner; you must not, by your actions or behaviour, cause distress, alarm or offence.
- E.3 You must declare any personal interests in accordance with this Code

(see Appendix 1); in the event that you have a continuing personal interest which conflicts with our activities, values, aims or objectives, you should resign.

- E.4 You must ensure that you fulfil your responsibilities as they are set out in the relevant role description; that you maintain relationships that are professional, constructive and that do not conflict with your role as a member of the Management Committee.
- E.5 You must uphold our equality and diversity, whistleblowing and acceptable use<sup>7</sup> policies.
- E.6 You must respect confidentiality and ensure that you do not disclose information to anyone who is not entitled to receive it, both whilst you are a member of the Management Committee and after you have left.
- E.7 You must observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information.
- E.8 You must not make inappropriate or improper use of, or otherwise abuse, our resources or facilities and must comply with our policies and procedures regarding the use of its funds and resources.
- E.9 You must not seek or accept benefits, gifts, hospitality or inducements in connection with your role as a member of our Management Committee, or anything that could reasonably be regarded as likely to influence your judgement. You must not benefit, or be perceived to benefit, inappropriately from your involvement with the organisation and must comply with our policies on the matter.

**F. Accountability:** You must take responsibility for and be able to explain your actions and demonstrate that your contribution to our governance is effective.

- F.1 You must observe and uphold the principles and requirements of the SHR's Regulatory Standards of Governance and Financial Management, guidance issued by the SHR and other regulators, and ensure that Dalmuir Park Housing Association's legal obligations are fulfilled.
- F.2 You must ensure that we have effective systems in place to monitor and report its performance and that corrective action is taken as soon as the need is identified.

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<sup>7</sup> This relates to the use of ICT, social media and networking, facilities etc., and is specific to each individual RSL.

- F.3 Y You should contribute positively to our activities by regularly attending and participating constructively in meetings of the Management Committee, its committees and working groups.
- F.4 You should always be courteous and polite and behave appropriately when acting on our behalf.
- F.5 You must participate in and contribute to an annual review of the contribution you have made individually to our governance.
- F.6 You must ensure that there is an appropriate system in place for the support and appraisal of our Senior Officer and that it is implemented effectively.
- F.7 You must not speak or comment in public on our behalf without specific authority to do so.
- F.8 You must co-operate with any investigations or inquiries instructed in connection with this Code.
- F.9 You recognise that the Management Committee as a whole is accountable to its tenants and service users, and you reflect this in your actions as an individual.

**G. Leadership:** You must uphold our principles and commitment to delivering good outcomes for tenants and other service users and lead the organisation by example.

- G.1 You must ensure that our strategic aims, objectives and activities deliver good outcomes for tenants and service users. You must ensure that you make an effective contribution to our strategic leadership.
- G.2 You must ensure that our aims and objectives reflect and are informed by the views of tenants and service users.
- G.3 You must always be a positive ambassador for the organisation.
- G.4 You must participate in and contribute to the annual review of the Management Committee effectiveness and help to identify and attain the range of skills that we need to meet our strategic objectives.
- G.5 You must not criticise the organisation or our actions in public.
- G.6 You must not criticise staff in public; any staffing related matters should be discussed privately with the Chair and/or Senior Officer.
- G.7 You must not use social media to criticise or make inappropriate comments about the organisation, its actions or any member of the Management Committee, staff or other partners.

- G.8 You must not act in a way that could jeopardise our reputation or bring us into disrepute.<sup>8</sup>

### **Declaring and Managing Personal Interests**

- 5.1 Where you have a personal, business or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered), or you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in our Register of Interests.
- 5.2 You must keep your entry in the Register of Interests complete, accurate and up to date.
- 5.3 More details and examples are included at Appendix 1 (p12-15).

### **Breach of this Code**

- 6.1 Each member of the Management Committee has a personal and individual responsibility to promote and uphold the requirements of this Code. If any member of the Management Committee believes that they may have breached the Code, or has witnessed or has become aware of a potential breach by another member, they should immediately bring the matter to the attention of the Chair.
- 6.2 Alleged breaches of the Code of Conduct will be dealt with by the Chair, with the support of the Senior Officer where appropriate. Where the allegation of a breach is against the Chair, the Vice-Chair will be responsible for leading the investigation. The procedure for dealing with alleged breaches is described in the accompanying protocol.
- 6.3 Each member of the Management Committee has a duty to co-operate with and contribute to any investigation relating to the Code of Conduct

### **Review**

- 7.1 This Code of Conduct was adopted by the Management Committee Management on 21 March 2018. It will be reviewed not later than March 2021.

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<sup>8</sup> This includes activities on social media, blogs and networking sites.

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**Acceptance**

I \_\_\_\_\_ have read and understood the terms of this Code of Conduct and I agree to uphold its requirements in all my activities as a member of our Management Committee. I am aware that I must declare and manage any personal interests. I agree to review all relevant Registers regularly to ensure that all entries relating to me are accurate. I understand that, if I am found to have breached this Code of Conduct, action will be taken by the Management Committee which could result in my removal.

Signed \_\_\_\_\_

Date \_\_\_\_\_

#### 1. Introduction

- 1.1 Being a member of our Management Committee is of course only one part of your life. Other aspects of your life - such as family, friends and neighbours, voluntary work, causes you support, possibly business or financial interests, possibly your own housing arrangements - may have the potential to cross over into your role as a Management Committee Member.
- 1.2 However, as we are an organisation that works for the community and uses public funds, it is essential that there is no conflict - and that there can be no reasonable perception of conflict - between your duties as a Management Committee Member and your personal (or personal business or financial) interests.
- 1.3 Any potential conflict between your position as a member of the Management Committee and your other interests must be openly declared and effectively managed so as to protect the good reputation of Dalmuir Park Housing Association and the RSL sector.
- 1.4 Where you have a personal business or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered) or you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in the Register of Interests.
- 1.5 This Appendix gives further guidance on how to declare and manage any personal (including personal business or financial) interests.

#### 2. Examples of interests that must be declared

- 2.1 The following are examples of the kind of interest that you must declare. Please note that this list is not exhaustive, and there may be other interests that you should also declare.
  - Tenancy of a property (by you or someone to whom you are closely connected) of which we are the landlord.
  - Occupancy or ownership of a property (by you or someone to whom you are closely connected) which is factored or receives property related services from us.
  - Receipt of care or support services from us.
  - Membership of a community or other voluntary organisation that is active in the area(s) we serve.
  - Voluntary work with another RSL or with an organisation that does, or is



likely to do, business with us.

- Membership of the Management Committee of another RSL.
- Being an elected member of any local authority where we are active.
- If you purchase goods or services from us.
- If you purchase goods or services from one of our approved contractors or suppliers.
- Significant shareholding in a company that we do business with.
- Membership of a political, campaigning or other body whose interests and/or activities may affect our work or activities.
- Ownership of land or property in our areas of operation excluding for the purpose of your own residential use (i.e. there is no requirement for you to declare any house in which you currently live).
- Unresolved dispute relating to the provision of services in connection with a tenancy or occupancy agreement or a contractual dispute over the provision of goods or services with us.

2.2 If you are not sure whether a certain matter needs to be declared, you must seek guidance from the Chair or Director. If doubt remains, the advice would always to declare the matter.

2.3 You should note that in some circumstances, declaration of an interest may not be sufficient, and that it may be necessary for the organisation to take additional measures to deal satisfactorily with the situation so as to protect the probity and reputations of both yourself and the organisation.

### **3. Definition of 'close connection'**

3.1 Someone 'closely connected' to you includes family members and persons who might reasonably be regarded as similar to family members even where there is no relationship by birth or law.

3.2 As well as considering your own actions, you must be aware of the potential risk created by the actions of people to whom you are closely connected. Who you should consider, and our expectations of you to identify and declare such actions are outlined in Table A below:

**Table A**

| Group   | Required Response   |
|---|---|
| <p><b>1. Members of your household</b></p> <p>This includes:</p> <ul style="list-style-type: none"> <li>• Anyone who normally lives as part of your household (whether related to you or otherwise)</li> <li>• Those who are part of your household but work or study away from home</li> </ul>   | <p>We expect you to be aware of and declare any relevant actions of all people in your household. You must take steps to identify, declare and manage these.</p>  |
| <p><b>2. Partner, Relatives and friends</b></p> <p>This includes:</p> <ul style="list-style-type: none"> <li>• Your partner (if not part of household)</li> <li>• Your relatives and their partners</li> <li>• Your partner’s close relatives (i.e. parent, child, brother or sister)</li> <li>• Your close friends</li> <li>• Anyone you are dependent upon or who is dependent upon you</li> <li>• Acquaintances (such as neighbours, someone you know socially or business contacts/associates)</li> </ul> | <p>Where you have a close connection and are in regular contact with anyone within this group, we expect you to be aware of and declare any relevant actions. Under these circumstances, you must take steps to identify, declare and manage these actions.</p> <p>Where you do not have a close connection and regular contact with someone in this group, we do not expect you to be aware of or to go to unreasonable lengths to identify any relevant actions. However, if you happen to become aware of relevant actions by such individuals, then these should be declared and managed as soon as possible.</p> |

**What You Need To Consider**

2.2 The following are the relevant actions /involvement by those to whom you are closely connected that you should consider, declare and manage as per our expectations outlined in Table A:

- A significant interest in a company or supplier that we do business with. A significant interest means ownership (whole or part) or a substantial shareholding in a business that distributes profits, but does not include where an individual has shares in large companies such as banks, utility companies or national corporations, i.e. where owning shares would not give the individual any significant influence over the activities of that organisation.

- Where the individual may benefit financially from a company with which we do business
- Involvement in the management of any company or supplier with which we do business
- Involvement in tendering for or the management of any contract for the provision of goods or services to us.
- Application for employment with us.
- Application to join our Board or any of its subsidiaries
- Application to be a tenant or service user of the organisation
- If they are an existing tenant or service user of the organisation

#### **4. Practical Arrangements for Declaring Personal Interests**

- 4.1 A Management Committee Member would be required, on appointment, to complete a form to register any personal interests that could potentially conflict with their role and thereafter to complete a new form (or amend the existing form) whenever there is a material change. All Committee members will be required to complete a form on an annual basis at the first meeting of the Management Committee following the Annual General Meeting.
- 4.2 You must keep your entry in the Register of Interests up to date, add any new interests as soon as they arise, and amend existing interests as soon as any change takes effect.
- 4.3 A situation may arise where you are invited to be present at a meeting where a matter in which you have a personal (or a personal business or financial) interest is discussed. In such cases you must inform the meeting chair at the start of the meeting, or as soon as you become aware that this is the case. You would then be required to leave the meeting for the duration of the particular item. If in any doubt, you should ask the meeting chair or another senior person present for guidance. This applies to all meetings that you attend as a member of our Management Committee – both internal and external.
- 4.5 Any failure to make a complete, accurate and prompt declaration - whether deliberately or through taking insufficient care - will be regarded as a breach of this Code.

- A.1** This procedure sets out the arrangements that will normally apply to potential breaches of the Code of Conduct, which are defined as follows:
- a) Breaches of the Code of Conduct (the Code) that occur during a meeting and involve a member being obstructive, offensive or disregarding the authority of the Chair.
  - b) Other complaints about the conduct of a Member of the Management Committee.
  - c) Information that suggests that there may have been a breach of the Code by a member of the Management Committee.

**A.2** The Chair has delegated authority to deal with potential breaches of the Code, subject to Clause A.4 below. The Chair has delegated authority, in consultation with other office-bearers, to instruct progress and conclude investigations carried out in accordance with this protocol.

**A.3** A breach of the Code is a Notifiable Event. The Chair is responsible for ensuring that the necessary notifications are made to the Scottish Housing Regulator as soon as any breach comes to light, and that the SHR's requirements (as set out in the relevant guidance<sup>9</sup>) in terms of reporting the outcome of the investigation are met.

#### **Conduct at meetings**

**A.4** Alleged breaches that occur during the course of a meeting (and which have not happened before) will normally be dealt with by the Chair or sub-committee Convenor, either during the meeting and/or within 24 hours of the meeting. In these circumstances, the Chair may ask the member to leave the meeting or a vote may be taken to exclude the member from the rest of the meeting. After the meeting, the Chair or sub-committee Convenor will discuss such behaviour with the member and may require the member to apologise or take such other action as may be appropriate. Where the Chair regards such behaviour as being very serious, it may also be investigated subsequently in accordance with the terms of this protocol, as will repeated incidents of a similar nature.

#### **Other Complaints**

**A.5** It is recognised that potential breaches of the Code of Conduct may occur beyond Dalmuir Park Housing Association's premises (e.g. whilst a Management Committee member is at an external meeting, attending a training event or conference or otherwise representing us, or whilst engaging in social networking). Potential breaches may also involve inappropriate conduct in relation to colleagues, staff or service users. Potential breaches may also involve failure to follow the requirements of an approved policy.

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<sup>9</sup> Scottish Housing Regulator, Feb 2016

- A.6** A potential breach of the Code, including repeated instances of poor conduct at meetings, will normally be the subject of an investigation, which will be managed by the Chair.
- A.7** Not all potential breaches will be the subject of complaints or allegations. Where they are, they do not have to be made in writing but the Chair and Secretary/Senior Officer should ensure that there is always a written statement of the complaint or allegation that is used as the basis for the investigation.
- A.8** In the event that an allegation is made anonymously, it will be investigated as thoroughly as possible, although it is recognised that it may not be possible to conclude any such investigation satisfactorily.

#### **Investigation of a potential breach**

- A.9** Allegations of a breach should normally be made to the Chair or, where the complaint relates to the Chair, to another office-bearer. The Chair or office-bearer, in consultation with the other office-bearers, will decide whether to instruct an independent investigation or whether to carry out an internal investigation. No one who has any involvement in the complaint or the circumstances surrounding it will play any part in the investigation.
- A.10** A potential breach of the Code of Conduct (other than that which is being dealt with as described at A.4) will be notified to the Management Committee by the Secretary within seven working days either of occurring or of receipt of the complaint. The notice will include a report on the proposed arrangements for investigation (but will not describe the detail of the complaint) and a recommendation of a suitable person to carry out the investigation. This recommendation should be made by the Chair who may seek advice from our solicitors.
- A.11** All investigations will be objective and impartial. A potential breach of the Code of Conduct will normally be investigated by an independent person, unless it is decided that an internal investigation is appropriate (as set out at A9).
- A.12** An internal investigation will be carried out by three Members of the Management Committee, not including the Chair, who will make a report and recommendations to the Committee. They will be supported in the conduct of the investigation by the Senior Officer.
- A.13** Where the potential breach relates to the Chair or other office bearer, an independent investigation will always be carried out.
- A.14** An independent investigation will normally be overseen by the Chair and one other office bearer, with support from the Senior Officer. In the event that the alleged breach relates to the Chair, one of the other office-bearers will act to fulfil the responsibilities ascribed to the Chair.

- A.15** The Chair and other office-bearer, with any support they feel necessary, will brief the agreed advisor/investigator and then consider their recommendations at the end of the investigation, before reporting to the Management Committee. Dalmuir Park Housing Association should always provide the investigator with a written brief that sets out the nature of the complaint and of the investigation to be carried out, as well as a timescale for completion and reporting. The brief may refer to any action previously taken that is relevant. Investigations should not usually take more than six weeks to conclude. The advisor/investigator will normally present their report to the Committee.
- A.16** Any investigation of a potential breach should be notified to the individual concerned within seven days of the decision to investigate. The Management Committee Member must be notified in writing of the nature of the complaint and the arrangements proposed for investigation.
- A.17** The Management Committee Member whose conduct is being investigated will not be party to any of the discussions relating to the investigation. Any Committee Member who is the subject of a complaint is expected to co-operate with any investigation carried out. The Management Committee should agree to grant leave of absence to a member who is the subject of a complaint whilst an investigation is carried out.
- A.18** A meeting of the Management Committee will be held to consider the report and recommendations from the investigation and to determine what action should be taken against any individual who is found to have been in breach of the Code.
- A.19** The Management Committee will report the findings of the investigation and the proposed action to the member concerned within seven days of the meeting at which the report of the investigation was considered.
- A.20** Where, following an investigation, it is concluded that a serious breach has occurred, the Management Committee may require the member to stand down from their position in accordance with the Rules.
- A.21** If the Management Committee proposes to remove a member, following investigation, the member will have the right to address the full Committee before their decision is taken at a special meeting called for that purpose. Any such decision must be approved by a majority of the remaining members of the Governing Body, in accordance with Rule 44.

#### **Action to Deal with a Breach**

- A.22** If, following investigation, a breach of the Code is confirmed, action will be taken in response. This action will reflect the seriousness of the circumstances. It may take the form of some or all of the following:
- an informal discussion with the member concerned

- advice and assistance on how his or her conduct can be improved
- the offer of training or other form of support
- a formal censure
- a vote to remove the Member from the Governing Body

**A.23** The outcome of any investigation will be notified to the Scottish Housing Regulator.

#### **Definitions**

**A.24** Dalmeir Park Housing Association will regard the following actions as a “serious breach” of the Code of Conduct (this list is not exhaustive):

- Failure to act in our best interests and/or acting in a way that undermines or conflicts with the purposes for which we operate.
- Support for, or participation in, any initiative, activity or campaign which directly or indirectly undermines or prejudices our interests or those of our service users, or our contractual obligations.
- Accepting a bribe or inducement from a third party designed to influence the decisions we make.
- Consistent or serious failure to observe the terms of the Code of Conduct.

#### **Approval and Review**

This code of conduct was approved by the Management Committee of Dalmeir Park Housing Association on 21 March 2018.

## APPENDIX 6

# Role Description for Chair of DPHA

## 1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of DPHA and to the Chairs of DPHA's sub committees. The responsibilities described here are additional to those set out in the Management Committee Members' (MCM) role description. It should be considered alongside DPHA's Rules and Standing Orders.
- 1.2 This role description will be used to support the annual review of the Governing Body's effectiveness. It will be used to appoint the Chair and sub-committee Chairs after each AGM. MCMs who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here before the election takes place.
- 1.3 In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.
- 1.4 As set out in the Standing Orders, the Chair of HA may not also serve as the Chair of a sub-committee and each sub-committee must elect a different Chair.
- 1.5 An overview of the Role of the Chair is outlined in Rule 59.5 of DPHA's Rules.
- 1.6 The Chair will be elected by the Governing Body each year at the first Governing Body meeting following the AGM. Whilst the Chair of DPHA can be re-elected, in accordance with Rule 59.10 of DPHA's Rules, they cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five year maximum term.
- 1.7 In the spirit of DPHA's rules, if an individual has served five years as Chair, they should not be subsequently re-elected as Chair at any point.

## 2. Key Responsibilities

- 2.1 The Chair must act, and be seen to act, at all times on behalf of the Governing Body. The Chair's key responsibilities are:
  - To lead the Governing Body or sub-committee constructively, provide direction and manage meetings effectively
  - To develop and maintain a constructive and positive working relationship with the Chair and Director and senior staff
  - To uphold DPHA's Code of Conduct and promote good governance
  - To ensure that DPHA's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required

## 3. Leadership and Direction

- 3.1 The Chair is expected to:
  - Represent DPHA positively and effectively



- Set the style and tone of Governing Body or sub-committee meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for DPHA's Governing Body
- Ensure that the necessary arrangements are in place to enable DPHA to honour its obligations, achieve its objectives and meet agreed targets
- Demonstrate and support the principles of good governance at all times
- Ensure that the Governing Body has access to the range of skills, knowledge and experience necessary for the achievement of DPHA's aims and objectives and for the fulfilment of the Governing Body's responsibilities
- Ensure that the Governing Body has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought
- Provide support to new and experienced Governing Body Members by promoting access to relevant induction, training and development opportunities

#### **4. Working with the Director**

##### 4.1 The Chair should:

- Establish a constructive relationship with the Director and ensure that their respective roles of leading and managing are recognised and promoted effectively. Sub-committee Chairs should establish similar relationships with the relevant senior staff member.
- Ensure that the conduct of DPHA's business continues effectively between meetings of the Governing Body and act under delegated or emergency authority when necessary
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Director, in accordance with DPHA's agreed recruitment practices
- Carry out, with at least one other Governing Body member, the Director's annual appraisal and report to the Governing Body
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the Director
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Director, in accordance with DPHA's agreed procedures

## **5. Promoting Good Governance**

### **1.1 The Chair is required to:**

- Promote and demonstrate the highest standards of ethical conduct and integrity
- Initiate any investigation under the terms of DPHA's Code of Conduct
- Chair all general meetings of DPHA in accordance with the Rules
- Chair all Governing Body meetings of DPHA, in accordance with the Rules and Standing Orders
- Ensure that all Governing Body members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- Manage meetings effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically
- Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively

## **2. Conduct of HA's Business**

### **2.1 The Chair is expected to:**

- Ensure that DPHA's business is efficiently and accountably conducted between Governing Body meetings
- Sign cheques and documents requiring the Governing Body or the Chair's authorisation, in accordance with DPHA's standing orders
- Take decisions on behalf of the organisation in the event of emergencies that occur outside the regular meeting cycle and report these back to the Governing Body for ratification
- Ensure that the skills, knowledge and support available to the Governing Body are kept under periodic review

## **3. Monitoring and Review**

### **7.1 This role description was approved by the Governing Body on 15 August 2018. It will be reviewed not later than August 2021.**

# Role Description for Vice Chair of DPHA

## 1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of DPHA. The responsibilities described here are additional to those set out in the Management Committee Members' (MCM) role description. It should also be considered alongside:
  - the Role Description for the Chair of DPHA;
  - DPHA's Rules; and
  - DPHA's Standing Orders.
- 1.2 In the event that the Chair of DPHA is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.
- 1.3 The position of Vice Chair will be elected by the Governing Body, every year at the first meeting following the AGM.
- 1.4 In accordance with Rule 59.10 of DPHA's Rules, the Chair cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five-year maximum term.
- 1.5 When the Chair stands down, the Vice Chair in post will be asked if they wish to stand for election to become Chair.
- 1.6 The role of Vice Chair must be carried out by a Governing Body member, and may also be carried out by a former office bearer.

## 2. Role of Vice Chair

- 2.1 The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair of DPHA. **Therefore, this role description must be read in conjunction with the Role Description for the Chair of DPHA.**
- 2.2 When known in advance, the Vice Chair should ensure that they are available for any Governing Body meeting that the Chair is unable to attend – e.g. where the Chair has booked a holiday. Close liaison with the Chair is a key requirement of the role.
- 2.3 The individual holding the post of Vice Chair will gain training and insight as to whether they would like to consider performing the role of Chair in the future.

## 3. Monitoring and Review

- 3.1 This role description was approved by the Governing Body on 15 August 2018. It will be reviewed not later than August 2022.

## APPENDIX 7

### SECRETARY'S REMIT

|                                  |  |
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| <b>The role of the Secretary</b> | <p>The Secretary exercises important duties and responsibilities on behalf of the Management Committee and the Association.</p> <p>The position of Secretary is referred to in our Rules and is the unique position that may be held by a member of the Management Committee directly or can be assigned by the Management Committee to an officer of the Association, normally the Director.</p>  |
| <b>Responsibilities</b>          | <p>1. General Duties</p> <p>The Secretary will convene all Annual General Meetings and Special Meetings in accordance with the Rules and in conjunction with the Chairperson and Director.</p> <p>The Secretary will convene all meetings of the Management Committee or Special Meetings of the Committee under the Rules and in conjunction with the Chair and Director.</p> <p>The Secretary will ensure the taking, circulation and safekeeping of all governing body minutes in conjunction with the Director.</p> <p>The Secretary may call a Special Meeting of the Management Committee in accordance with the Rules.</p> <p>2. Annual Returns and the Keeping of Registers</p> <p>The Secretary will ensure the timeously preparation and submission of all returns to statutory and regulatory bodies in conjunction with the Director.</p> <p>The Secretary will ensure that the following are maintained and in safe custody:</p> <ul style="list-style-type: none"><li>a) Register of Members</li><li>b) Register of Interests</li><li>c) Tender Register</li><li>d) Share Books</li></ul> <p>The Secretary, in conjunction with the Director, will ensure that all members and persons with an interest in the Association are allowed to inspect the registers and books of the Association in accordance with the Rules.</p> |

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|                        | <p><b>3. Financial Management</b></p> <p>The Secretary will ensure that proper books of accounts are maintained and that adequate financial controls operate.</p> <p>The Secretary will ensure that annual financial statements, in a form meeting statutory requirements, are prepared. The Secretary will also ensure that a copy of the latest Annual Accounts and Auditor's Report is displayed in the public area of the Association's office.</p> <p>The Secretary will ensure the annual financial statements are presented to the Membership and the Auditor's report is also reported on.</p> |
| <b>Development</b>     | The Secretary is offered training where appropriate to help him/her develop their skills in relation to the responsibilities associated with the post.   |
| <b>Date approved</b>   | 21 March 2018  |
| <b>Date for review</b> | March 2021   |

## APPENDIX 8

### REMIT OF POLICY WORKING GROUP

| <b>Working Group:</b>   | <b>Policy Working Group:</b>   |
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| <b>Remit</b>  | <p>The remit of the Policy Working Group is to carry out a comprehensive review of the Association’s policies to confirm that they are ‘fit for purpose’ and to identify areas for new policy development. (This will involve consultation with a range of stakeholders to gain feedback and draw upon the relevant expertise). Feedback will be used as evidence to inform recommended changes and bring the Association’s policies into line with current legislation (e.g. 2014 Housing Scotland Act), regulatory requirements and the needs of the Association’s tenants and other customers.</p> <p>The specific remit will be to:</p> <ul style="list-style-type: none"> <li>✓ agree a programme for the full policy review including how tenant/ service user engagement is managed;</li> <li>✓ review in detail all policy revisions;</li> <li>✓ approve any minor policy updates or adopt model policies advocated by our professional bodies (SFHA etc);</li> <li>✓ where a fundamental re-write of a policy is required, the Working Group will agree the draft of the new policy, but present this to the full Management Committee for approval;</li> <li>✓ submit minutes of all meeting to the next Management Committee;</li> <li>✓ provide a progress report to the Management Committee each quarter.</li> </ul> <p>The Working Group will also identify those policies which are required by law to ensure that the Association is meeting its legal obligations. Officers will also be involved in developing staff procedures to ensure that policies are properly implemented.</p> |
| <b>Matters reserved for Management Committee that Working Group will advise on:</b> | <p>The Policy Working Group will lead on specific issues relating to amendments to the Association’s policies and report back to the Management Committee with recommendations. The Management Committee will make the final decision on these recommendations.</p> <p>Quarterly progress schedules will also be provided to the Management Committee by the Working Group.</p> <p>The Working Group will carry out detailed scrutiny on draft policies and provide feedback to the Management Committee. It is therefore expected that when policies are presented for approval, no changes will be required by the Management Committee.</p>   |

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| <b>How often Meetings are held:</b>       | <p>The Policy Working Group will agree its own meeting schedule. After 12 months Management Committee will review its remit and requirements.</p> <p>Feedback on policies can be provided by email.</p> |
| <b>Chair of the Policy Working Group:</b> | <p>The chair will be agreed by the Policy Working Group</p>   |