

Standing Orders	
Policy Implementation Checklist	
Policy Guardian	Chief Executive
Policy Author	Senior Corporate Services Officer
Policy Title:	Standing Orders
Approved by Chief Executive on:	6 March 2020
Approved by DPHA The Board on:	17 June 2020
Effective from:	18 June 2020
Due for Review on	June 2023
SHR Regulatory Framework: Regulation of Social Housing in Scotland	<p>Governance and Financial Management:</p> <ol style="list-style-type: none"> 1. The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users. 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. 3. The RSL conducts its affairs with honesty and integrity.'
Policy Linkages:	<ul style="list-style-type: none"> • DPHA Rules • Financial Regulations • Whistleblowing • Anti-Bribery • Fraud & Corruption • Code of Conduct for Staff • Code of Conduct for The Board Members • Freedom of Information • Privacy • Membership • Governing Body Members Handbook • Risk Management • Openness & Confidentiality • Equality & Diversity • Donations • Notifiable Events Policy (to be approved)

Training Completed on:	TBC
Posted on Website on:	TBC
Staff Sign Off Read and Training	TBC
The Board Sign Off and Training	TBC

Amendment Tracking

Date amendment approved	Section amended	Actioned by
15/08/18	Appendix 4 – MC Role Description replaced	LG
15/08/18	Appendix 6 – Role of Chair replaced	LG
15/08/19	Appendix 7 – Role of Vice Chair replaced	LG
19/8/18	Appendix 2 – Audit and Risk remit changed to include maximum of 7	LG
19/09/18	Appendix 3 – Staffing Remit changed to include maximum of 7	LG
21/10/18	Appendix 3 – Staffing Remit changed to add authority for Disc/Grieve for Chief Executive to Staffing Sub and Appeals to MC	LG
15/05/19	Appendix 8 – PRWG change of quorum to 3	LG
05/07/19	DA 3.6 - Delegated Authority on evictions changed from MC to Chief Executive	LG
14/08/19	Appendix 8 – Revised PRWG remit added	LG
14/08/19	Appendix 8 – PRWG amended to max 6 members and meet at least 4 time per year	LG
17/06/20	Change Director to Chief Executive.	LG
17/06/20	Change Senior Staff to Leadership Team.	LG
17/06/20	Change Housing/Property Manager to Customer Services Team Leader.	LG
17/06/20	Page 4: Delete contents as repeats contents in page 1.	LG
17/06/20	Page 9: Amendments have been made to reflect the Board's practice of appointing the Chief Executive as DPHAs Secretary.	LG
17/06/20	Pages 6 & 7: Formalising the role of the Policy Review Working Group.	LG
17/06/20	Page 7: The Governance Chart has been updated.	LG
17/06/20	Page 11: Reference to The Board meetings being held in other formats.	LG
17/06/20	Page 14: Mentions voting in a virtual meeting setting.	LG
17/06/20	Page 15 onwards: Reference to pandemic in the section on emergencies. Referring to strategies, policies and plans instead of just policies.	LG
17/06/20	Page 16: Reference to the Care Inspectorate and the Annual Assurance Statement.	LG
17/06/20	Page 17: Reference to the annual audit plan and other forms Of audit.	LG
17/06/20	Page 18: Reference to Notifiable Events and making donations.	LG
17/06/20	Page 20: Reference to factoring and commercial charges and charges for Dalmuir Out of School Care Group.	LG
17/06/20	Page 21: Reference to offers of grant.	LG
17/06/20	Page 23: Reference to compliance with SHR Regulatory requirements and legal duties added in.	LG

17/06/20	Page 25: Reference to property acquisitions and a section has been added in about advisors attending The Board meetings.	LG
17/06/20	Page 26: Reference has been made to The Board receiving and considering performance and monitoring reports on our care services.	LG
17/06/20	Page 35: The number of The Board meetings has changed from 12 to 8 in section 6.1. Amendments have also been made to the number of hours spent per year on being a The Board Member.	LG
17/06/20	Page 36: An appendix containing the Board Member Person Specification has been added.	LG
17/06/20	Page 54: The Section on Approval and Review has been revised to comply with the wording in SFHA's model document.	LG
17/06/20	Page 55: There is reference wording within Section 1.5 and 1.6 will need to change once the revised Model Rules are approved at the SGM being held on 9 September 2020.	LG
17/06/20	Page 60: The Secretary's Remit has been revised to reflect current practice within DPHA and to reflect the model role description produced by SFHA.	LG
17/06/20	Page 67: Reference has been added to the officers and Advisors attending meetings of the PRWG.	LG
15/01/21	Following approval of New Model Rules - change all reference from 'Committee' to The Board and Subs to Committees	LG
10/03/21	Change to the duration of when the Staffing Committee meet.	LG
10/03/21	Revisions made to the Board Role Description as per SFHA model revised Feb 2021	LG
10/03/21	Revisions made to the Chair Role Description as per SFHA model revised Feb 2021	LG
10/03/21	Deletion of the Secretary Role Description and duties reflected within the Standing Orders.	LG

Dalmuir Park Housing Association Limited

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Standing Orders

1. Introduction

- 1.1 These Standing Orders have been approved by the Board 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 Board. 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 Board. They will be reviewed at least every three years.

2. The Board

- 2.1 The Board 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 Board has agreed a remit which specifies its responsibilities and duties which is **Appendix 1** of this document.
- 2.3 The Board will meet at least **six** times each year (Rule 48).

3. Committees & the Policy Review Working Group

- 3.1 The Board has established two Committees to which it has delegated authority for particular decision taking activities in specified areas. The Committees are:
 - Audit and Risk
 - Staffing

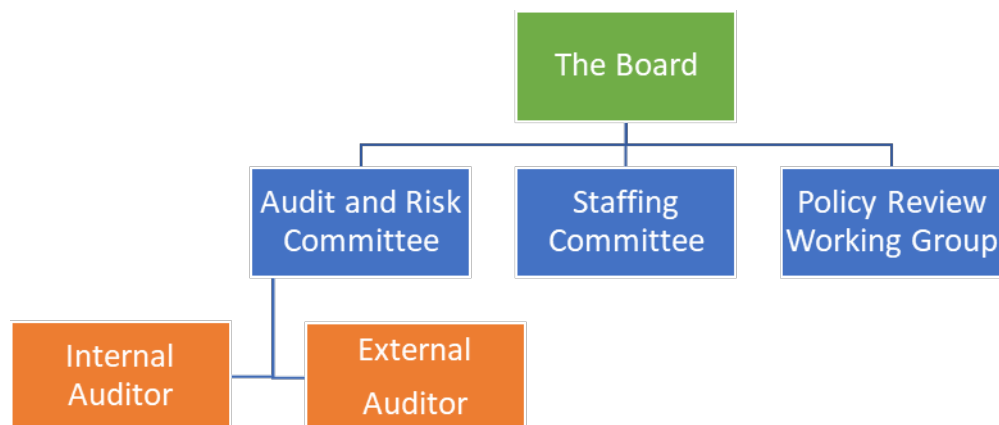
Their responsibilities are detailed in the remits which have been agreed by the Board. **Appendix 2** is the Audit and Risk Committee remit and **Appendix 3** is the Staffing Committee Remit. These remits will be monitored regularly and formally reviewed at least every three years.

- 3.2 The Board has established a Policy Review Working Group (PRWG), which forms part of the Association's governance structure as detailed in Section 3.3 below. **Appendix 8** is the remit for the PRWG. The main purpose of the PRWG is to review existing policies and consider new policies.

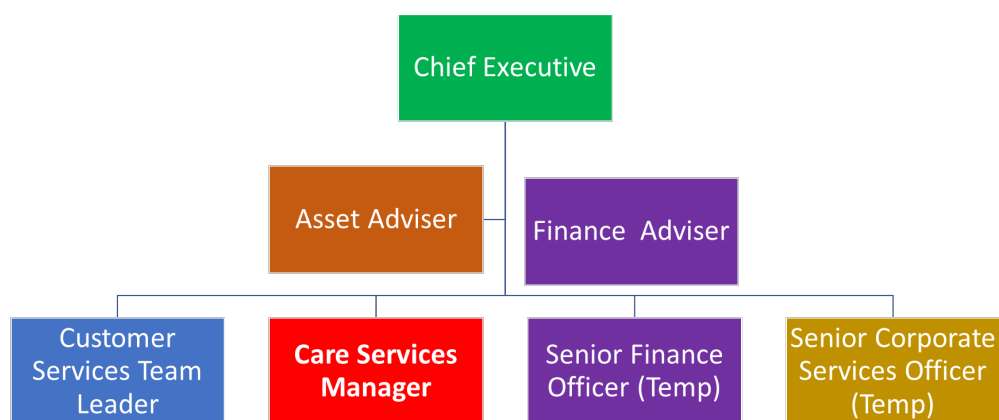
3.3 All Committees and the PRWG report to and are accountable to the Board.

The governance structure and relationships with the Leadership Team/key advisers at DPHA is as follows:

Governance Chart:



Leadership Team Chart (Interim):



3.4 The Audit and Risk Committee and the PRWG will meet at least **four** times each year and will report on their activities to the next meeting of the Board.

3.5 The Staffing Committee will meet as and when necessary and will report on its activities to the next meeting of the Board.

3.6 Each of the Committees may obtain appropriate professional advice on relevant matters without reference to the Board, 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 Board may establish hearing and appeals panels as required to hear, investigate and decide upon matters raised by breaches of the Code of Conduct of The Board Members.
- 4.2 Where appropriate, the Board may delegate authority for agreeing the membership and remit of individual panels to the Chair or where the matter involves the Chair, to the Chief Executive.
- 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 Board. The Hearing/Appeals Panel is accountable to the Board whose decision is final.

5. Working Groups and Advisory Panels

- 5.1 The Board may establish additional Working Groups and Advisory Panels to assist its consideration of specific issues. The Board will agree any delegated decision-making authority as required and such groups must be formally established, and a remit agreed by the Board. Working Groups and Advisory Panels will not normally be established for periods in excess of twelve months. The Board will decide the life span of each Working Group or Advisory Panel it establishes.
- 5.2 Remits for Working Groups and Advisory Panels as they are created will be attached to these Standing Orders as separate documents.
- 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 Board.

6. Membership

6.1 The Board

- 6.1.1 The Board will have no less than seven members appointed at the AGM (Rule 37.1). Membership of the Board will be not more than fifteen (including co-optees). The presence of co-optees at The Board Meetings will not be counted when establishing whether the minimum numbers of The Board Members are present to allow the meeting to take place as required by Rule 42.3 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 Board members and will always be followed.
- 6.1.2 Where a The Board member fails to attend four consecutive meetings of the Board without first obtaining leave of absence, they will automatically cease to be a member of the Board (Rule 44.3).

- 6.1.3 The Chair and other office bearers plus membership of the Audit and Risk and Staffing Committees will be agreed at the first The Board meeting following the AGM each year.
- 6.1.4 Co-opted members of the Board may be members of any of the 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 (Rules 42.1 to 42.3).

6.2 Committees

Committees may not co-opt additional members beyond those appointed from the Board unless by specific staff of the Board upon request. Any The Board 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 Board at the time the remit is agreed or may be delegated to the Chair or Chief Executive to determine.

6.4 Advisory Panels and Working Groups

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

6.5 Role of The Board Members

- 6.5.1 The Board has agreed a role for its members included at **Appendix 4**.

At least annually, the Board will identify the range of skills, knowledge and experience that it requires to fulfil the terms of its agreed remit. It will publicise the Board role description and identify the areas of skills, knowledge and experience required when inviting nominations for election to the Board.

- 6.5.2 The Board may co-opt anyone who is suitable to join the Board 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 Board in these Standing Orders include co-optees. In seeking co-options, the Board will have regard to the role description and identified skills, experience and knowledge required to perform the role of a member of the Board. People who are co-opted to the Board 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 Board, 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 Board has adopted and agreed the Scottish Federation of Housing Associations (SFHA) Model Code of Conduct for The Board Members and the Model Code of Conduct for staff members including arrangements for the declaration of conflicts of interest which are attached as **Appendix 5**. All The Board 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 Board, Committee, Working Group/Advisory Panel or Hearing/Appeals Panel. All agendas will contain a standing item for declaration of interests. All declarations will be recorded in the Minutes. The Board 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 Board 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 Board 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 Board will elect a Chair and a Vice-Chair and any other office bearer is sees fit. The Board has agreed a remit for the Chair and Vice Chair which specify their roles, responsibilities and duties. These form **Appendix 6** of these Standing Orders.
- 8.2 The Board has agreed to appoint the Chief Executive to perform the Secretary's role. Reference to the Secretary within DPHA Rules are at **Appendix 7** of these Standing Orders. The Secretary is responsible for compliance with DPHA Rules and for supervision of DPHA's seal.
- 8.3 In the absence of the Chair, the Vice-Chair will undertake the Chair's 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 Board, the incumbent Chair or in their absence, 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 Board following the AGM, the elected The Board will meet immediately after the AGM to elect office bearers to ensure that the efficient operation of business is not interrupted. The Chief Executive 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 Committees will also be appointed by the Board at the first meeting after the AGM as will convenors of any ongoing Advisory Panels or Working Groups.
- 8.6 Office Bearers must ensure that they liaise regularly and effectively with each other and with the Chief Executive and Leadership Team.

- 8.7 Committee Chairs are responsible for reporting to the Board on the decisions and actions taken by the relevant Committee and for ensuring that appropriate recommendations are made on matters requiring The Board approval.
- 8.8 Where a decision requires to be taken on a matter out with the delegated of meetings, and it is not practicable for a meeting (of either the Board or the relevant 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 Chief Executive has delegated authority to consult with the Chair of the Board or Chair of the relevant Committee to make a decision and implement action. A report will then be made to the next meeting of the Board or appropriate Committee for homologation.
- 8.9 The Board and 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 Board or Committee for homologation.

9. Meetings

- 9.1 All meetings will be held in venues or via a technical platform which are accessible to all members. Meetings being held on the telephone, video conferencing, Facetime, Skype or equivalent.
- 9.2 A schedule of all meetings of the Board and Committees will be agreed at the first Committee meeting following the AGM.
- 9.3 In the event of a special meeting of the Board being called by the Chair or two The Board members, the provisions within the Rules which relate to special meetings will be applied (Rules 56.1 to 57).

10. Quorum

- 10.1 The quorum for meetings of the Board is **four** (Rule 48).
- 10.2 The quorum for meetings of Committees is **three** (Rule 58.1).
- 10.3 Co-optees do not count towards determining the quorum at either The Board or Committee meetings (Rule 42.2).
- 10.4 For any meeting or any item of business, any member who is able to participate by telephone, video conference/Skype/Facetime 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 Board.

11. Business at Meetings

- 11.1 At least seven days' advance notice of meetings will be given (Rule 50). The Board 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 papers.
- 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 Committee Chairs and the Chief Executive will liaise over the preparation of the Agenda for meetings of the Board and Committees.
- 11.4 Members of the Board, Committees, Working Groups, Advisory Panels and Appeal/Hearing Panels may propose items for inclusion on the Agenda for a meeting by contacting the Chair of the relevant Committee or the Chief Executive. 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 Board, the Vice-Chair will preside over the meeting or, failing them also not being present, the Board 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 Committee or a Working Group/Advisory Panel or Appeals/Hearing 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.
- 12.5 Appendix 6 contains the role description for the Chair and Vice Chair.

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 Chief Executive will normally attend all meetings of the Board and Committees with additional officers in attendance where appropriate.
- 14.2 The Chief Executive, in consultation with the Chair, may invite relevant staff to attend all or part of a The Board or Committee meetings where appropriate.
- 14.3 Staff attending meetings of the Board or 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 Board or Committee in the event of specific agenda item(s) being deemed to be taken in private. This is unlikely to happen frequently and the Chief Executive will normally remain during such discussions.
- 14.5 The Chief Executive will determine appropriate staff attendance and support for any Working Groups or Advisory Panels established by the Board.
- 14.6 The Chief Executive 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 Board and 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 The Board 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 Board and the agreed version thereafter signed by the Chair.
- 16.2 Minutes of Sub-Committees will be presented to the next meeting of the Board 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 Board 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 Board or relevant 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 Board, Committees and Working Groups/Advisory Panels. In practice, this is delegated to the most senior member of staff in attendance at the Board 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. For meetings being held virtually, members will have to clearly state their decision for the purpose of the minute. 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 (Rule 30).
- 17.3 A member may request that their 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 Board only 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, or commercial sensitive 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 such as a pandemic.
- 19.2 Where urgent or emergency decisions are required and it is not practicable to hold a meeting of the Board or Office Bearers, the Chair (or in their absence, the Vice-Chair) and Chief Executive (or in their absence, Leadership Team 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 Board at the earliest opportunity for homologation.

20. Delegated Authority

- 20.1 The Board is responsible for all decisions taken and actions carried out by or on behalf of the organisation. The Board 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 Board and is set out below for that purpose.
- 20.3 All matters not specified in the Scheme of Financial Delegated Authority are reserved to the Board, unless the matter is urgent, in which case, the Chair and the Chief Executive are authorised to take decisions and implement action, provided a report is made to the next meeting of the Board for homologation. It will be for the Chair to decide whether a special meeting of the Board should be called for that purpose, in accordance with the Rules.
- 20.4 The Scheme of Financial Delegated Authority to staff relates to operational responsibilities.
- 20.5 The Chief Executive is responsible to the Board for the implementation of strategies, policies and plans and for the day to day running of all aspects of the organisation's activities. The Board, therefore, delegates authority to the Chief Executive to enable the discharge of responsibilities expeditiously, without necessarily referring to the Board. Office Bearers, who are elected The Board Members appointed by the Board, acting with Leadership Team, 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 Chief Executive.
 - Take decisions on specific issues between meetings that have been delegated to one or more Office Bearers by the Board.
- 20.4 The Chief Executive, in consultation with Leadership Team, 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 Board has agreed the following specific delegations to manage routine business matters and this is clearly defined in the following **Scheme of Delegation (Sections 21 to 25 apply)**.

21. Governance

Ref	Authority for	Delegated to
DA 1.1	<p>Approving Annual Returns to the Scottish Housing Regulator, Care Inspectorate and Scottish Government.</p> <p>Signing and authorising Annual Returns to the Scottish Housing Regulator, Care Inspectorate and Scottish Government.</p> <p>Submission of Returns to the Scottish Housing Regulator, Care Inspectorate and Scottish Government for consideration.</p>	<p>The Board.</p> <p>Chief Executive with approval from The Board.</p> <p>Chief Executive or designated officer.</p>
DA 1.2	Submitting the Annual Assurance Statement to the SHR once approved by the Board.	Chief Executive.
DA 1.3	<p>Signing and authorising Annual Returns to OSCR.</p> <p>Submission of Returns to OSCR for consideration.</p>	<p>The Board.</p> <p>Chief Executive or designated officer.</p>
DA 1.4	<p>Signing and authorising Annual Returns to Financial Conduct Authority.</p> <p>Submission of Returns to FCA for consideration.</p>	<p>Approved by The Board as part of the annual accounts. Signed by Secretary.</p> <p>Chief Executive or designated officer.</p>
DA 1.5	<p>Approval of strategies, policies and plans. .</p> <p>Minor policy updates</p>	<p>The Board.</p> <p>PRWG.</p>
DA 1.6	Approval of authorised signatories.	The Board.
DA 1.7	Approval of recommendation to the AGM on the appointment of the external auditors.	The Board, on recommendation from the Audit and Risk Committee
DA 1.8	Approval of appointment of internal auditors.	The Board, on recommendation from Audit and Risk Committee.
DA 1.9	Approval of the external and internal audit fees.	The Board, on recommendation from Audit and Risk Committee.
DA 1.10	Approval of the annual audit work plan.	The Board, on recommendation from Audit and Risk Committee.
DA 1.11	Agree any remedial action identified by the internal auditor.	The Board, on recommendation from Audit and Risk Committee.
DA 1.12	Agree any remedial action identified through other forms of audit e.g. H&S audits	The Board, on recommendation from Audit and Risk Committee.
DA 1.13	Preparation and issue of notice, agenda, papers and minutes for meetings of the Board.	Chief Executive, in consultation with the Chair.

DA 1.14	Approval of draft minutes of The Board meetings.	Chair.
DA 1.15	Preparation and issue of notices, agenda, papers and minutes sub-committees.	Chief Executive, in consultation with respective Chair's
DA 1.16	Preparation and issue of notices, agenda, papers and minutes of Hearing/Appeals/Advisory Panels and Working Groups (parties/groups/panels).	Chief Executive (unless they are the subject of the hearing or appeal) in consultation with respective Chairs.
DA 1.17	Approval of draft minutes of Committee meetings.	Appropriate Chair.
DA 1.18	Preparation and issue of notice, agenda, papers and minutes for AGM.	Secretary (Chief Executive), in consultation with Chair.
DA 1.19	Approval and monitoring of all Registers required by Regulators.	Secretary will keep all required registers. The Board and for asset/financial registers on recommendation from Audit and Risk Committee.
DA 1.20	Maintenance of all Registers required by Regulators.	Chief Executive.
DA 1.21	Agreeing inclusion of new contractors and consultants on approved lists where they exist.	Chief Executive.
	Maintenance of list of current contractors/consultants.	Finance Agent.
DA 1.22	Making/approving statements to the press or other public statements.	Chair and/or Chief Executive.
DA 1.23	Disposal of land and property requiring specific consent.	The Board.
	Disposal of land and property covered by general consent.	The Board.
DA 1.24	Taking and granting of leases.	Chief Executive.
DA 1.25	Approving pension and death in service benefit arrangements.	Chief Executive.
	Day to day pension operations and signatory.	Finance Agent.
DA 1.26	Submitting Notifiable Events to the SHR.	Chair or Chief Executive.
	Submitting Notifiable Events to the Care Inspectorate.	Care Services Manager or Chief Executive.
DA 1.27	Making donations to local organisations in accordance with DPHAs purpose and charitable objects up to the value of £200.	Chair or Chief Executive.

22. Finance and Staffing

Ref	Authority for	Delegated to
DA 2.1	Approve permanent additions and deletions to the staffing structure.	The Board.
DA 2.2	Approve significant changes to terms and conditions of employment.	The Board, on recommendation from Staffing Committee.
DA 2.3	Development and negotiation of all issues relating to remuneration of staff, working environment, training and development and dignity at work.	The Board, on recommendation from Staffing Committee. (As DPHA full EVH members, DPHA will be bound by joint negotiating arrangements regarding key aspects of remuneration and staff terms and conditions.)
DA 2.4	Recruitment of Chief Executive.	Staffing Committee.
DA 2.5	Recruitment of Leadership Team.	Chief Executive.
DA 2.6	Line Management of Chief Executive.	Chair.
DA 2.7	Line Management of Leadership Team.	Chief Executive.
DA 2.8	Line Management of all other staff.	Appropriate Team Leader.
DA 2.9	Grievance and Disciplinary issues relating to Chief Executive.	Chair and Office Bearers.
DA 2.10	Grievance and Disciplinary issues relating to Leadership Team.	Chief Executive.
DA 2.11	Grievance and Disciplinary issues relating to all other staff.	Appropriate Team Leader.
DA 2.12	Agreeing Financial Regulations and Procedures.	The Board.
DA 2.13	Approving borrowing and investment strategies and principles.	The Board.
DA 2.14	Reviewing the Associations statement on internal control systems prior to endorsement by The Board and reviewing business risk and the management of these risks.	The Board, on recommendation from Audit and Risk Committee.
DA 2.15	Approval of Annual Accounts.	The Board on recommendation from Audit and Risk Committee.
DA 2.16	Approval of Budget.	The Board.
DA 2.17	Monitoring financial performance and reporting to The Board.	Chief Executive, Finance Agent and Audit and Risk Committee.
DA 2.18	Ensuring annual external audit carried out.	Finance Agent and Chief Executive.

DA 2.19	Agreeing and implementing remedial action identified in the course of the annual external audit.	Audit and Risk Sub-Committee (reporting to The Board).
DA 2.20	Agreeing and overseeing the implementation of changes to accounting policies and practices.	Audit and Risk Sub-Committee, Chief Executive, Finance Agent.
DA 2.21	Agreeing the opening and closure of bank or building society accounts. Holding of all bank and cheque books and other financial documentation.	The Board. Finance Agent and Chief Executive.
DA 2.22	Approve the terms of all insurances.	Finance Agent and Chief Executive.
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.	Chief Executive and officers specifically identified in Financial Regulations.
DA 2.25	Agree action to address any short term cash flow difficulties.	The Board.

23. Customer Service - Housing Management Portfolio

Ref	Authority for	Delegated to
DA 3.1	Signing tenancy agreements	Customer Services staff as appropriate
DA 3.2	Approval of the setting of annual rents, service charges, factoring and commercial charges and Dalmeir Out of Schools Care Group charges.	The Board.
DA 3.3	Agree to the writing off of arrears within the terms of Financial Regulations	The Board.
DA 3.4	Agree to the writing off of rechargeable repairs or equivalent within the terms of Financial Regulations.	The Board.
DA 3.5	Instructing Recovery Action for breach of tenancy/occupancy/lease conditions.	Customer Services Team Leader.
DA 3.6	Agreeing Eviction.	Chief Executive
DA 3.7	Approving the terms of the customer satisfaction survey and commissioning the project.	The Board.

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 The Board. Approving Site Acquisition.	Chief Executive. The Board.
DA 4.2	Approving submissions to the Local Authority's Strategic Housing Investment Plans (SHIP)/Strategic Local Programmes (SLP). Approval for 'In Principle' Commitment/ Outline Scheme Proposals to new development/stock growth. Approval to invest in new development/ stock growth.	The Board. The Board. The Board.
DA 4.3	Ensuring any targets specified in the Local Authority's Strategic Housing Investment Plan (SHIP)/Strategic Local Programmes (SLP) are achieved.	Chief Executive.
DA 4.4	Approving outline scheme proposals.	The Board.
DA 4.5	Agreeing savings to individual schemes: Up to 10% of agreed costs. Over 10% of agreed costs.	Chief Executive. The Board.
DA 4.6	Negotiating terms of loans to fund individual developments and making recommendations to the Board.	Finance Agent.
DA 4.7	Ensuring borrowings and investments comply with statutory and regulatory requirements and Rules.	Chief Executive, Finance Agent and The Board.
DA 4.8	Negotiating grant(s) to fund individual developments.	Chief Executive, Finance Agent and Development Consultant.
DA 4.9	Appointment of Contractors and Consultants. Appointment of Contractors and Consultants – New development.	Chief Executive, Finance Agent, Customer Services Team Leader or Care Manager. The Board.
DA 4.10	Approval of Claims against Contractors/Consultants. Intimation of claims.	Chief Executive. Customer Services Team Leader/Asset Adviser, Finance Agent, Finance Officer.
DA 4.11	Accepting offers of Affordable Housing Grant.	The Board.

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 The Board members as and when required.
DA 5.2	Contracts: Employment. Development Consultants. For Works, Goods and Services.	Chief Executive. Chief Executive. As per Scheme of Delegated Authority.
DA 5.3	Signing and authorising Annual Returns to Regulators, the Scottish Government (including The Scottish Housing Regulator and OSCR) and the Care Inspectorate.	Chair and/or Chief Executive.
DA 5.4	Invitations to Tender.	Chief Executive, Customer Services Team Leader, Asset Adviser, Finance Agent, Care Services Manager, Corporate Services Officer.
DA 5.5	Local Authority's Strategic Housing Investment Plans (SHIP)/Strategic Local Programmes (SLP).	Chief Executive or The Board.
DA 5.7	Tenancy Agreements, Shared Ownership Occupancy Agreements and Leases.	Operational staff as appropriate.
DA 5.8	West Dunbartonshire Council Housing Development Funding documentation.	Chief Executive and Customer Services Team Leader.
DA 5.9	Grant Claims.	Chief Executive and Customer Services Team Leader/Care Manager/Finance Officer
DA 5.10	Loan documentation.	Chief Executive 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 Board

The membership arrangements for the Board are defined in Rules 6 to 12.

1. Responsibilities and Principles (Rules 45 to 47)

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 Board provides strategic leadership of the organisation and as such, will confine itself to consideration of strategy, policy, overriding performance issues, compliance with Regulatory requirements and legal duties, major new developments, overall responsibility for the finances of the Association, effective supervision of the Chief Executive, (and through the Chief Executive, the staff) and the work of its 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 Chief Executive, staff team and any agents engaged to support them.

2. The Functions of the Board (none of the which shall be capable of delegation)

The functions of the Board are:	How will the Board 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 of the Business Plan.
2. Establish strategies, policies and plans to achieve those objectives.	By an annual review of the Business Plan.
3. Approve each year's report and financial statements prior to publication and approve each year's budget including setting rent, service charges, factoring and commercial charges and fees for DOSCG.	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 Committee.
4. Establish and oversee a framework of delegation and internal systems of control.	By creating Standing Orders, deciding the role and remit, composition and terms of reference of the Board, Sub-Committees and staff structure of the Association.

The functions of the Board are:	How will the Board discharge its functions?
5. Agree strategies, policies and plans 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 Leadership Team 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 strategies, policies plans, budget, controls and decisions.	By receiving minutes of each The Board meeting and Audit & Risk Committee and management accounts. The Board Chairs/Chief Executive and Finance Agent to inform the Board of significant issues and variations referred to in minutes of Committees. The Chief Executive/ Finance Agent to inform the Board of other relevant issues.
7. Appoint (and if necessary, remove) the Chief Executive	The Board
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, The Board and Committees will initiate external advice as and when required subject to approval by the Board if there are significant impacts on budget.

3. Specific Tasks

In addition, the Board 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 Chief Executive;
- 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 and residents in the work of the Association. Ensure that decision-making is open and accountable to tenants, residents 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 Board from time to time, on the effectiveness of the system of internal controls;
- j) New housing developments and business/community initiatives;
- k) Reviewing the Board'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.
- p) Property acquisitions.

4. Officers Reporting to the Board

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

5. Officer Servicing the Board

The designated officer responsible for governance support is the Senior Corporate Services Officer (this job title may change as a result of the staff restructure).

6. Advisors Reporting to The Board

Advisors may attend The Board meetings for specific agenda items as and when required.

7. Agendas, Minutes and Reports

Agendas, Reports and Minutes of Meetings of the Board/ Committees will be circulated to all Members no later than seven days before the meeting.

8. Observers

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

9. 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.

To receive and consider appropriate performance and monitoring reports in relation to the delivery of DPHAs care services.

APPENDIX 2

TERMS OF REFERENCE - AUDIT AND RISK COMMITTEE

Name of Committee:	<p><i>Audit and Risk Committee</i></p> <p>The role of this Committee is to advise the Board 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 Committee takes non-executive responsibility for the direction of both internal and external audits.</p>
Matters reserved for the Board which the Committee advises on:	<p>The Audit and Risk 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"> 1. Overseeing the process for selecting the external auditor and making appropriate recommendations through the Board to the members/shareholders to consider at the AGM. 2. Overseeing the process for selecting the internal audit service provider and recommending them for appointment by the Board. 3. Recommending the external and internal audit fees for The Board approval. 4. Reviewing the Association's statement on internal control systems prior to endorsement by the Board and reviewing the policies and process for identifying and assessing business risks and the management of those risks by the Association. 5. Reviewing, and challenging where necessary, the actions and judgements of the Leadership Team and advisors, in relation to the interim and annual financial statements before recommending approval by the Board, paying particular attention to: <ul style="list-style-type: none"> • critical accounting policies and practices, and any changes in them; • decisions requiring a major element of judgement; • the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed; • the clarity of disclosures; • significant adjustments resulting from the audit; • the going concern assumption; • compliance with accounting standards; • compliance with regulatory and other legal requirements 6. Ensure effective co-ordination between internal and external audit. 7. Actively identifying and managing strategic risks and ensuring risk consideration and management are embedded in the organisation. 8. Reviewing regularly its terms of reference and its own effectiveness and recommending any necessary changes to the Management the Board. 9. Review of management accounts bringing to the attention of The Board any

	major areas of concern.
Matters specifically delegated to the Committee by the Board:	<ol style="list-style-type: none"> 1. Reviewing the reports of the Leadership Team and advisors and Internal Audit on the effectiveness of systems for internal control, financial reporting and risk management, including the fraud and loss report. 2. Reviewing and keeping track of progress from internal and external audits and independent recommendations in the Recommendations Monitor. Progress reports to the Board. 3. Assessing independence of the external auditor, ensuring that key partners are rotated at appropriate intervals. 4. Approving any fees in respect of non-audit services provided by the external auditor. 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. 6. Assessing the effectiveness of the external auditor, including consideration of qualifications, expertise and resources. 7. Reviewing, with the external auditors, the findings of their work. 8. Reviewing the external auditor's management letter and management's response. 9. Considering the Leadership Team and advisor's response to any major external or Internal Audit recommendations. 10. Approving the Internal Audit strategy and programme for the Association and ensuring that the scale of the Internal Audit service is appropriate. 11. Assessing the effectiveness of the Internal Audit service. 12. Providing assurance that there is a systematic risk assessment process and that the risk management framework is effectively embedded in the organisation. 13. Considering the risk register and adequacy of mitigating actions and report to the Board. 14. Reviewing the Association's procedures for handling allegations from whistle-blowers, suspected incidents of corruption, fraud and bribery. 15. Considering the Register of Fraud, Corruption, Bribery and Whistleblowing and the adequacy of actions, annually reporting to the Board. 16. Considering other matters on strategic risk and internal control, as requested by the Board. 17. Ensuring appropriate disaster recovery and business contingency plans are in place and regularly tested. 18. Keeping under review the latest guidance and codes from the SHR and the Auditing Practices the Board (part of the Financial Reporting Council) and ensure the applicable recommendations are implemented. 19. Reviewing covenant compliance and ensuring systems in place to prevent breach.
How often meetings are held:	The Audit and Risk Sub-Committee will normally meet a minimum of 4 times a year . Emergency meetings may be called by the Chair of the Audit and Risk Committee who will work with the Chief Executive/Secretary to set a convenient day within two weeks.
Chair of the	The Chair of the Audit and Risk Committee is appointed by the Board and must

Committee (and who, if anyone, may not chair it):	not hold office continuously for 2 terms of 3 years . The Chair of the Audit and Risk Committee is to be a member of the Board 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 Committee.
Composition of the Committee (and any restrictions on membership of it)	The membership of the Audit and Risk Committee is drawn from the Board. The selection of the Audit and Risk the Board Members is based entirely upon skills and competencies. At least one member of the Audit and Risk 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 three and up to seven members, who should all be non-executive members. Additional members may be appointed to the Audit and Risk Committee to address specific issues.
How the Committee is appointed:	By the Board in consultation with the Audit and Risk Committee: Committee Chair. Members are appointed for terms of three years.
Quorum:	A quorum will be three members of the Committee. Co-optees will not count towards the quorum.
Additional points:	<ol style="list-style-type: none"> 1. The minutes of the Audit and Risk Committee will be reported to the next The Board meeting for information and approval of recommendations. The minutes can be in draft form at that stage. 2. The Chair of the Audit and Risk Committee may access legal advice from the Association's appointed legal advisers at the expense of the Association. 3. Both internal and external auditors have direct access to the Chair of the Audit and Risk Committee where necessary. 4. The Chair of the Association may be a member of the Audit and Risk Sub-Committee but cannot be Chair of the Committee. 5. In circumstances where a vote is required and the votes are equal, the Chair of the Audit & Risk Committee has a casting vote. 6. The Chief Executive and other senior officers/advisers as required will normally be in attendance at Audit and Risk Committee meetings. 7. The Board may meet the external auditors without paid staff being present should the Chair of the Audit and Risk Committee consider it necessary and will meet with the External and Internal Auditors annually without paid staff being present. 8. Governance support will be provided by the Association's designated officer with responsibility for such matters.
Date Approved:	17 June 2020
Date for Review:	June 2023 or earlier if required by the Board

APPENDIX 3

TERMS OF REFERENCE – STAFFING COMMITTEE

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

How often meetings are held:	The Staffing Committee will meet twice per year, normally at 6 month intervals.
Chair of the Board (and who, if anyone, may not chair it):	The Chair of the Staffing Committee is appointed by the Board and does not serve for more than two terms of 3 years . The Chair of the Board should not be Chair of the Staffing Sub-Committee.
Composition of Committee (and any restrictions on membership of it)	The membership of the Staffing Committee is drawn from the Board. The selection of members is based entirely upon skills and competencies. At least one member of the Staffing Committee should, where possible, have some recent and relevant staffing experience.
Number of members:	At least three and up to seven members, who should all be the Board members. Additional members may be appointed to the Staffing Committee to address specific issues.
How the Board is appointed:	By the Board in consultation with the Staffing Committee Chair. Members are appointed for terms of three years.
Quorum:	A quorum will be three members of the Staffing Committee. Co-optees will not count towards the quorum
Additional points:	<ol style="list-style-type: none"> 1. The minutes of the Staffing Committee will be reported to the next The Board meeting for information and approval of recommendations. The minutes can be in draft form at that stage. 2. The Chair of the Staffing Committee may access legal advice from the Association's appointed legal advisers, with approval from the chair of the Board, at the expense of the Association. The Sub-Committee may also seek other expert advisers as necessary. 3. In circumstances where a vote is required and the votes are equal, the Chair of the Staffing Committee has a casting vote. 4. The Chief Executive and other senior officers/advisers as required will normally be in attendance at Staffing Sub-Committee meetings.
Date Approved:	17 June 2020
Date for Review:	June 2023 or earlier if required by the Board

APPENDIX 4

Role Description for the Board Members of DPHA (Based on SFHA's model role description, May 2018 (revised 2021))

1. Introduction

"The Board leads and directs the RSL to achieve good outcomes for its tenants and other service users." Regulatory Standards of Governance and Financial Management, Standard 1¹

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a Board Member (BM) of Dalmuir Park Housing Association (DPHA). It should be read in conjunction with the accompanying person specification (see Appendix 1) 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 BM and is committed to ensuring broad representation from the communities that it serves. BMs 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 Board is able to fulfil its purpose. We have developed a profile for the BM which describes the skills, qualities and experience that we consider to lead and direct DPHA and 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 Board, whether elected or co-opted, or appointed new or experienced. It is subject to periodic review.

2. Primary Responsibilities

- 2.1 As an BM your primary responsibilities are, with the other members of the Board, to
 - Lead and direct DPHA's work
 - Promote and uphold DPHA's values
 - Set and monitor standards for service delivery and performance
 - Control DPHA's affairs and ensure compliance

¹ Scottish Housing Regulator (February 2020) *Regulation of Social Housing in Scotland: Our Framework* available [here](#)

- Uphold DPHA's Code of Conduct and promote good governance.

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 The Board Members which every member is required to sign on an annual basis and uphold throughout their membership of the Board.

3.2 Each BM must accept and share collective responsibility for the decisions properly taken by the Board. Each BM 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. BMs 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 be informed about and ensure that DPHA's plans take account of views of tenants and other customers
- To ensure that DPHA operates within and be assured that DPHA is compliant with the relevant legal requirements 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 oversee and ensure that DPHA's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants
- To act, along with the other members of the Board, as the employer of DPHA's staff
- To ensure that DPHA is open accountable to tenants, regulators, funders and partners

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 Board and committees
- Contribute effectively to discussions and decision making
- To exercise objectivity, care and attention in fulfilling your role
- 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 Board and between the Board 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 8 regular meetings of the Board	16hrs
Reading and preparation for meetings of the Board	24hr
Attendance at up to 4 committee meetings (optional)	8hrs
Reading and preparation for committee meetings	8hr
Attendance at annual planning and review events (including individual review meeting)	6hrs
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits (optional)	4hrs
Attendance at internal briefing and training events	12hrs
External Training and conference attendance (optional - may include overnight stay or weekend)	24hrs

Total	102hrs
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7. What DPHA Offers BMs

7.1 All BMs are volunteers and receive no payment for their contribution. DPHA has an Entitlements, Payments and Benefits Policy which prevent you or someone close to you from benefiting personally from your involvement with DPHA. This and related 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 BM are fully met and promptly reimbursed.

7.2 In return for your commitment, DPHA offers:

- A welcome and introduction when you first join the Board;
- A mentor from the Board 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 and
- The chance to network with others with shared commitment and ideals.

8. Review

8.1 This role description was approved by the Board on 10 March 2021. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Board not later than March 2024.

Appendix 1:

The Board Member - Person Specification

Skills, Knowledge and Experience	Essential	Desirable
Skills and Abilities		
Good communication	✓	
Leadership	✓	
Strategic direction and decision-making	✓	
Understanding of equality and diversity	✓	
Effectively participate at meetings (Question, challenge and contribute)	✓	
Community relations issues		✓
Experience and Knowledge		
Governance, regulation and inspection		✓
Strategic business planning and performance management		✓
Community development/wider role		✓
Housing management		✓
Care services		✓
Financial management, investment or risk management		✓
Property development or construction		✓
Relevant legislation and best practice in social housing		✓
Housing Regeneration		✓
Human resource management		✓
Sitting on a constituted Residents Association or Management The Board		✓

APPENDIX 5

CODE OF CONDUCT FOR THE BOARD MEMBERS (Based on SFHA model Code of Conduct, August 2017)

1.0 Introduction

There are references throughout this Code of Conduct (the Code) to 'you' and 'your' which means the member of the Board 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 The Board. You have a personal responsibility to uphold the requirements of this Code. You cannot be a member of the Board 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 Conduct². 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 Board 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. The Board 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 Board 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 Board to remove the member(s) involved.

² 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 The Board 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.³
- 3.2 Each principle is described, as it applies to the activities of a RSL and its The Board 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 The Board 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 Dalmeir 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 Board member

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

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 Board (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 Board, 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 connected⁴ 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.

⁴ 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 Board.
- 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 Board member to report any concerns they have about possible fraud, corruption or other wrongdoing.⁵
- 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.⁶
- 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.

⁵ 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.

⁶ 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 Board 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 Board 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 Board.
- E.5 You must uphold our equality and diversity, whistleblowing and acceptable use⁷ 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 Board 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 The Board, 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.

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

- 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 Dalmeir 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.
- F.3 Y You should contribute positively to our activities by regularly attending and participating constructively in meetings of the Board, its committees and working

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

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 Board 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 Board 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 Board, staff or other partners.
- G.8 You must not act in a way that could jeopardise our reputation or bring us into

disrepute.⁸

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 Board has a personal and individual responsibility to promote and uphold the requirements of this Code. If any member of the Board 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 Board 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 Board Management on 17 June 2020. It will be reviewed not later than June 2023.

⁸ This includes activities on social media, blogs and networking sites.

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 Board. 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 Board which could result in my removal.

Signed _____

Date _____

1. Introduction

- 1.1 Being a member of our Board 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 The Board 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 Board Member and your personal (or personal business or financial) interests.
- 1.3 Any potential conflict between your position as a member of the Board 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 Board 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 Chief Executive. If doubt remains, the advice would always be 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>1. Members of your household</p> <p>This includes:</p> <ul style="list-style-type: none"> • Anyone who normally lives as part of your household (whether related to you or otherwise) • Those who are part of your household but work or study away from home 	<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>2. Partner, Relatives and friends</p> <p>This includes:</p> <ul style="list-style-type: none"> • Your partner (if not part of household) • Your relatives and their partners • Your partner's close relatives (i.e. parent, child, brother or sister) • Your close friends • Anyone you are dependent upon or who is dependent upon you • Acquaintances (such as neighbours, someone you know socially or business contacts/associates) 	<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

- 3.3 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 Board 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 Board Members will be required to complete a form on an annual basis at the first meeting of the Board 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 Board – 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 Board.
 - c) Information that suggests that there may have been a breach of the Code by a member of the Board.

- 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 guidance⁹) 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 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 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 Board 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.
- 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

⁹ Scottish Housing Regulator, Feb 2016

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 Board 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 Board, not including the Chair, who will make a report and recommendations to the Board. 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 Board. 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 Board.

- A.16** Any investigation of a potential breach should be notified to the individual concerned within seven days of the decision to investigate. The Board Member must be notified in writing of the nature of the complaint and the arrangements proposed for investigation.
- A.17** The Board 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 Board 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 Board 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 Board 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 Board may require the member to stand down from their position in accordance with the Rules.
- A.21** If the Board 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 Dalmuir 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.

A.25 **Approval and Review**

This protocol was approved by the Board of Dalmuir Park Housing Association on 17 June 2020. It will be reviewed immediately following its implementation to deal with a potential breach or not later than June 2023, whichever is the earlier.

Role Description for Chair of DPHA

(Based on SFHA model role description, May 2018 (Revised February 2021))

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 Committees. The responsibilities described here are additional to those set out in the Board Members' (BM) role description. It should be considered alongside DPHA's Rules and Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy.
- 1.2 This role description will be used to support the annual review of the Boards effectiveness. It will be used to appoint the Chair and Committee Chairs after each AGM. BMs 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 DPHA may not also serve as the Chair of a Committee and each Committee must elect a different Chair.
- 1.5 An overview of the Role of the Chair is outlined in Rule 59.6 of DPHA's Rules.
- 1.6 The Chair will be elected by the Governing Body each year at the first Board meeting following the AGM. Whilst the Chair of DPHA can be re-elected, in accordance with Rule 59.11 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 Committee constructively, provide direction and manage meetings effectively
 - To develop and maintain a constructive and positive working relationship with the Chair and Chief Executive and Leadership Team
 - To uphold DPHA's Code of Conduct and promote good governance

- To ensure decision making complies with Standing Orders and Scheme of Delegation
- To be a positive ambassador for DPHA
- To ensure that DPHA's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required
- To be accountable for the action of the Chair

3. Leadership and Direction

3.1 The Chair is expected to:

- Represent DPHA positively and effectively
- Set the style and tone of the Board or Committee meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for DPHA's Board
- 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 Board 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 Board's responsibilities
- Ensure that the Board 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 BM's by promoting access to relevant induction, training and development opportunities

4. Working with the Chief Executive

4.1 The Chair should:

- Establish a constructive relationship with the Chief Executive and ensure that their respective roles of leading and managing are recognised and promoted effectively. Committee Chairs should establish similar relationships with the relevant Leadership Team member.
- Ensure that the conduct of DPHA's business continues effectively between meetings of the Board 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 Chief Executive, in accordance with DPHA's agreed recruitment practices
- Carry out, with at least one other BM the Chief Executive's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the Board
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the Chief Executive
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Chief Executive, in accordance with DPHA's agreed procedures.

5. Promoting Good Governance

5.1 The Chair is required to:

- Promote and demonstrate the highest standards of ethical conduct and integrity
- Build and sustain constructive relationships with other office bearers, members of the Board and Senior Staff.
- 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 Board meetings of DPHA, in accordance with the Rules and Standing Orders
- Ensure that all Board members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- Ensure that effective induction and ongoing training and support are provided to all MC's and that annual performance reviews are conducted in accordance with DPHA policy.
- 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

6. Conduct of HA's Business

6.1 The Chair is expected to:

- Ensure that DPHA's business is efficiently and accountably conducted between Board meetings
- Sign (or otherwise authorise) cheques and documents requiring the Board 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 experience required to lead DPHA effectively is available to the Board and that the Board is able to access specialist support when necessary
- Lead the Board succession planning and recruitment to ensure good governance and regulatory compliance

7. Monitoring and Review

- 7.1 This role description was approved by the Governing Body on 10 March 2021. It will be reviewed not later than March 2024.

Role Description for Vice Chair of DPHA

(Based on SFHA model role description, May 2018 (revised February 2021))

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 Board Members' (BM) 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 Board, every year at the first meeting following the AGM.
- 1.4 In accordance with Rule 59.11 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 Board member and may also be carried out by a former office bearer.

2. Role of Vice Chair

- 3.1 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.**
- 3.2 When known in advance, the Vice Chair should ensure that they are available for any Board 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 10 March 2021. It will be reviewed not later than March 2024.

APPENDIX 7

SECRETARY'S REMIT

(Based on SFHA model role description, May 2018 (Revised February 2021))

Role Description for Secretary of DPHA

1. Introduction

- ~~1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of DPHA. It should also be considered alongside DPHA's Rules and Standing Orders.~~
- ~~1.2 The role of the Secretary at DPHA is carried out by the Chief Executive in accordance with Standing Orders.~~
- ~~1.3 All of the practical duties detailed at 2.1 will be delegated to the Chief Executive.~~

2. Duties of the Secretary

- ~~2.1 DPHA's Rules specify the Role of the Secretary in detail. [All references to the Secretary within DPHA's Rules are provided as Annex 1]~~
- ~~2.2 The duties of the secretary include:~~
- ~~• Calling and going to all Annual General Meetings, Special General Meetings and Governing Body meetings;~~
 - ~~• Keeping the minutes for all Annual General Meetings, Special General Meetings and Governing Body meetings;~~
 - ~~• Sending out letters, notices calling meetings and relevant documents to Members before a meeting;~~
 - ~~• Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator;~~
 - ~~• Ensuring compliance with DPHA's Rules;~~
 - ~~• Keeping the Register of Members and other Registers required by DPHA's Rules and~~
 - ~~• Supervision of the DPHA's seal.~~

3. Monitoring and Review

- ~~3.1 This role description was approved by the Governing Body on 17 June 2020. It will be reviewed not later than June 2023.~~

Appendix 7 – References to Secretary within DPHA's Rules

1. Rules Relating to Correspondence with Members

[Rule 10]

If you change your address, you must let the Association know by writing **to the Secretary** at the registered office within three months. This requirement does not apply if you are a tenant of the Association and have moved home by transferring your tenancy to another property owned and managed by the Association.

[Rule 11.1.1]

Your membership of the Association will end and the Board will cancel your share and record the ending of your membership in the Register of Members if you (a Member) resign your membership giving seven days' notice in writing **to the Secretary** at the registered office.

[Rule 11.1.4.2]

(This refers to part of the procedure for cancelling a Membership by virtue of receiving a complaint)

The Secretary must notify the Member of the complaint in writing no less than one calendar month before the meeting takes place

2. Rules Relating to Annual and Special General Meetings

[Rule 21.1]

All general meetings other than annual general meetings are known as special general meetings. **The Secretary** will call a special general meeting if:

[21.1.1] the Board requests one; or

[21.1.2] At least four Members request one in writing. If there are more than 40 Members, at least one tenth of all the Members must ask for the meeting.

[Rule 21.2]

Whoever asks for the meeting must give **the Secretary** details of the business to be discussed at the meeting.

[Rule 21.3]

If a special general meeting is requested, **the Secretary** must within 10 days of having received the request give all Members notice calling the meeting. The meeting must take place within 28 days of **the Secretary** receiving the Members' request. **The Secretary** should decide on a time, date and place for the meeting in consultation with the Board or the Chairperson, but if such consultation is not practicable **the Secretary** can on his/her own decide the time, date and place for the meeting.

[Rule 21.4]

If **the Secretary** fails to call the meeting within ten days, the Board or the Members who requested the meeting can arrange the meeting themselves.

[Rule 22.1]

The Secretary will call all general meetings by written notice posted or sent by fax or email to every Member at the address, fax number or email address given in the Register of Members at least 14 days before the date of the meeting. This notice will give details of:

- [22.1.1] the time, date and place of the meeting;
- [22.1.2] whether the meeting is an annual or special general meeting;
- [22.1.3] the business for which the meeting is being called

[Rule 22.2]

The Board may ask **the Secretary** to include with the letter or send separately to Members any relevant papers or accounts. If a Member does not receive notice of a meeting or papers relating to the meeting, this will not stop the meeting going ahead as planned. Each communication sent to a Member by post, addressed to his or her registered address, shall be deemed to have arrived forty-eight hours after being posted. Each communication sent to a Member by fax or email shall be deemed to have arrived on the day it is sent.

[Rule 27.6]

If there is to be an election of Board Members at an Annual General Meeting, you can vote by post. Not less than 14 days before a meeting is held at which one or more Board Members will be elected, you will receive a ballot paper for the election. You can vote in the election by returning the ballot paper to **the Secretary** at least 5 days before the day of the meeting, or by bringing your ballot paper along to the meeting.

3. Rules Relating to Committee Meetings and Special Committee Meetings

[Rule 50]

The Board Members must be sent written notice of Board meetings posted, or delivered, by hand or sent by fax or email to the last such address for such communications given to **the Secretary** at least seven days before the date of the meeting. The accidental failure to give notice to a Board Member or the failure of the Board Member to receive such notice shall not invalidate the proceeding of the relevant meeting.

[Rule 56.1]

The Chairperson or two Board Members can request a special meeting of the Board by writing to **the Secretary** with details of the business to be discussed. **The Secretary** will send a copy of the request to all Board Members within three working days of receiving it. The meeting will take place at a place mutually convenient for the majority of Board Members, normally the usual place where Board Meetings are held, between 10 and 14 days after **the Secretary** receives the request.

[Rule 56.3]

If **the Secretary** does not call the special meeting as set out above, the Chairperson or the Board Members who request the meeting can call the meeting. In this case, they must write to all The Board Members at least seven days before the date of the meeting.

4. Rules Relating to the Role of the Secretary

[Rule 59.1]

The Association must have a **Secretary**, a Chairperson and any other Office Bearers the Board considers necessary. The Office Bearers, except for **the Secretary**, must be elected Board Members and cannot be co-optees. An employee may hold the office of **Secretary** although not be a Board Member. The Board will appoint these Office Bearers. If **the Secretary** cannot carry out his/her duties, the Board, or in an emergency the Chairperson, can ask another Office Bearer or employee to carry out **the Secretary's** duties until **the Secretary** returns.

[Rule 59.2]

The Secretary and the other Office Bearers will be controlled, supervised and instructed by the Board.

[Rule 59.3]

The Secretary's duties include the following (these duties can be delegated to an appropriate employee with **the Secretary** assuming responsibility for ensuring that they are carried out in an effective manner):

[59.3.1] calling and going to all meetings of the Association and all the Board Meetings;

[59.3.2] keeping the minutes for all meetings of the Association and Committee;

[59.3.3] sending out letters, notices calling meetings and relevant documents to Members before a meeting;

[59.3.4] preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;

[59.3.5] ensuring compliance with these Rules;

[59.3.6] keeping the Register of Members and other registers required under these Rules;
and

[59.3.7] supervision of the Association's seal.

[Rule 59.4]

The Secretary must produce or give up all the Association's books, registers, documents and property whenever requested by a resolution of the Board, or of a general meeting.

[Rule 59.10]

The Chairperson can resign his/her office in writing to **the Secretary** and must resign if s/he leaves the Board or is prevented from standing for or being elected to the Board under Rule 43. The Board will then elect another Board member as Chairperson.

[Rule 63]

The Association shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 and record the execution in the register. The use of a common seal is not required. The Association may have a seal which **the Secretary** must keep in a secure place unless the Board decides that someone else should look after it. The seal must only be used if the Board decides this. When the seal is used, the deed or document must be signed by **the Secretary** or a Member of the Board or another person duly authorised to subscribe the deed or document on the Association's behalf and recorded in the register.

[Rule 68]

At the last Committee Meeting before the annual general meeting, **the Secretary** must confirm in writing to the Board that Rules 62 to 67 have been followed or, if they have not been followed, the reasons for this. **The Secretary's** confirmation or report must be recorded in the minutes of the Board Meeting.

[Rule 75.1]

Every year, within the time allowed by the law, **the Secretary** shall send to the Financial Conduct Authority the annual return in the form required by the Financial Conduct Authority.

[Rule 75.2]

The Secretary must also send:

[75.2.1] a copy of the auditor's report on the Association's accounts for the period covered by the return; and

[75.2.2] a copy of each balance sheet made during that period and of the auditor's report on that balance sheet.

[Rule 85]

The Secretary shall, on demand, provide a copy of the Rules of the Association free of charge to any Member who has not previously been given a copy and, upon payment of such fee as the Association may require, not exceeding the amount specified by law, to any other person.

APPENDIX 8

REMIT OF POLICY WORKING GROUP

Working Group:	Policy Working Group:
Remit	<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, regulatory requirements, recommended good practice 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"> ✓ agree a programme for the full policy review including how tenant/ service user engagement is managed; ✓ review in detail all policy revisions; ✓ approve any minor policy updates or adopt model policies advocated by our professional bodies (SFHA etc); ✓ 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 Board for approval; ✓ submit minutes of all meetings to the next The Board for noting and approval of recommendations; ✓ provide a progress report to the Board each quarter. <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>
Matters reserved for The Board that Working Group will advise on:	<p>The Policy Working Group will lead on specific issues relating to amendments to the Association's policies and report back to the Board with recommendations. The Board will make the final decision on these recommendations.</p> <p>Quarterly progress schedules will also be provided to the Board by the Working Group.</p> <p>The Working Group will carry out detailed scrutiny on draft policies and provide feedback to the Board. It is therefore expected that when policies are presented for approval, no changes will be required by the Board.</p>
How often Meetings are held:	<p>The Policy Working Group will have at least 4 meeting per year. Feedback on policies can be provided by email.</p>
Chair of the	<p>The chair will be agreed by the Policy Working Group.</p>

Policy Working Group:	
Quorum	3 Board Members and maximum of 6
Additional Points	The Chief Executive and other members of the Leadership Team/advisors as required will normally be in attendance at the PRWG meetings.
Date Approved:	17 June 2020
Date for Review	June 2023