

# Standing Orders



<i>Purpose of the policy:</i>	The purpose of these Standing Orders is to set out the Association's governance structures and procedures, as well as providing a framework for the effective management of the Association's business.
<i>Guidance used for developing the policy:</i>	<ul style="list-style-type: none"> <li>• SFHA Guidance: Model Scheme of Delegated Authority, December 2022</li> <li>• SFHA Guidance: Points to Consider When Drafting Standing Orders, December 2023</li> <li>• SFHA Guidance: Governing Body Member's Guide, July 2024</li> </ul>
<i>Policy complies with the following Regulatory Standards:</i>	<p>Standard 1: The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.</p> <p>Standard 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.</p> <p>Standard 4: The governing body bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation's purpose.</p> <p>Standard 5: The RSL conducts its affairs with honesty and integrity.</p>
<i>Policy is linked to the following DPHA policies:</i>	<p>Code of Conduct – the Board &amp; Staff</p> <p>Complaints Policy</p> <p>Disaster Recovery &amp; Business Continuity Policy</p> <p>Discipline Policy</p> <p>Equality &amp; Human Rights Policy</p> <p>Entitlements, Benefits &amp; Payments Policy</p> <p>Financial Regulations &amp; Procedures</p> <p>Freedom of Information Policy</p> <p>Grievance Policy</p> <p>Notifiable Events Policy</p> <p>Privacy Policy</p> <p>The Association's Rules</p>
<i>Date Policy last reviewed:</i>	26 November 2024
<i>Date revised policy approved by the Board of Management (or PRWG if delegated):</i>	26 November 2024
<i>Date policy is next due to be revised:</i>	November 2027
<i>Equality Impact Assessment carried out for policy?</i>	Yes

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## 1. INTRODUCTION

- 1.1 The Standing Orders describe the roles, responsibilities and the powers of the governing body, which is known as the Board; its Sub-Committees; the Chief Executive and the Leadership Team, and they the Standing Orders also provide a framework for effective management of the Association's Business.
- 1.2 The Standing Orders take account of the Rules of Dalmuir Park Housing Association (DPHA) and the Association's regulatory and legal requirements as well as good practice advice. In the event of a conflict being identified between the terms of the Standing Orders and the Rules, the Rules shall prevail.
- 1.3 The Standing Orders provide a framework for the conduct of all Board and Sub-Committee meetings, delegation of authority and reporting arrangements for the Association to ensure it is well governed.
- 1.4 All matters that are not specified in these Standing Orders are reserved to the Board.
- 1.5 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 or earlier if required.

## 2. THE BOARD

- 2.1 The Board's main responsibilities are to:
  - Lead the association effectively.
  - Define, uphold and promote the organisation's values .
  - Set our strategy and direction.
  - Agree the annual budget and ensure financial viability.
  - Take account of tenants' views in respect of rents and services.
  - Monitor performance.
  - Manage risk.
  - Ensure legal, constitutional and regulatory compliance and submit and Annual Assurance Statement.
  - Promote and demonstrate good governance.
- 2.2 The Board has a remit which specifies its responsibilities and duties and is included at **Appendix 1**. The remit ensures the Board exercises good governance over the affairs of DPHA and meets legislative and regulatory requirements. More specific tasks that the Board is responsible for are outlined in the Scheme of Delegated Authority at **Appendix 8**.

- 2.3 The Board will meet at least six times each year (Rule 48). Meetings can take place in the Association's office at Beardmore House; fully online and mainly through Microsoft Teams, or a hybrid approach.
- 2.4 Board Members are elected, appointed, or co-opted in accordance with the Association's Rules. The Rules also specify the procedure for filling vacancies. Reference should be made to Rules 39 to 44.
- 2.5 If a Board Member requires a Leave of Absence from the Board for personal or other reasons, this must be approved by the Board and recorded in the Minutes. The maximum time allowed for a Leave of Absence is 12 months (Rule 43.1.4). Leave of Absences are normally granted for periods of 3-months at a time and then reviewed at 3-monthly intervals thereafter.

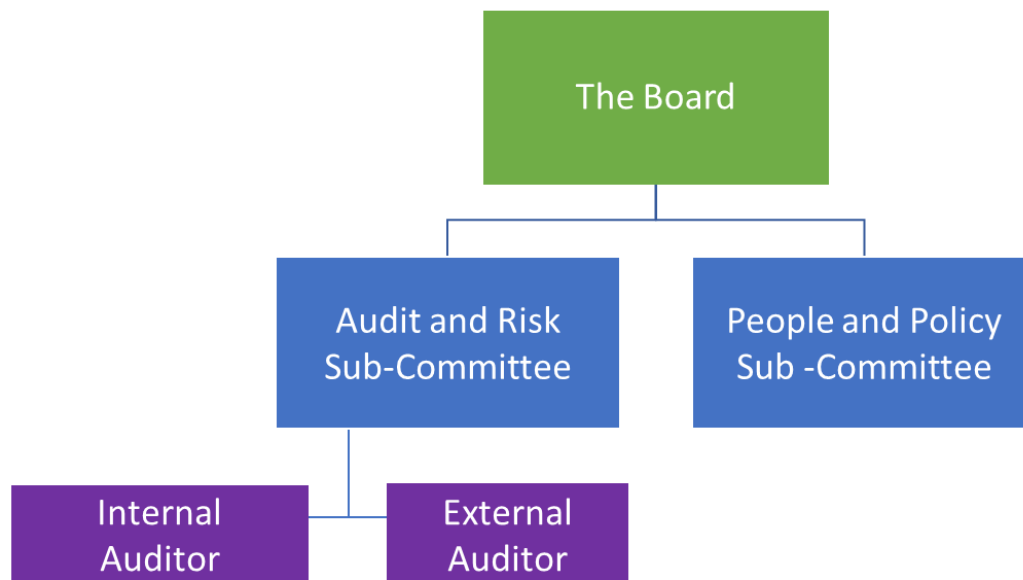
### 3. SUB-COMMITTEES

- 3.1 The Board has established two Sub-Committees to which it has delegated authority for particular decision making activities in specified areas. The Sub-Committees are:
- Audit & Risk
  - People & Policy
- 3.2 The responsibilities of the Sub-Committees are detailed in the remits which have been agreed by the Board. **Appendix 2** is the Audit and Risk Sub-Committee remit, and **Appendix 3** is the People & Policy Sub-Committee Remit Staffing Committee Remit.
- 3.3 All Sub-Committees report to and are accountable to the Board.
- 3.4 The Audit and Risk Sub-Committee and the People & Policy Sub-Committee will meet at least four times each year and will report on their activities to the next meeting of the Board.
- 3.5 Membership of Sub-Committees and the appointment of a Chair will be agreed by the Board at the first Board meeting held after the AGM. The Board's Chairperson cannot be the Chair of the Audit & Risk Sub-Committee.
- 3.6 There is an expectation that Board Members will serve on at least one Sub-Committee. This expectation is subject to the personal circumstances of individual Board Members.
- 3.7 Either the Chairperson or Vice-Chair of the Association will always serve as a Member of the People & Policy Sub-Committee.
- 3.8 Each of the Sub-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.

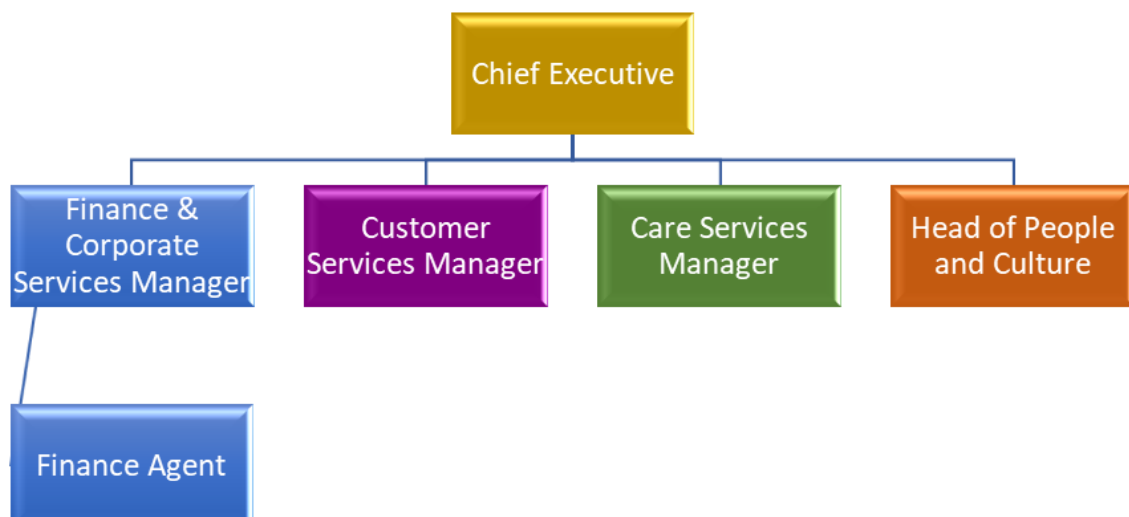
#### 4. GOVERNANCE CHART

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

##### 4.1.1 Governance Chart:



##### 4.1.2 Leadership Team Chart:



## **5. HEARING AND APPEALS PANELS**

- 5.1 The Board may establish hearing and appeals panels as required to hear, investigate and decide upon matters resulting from breaches of the Code of Conduct for Board Members, and serious matters relating to staffing issues.
- 5.2 Where appropriate, the Board may delegate authority for agreeing the membership and remit of individual panels to the Board's Chairperson or where the matter involves the Chairperson, to the Chief Executive.
- 5.3 The Board and/or the Chairperson should seek independent specialist advice on establishing Hearing/Appeal Panels, including membership and remit. Reference should be made to the Association's Code of Conduct, Notifiable Events Policy, Discipline Policy and Grievance Policy for the process to be followed depending on the circumstances of the situation.
- 5.4 The Hearing/Appeals Panel is accountable to the Board and the Remit, which the Board must approve should clearly state the powers that have been delegated by the Board to the Hearing/Panel and the powers that must remain with the Board.

## **6. WORKING GROUPS AND ADVISORY PANELS**

- 6.1 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.
- 6.2 Remits for Working Groups and Advisory Panels will form part of these Standing Orders.
- 6.3 All groups established under the terms of this section of the Standing Orders report to and are accountable to the Board.

## **7. MEMBERSHIP: BOARD, SUB-COMMITTEES & HEARINGS/PANELS/WORKING GROUPS**

### **7.1 The Board**

- 7.1.1 The Board will have no less than seven Members appointed at the AGM (Rule 37.1). Membership of the Board will be not be more than fifteen (including co-optees). The presence of co-optees at the Board and Sub-Committee Meetings will not be counted when establishing whether the minimum numbers of Board Members are present to allow the meeting to take place as required by Rule 42.3. The Rules set out the



arrangements for the election, appointment and co-option of Board and also Sub-Committee Members and will always be followed.

- 7.1.2 Where a Board Member fails to attend four consecutive meetings of the Board without first obtaining a leave of absence at their request, or by the Board exercising its discretion and granting a leave of absence, the Board Member will automatically cease to be a Member of the Board (Rule 44.3).
- 7.1.3 The Chairperson and other office bearers plus membership of the Sub-Committees will be agreed at the first Board meeting following the AGM.
- 7.1.4 Co-opted Members of the Board may be Members of any of the Sub-Committees, although they may not become office bearers and may not take part in any discussions or decisions relating to Rules, membership or the election of office bearers (Rules 42.1 to 42.3).
- 7.1.5 The Board can co-opt individuals to a Sub-Committee for that person's expert advice, and that individual does not have to become a Board Member (Rule 42.1).

## **7.2 Sub-Committees**

- 7.2.1 Membership and the appointment of the Chair of the Sub-Committee will be agreed by the Board at a Board meeting held immediately after the AGM.
- 7.2.2 The Association's Chairperson cannot be the Chair of the Audit & Risk Sub-Committee, and an office bearer will always serve as a Member of the People & Policy Sub-Committee.
- 7.2.3 Sub-Committee remits are appended to these Standing Orders (see Appendices 2 & 3), and cover matters such as roles and responsibilities and meeting quorums.
- 7.2.4 In terms of skills and experience, each sub-Committee should have at least one Member who has up-to-date knowledge of the service area/subject matter covered by that Sub-Committee.
- 7.2.5 Any Board Member may attend meetings of any Sub-Committee of which they are not a Member as an observer.
- 7.2.6 Board Members are expected to be a Member of at least one Sub-Committee, although this is subject to Board Member's personal circumstances.
- 7.2.7 The Board can co-opt individuals to a Sub-Committee for that person's expert advice. People co-opted in this manner are co-opted up to the next AGM or until removed by the Board (Rule 42.1).
- 7.2.8 Sub-Committee Chairs are responsible for reporting to the Board on the decisions and actions taken by the relevant Sub-Committee and for ensuring that appropriate

commendations are made on matters requiring Board approval. A Matters Arising Schedule will be a standing agenda item for each Board and Sub-Committee meeting.

### **7.3 Hearing and Appeals Panels**

7.3.1 In terms of Hearing and Appeal Panels, see Section 5 above for membership and remit.

### **7.4 Advisory Panels and Working Groups**

7.4.1 Membership of Advisory Panels and Working Groups established in accordance with Section 6 of these Standing Orders will be determined by the Board at the time the remit is agreed.

## **8.0 ROLE OF THE BOARD MEMBERS**

8.1 The Board has agreed a role description for its Members which is included at Appendix 4. This role description is based on the SFHA's (Scottish Federation of Housing Associations) model role description.

8.2 All DPHA Board Members are volunteers.

8.3 In summary, Board Members must always act in the best interests of the Association and must not be influenced by any personal, business, financial or other interests. Board Members are required to declare any such interests and manage them appropriately, in accordance with our Entitlements, Payments and Benefits Policy and our policy on declaring and managing Conflicts of Interest. In order to be a Member of the Board, Members must sign and agree to uphold the Association's Code of Conduct. You must also accept collective responsibility for the decisions that the Board takes provided the decision has been taken properly and is in accordance with the Association's rules, policies and procedures. All Board Members are expected to use their skills, knowledge and experience for the benefit of the Association.

## **9. DECLARATION OF INTEREST**

9.1 The Board has adopted and agreed the SFHAs Model Code of Conduct for Board Members, which outlines the circumstances when a Board Member should declare an interest. A copy of the Code of Conduct is available on the Board Member's portal. All Board Members and staff must declare relevant interests in line with the Association's procedures, including any changes in circumstances and confirm at least annually that their declaration is accurate.

9.2 Any potential conflicts of interest must be declared at the start of a meeting of the Board, Sub-Committee, Working Group/Advisory Panel or Hearing/Appeals Panel. All meeting agendas will contain a standing item for declaration of interests. All

declarations will be recorded in the Minutes. The Board (or Sub-Committee) will determine if a 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 Board or Sub-Committee may ask a Member to leave the meeting while the agenda item to which they have an interest in is being discussed. The declaration and decision of the Board on whether the Member is required to leave the meeting plus the reasons for the decision will be recorded in the Minutes. The Member's withdrawal and return will also be recorded in the Minutes as will the time of when the Member left the meeting and returned.

## **10. OFFICE BEARERS**

- 10.1 At its first meeting following the AGM, the Board will elect its Chairperson and a Vice-Chairperson and any other office bearer it sees fit. The Board has agreed a remit for the Chairperson and Vice-Chairperson which specify their roles, responsibilities and duties. These remits are based on SFHAs model remits and form Appendices 5 & 6 of these Standing Orders.
- 10.2 The maximum term of office for the Chairperson is 5 consecutive years (Rule 59.11).
- 10.3 The Board has agreed to appoint the Association's Chief Executive to perform the Secretary's role. Reference to the Secretary within DPHA Rules is contained within Appendix 7 of these Standing Orders. The Secretary is responsible for ensuring compliance with DPHA Rules and for supervision of DPHA's seal.
- 10.4 In the absence of the Chairperson, the Vice-Chairperson will undertake the Chairperson's duties.
- 10.5 The Board will meet immediately after the AGM to elect the office bearers to ensure that the efficient operation of business is not interrupted between the AGM and the first Board meeting. The Chief Executive will conduct the Board meeting, which is held immediately after the AGM and once the Chairperson and other office bearers are elected the Chief Executive will then hand over chairing the rest of the Board meeting to the newly elected Chairperson.
- 10.6 Chairs of Sub-Committees will also be appointed by the Board at the first meeting held immediately after the AGM as will convenors of any ongoing Advisory Panels or Working Groups. The Chairperson of the Board cannot be the Chair of the Audit & Risk Sub-Committee.
- 10.7 Office Bearers must ensure that they liaise regularly and effectively with each other and with the Chief Executive and Leadership Team.
- 10.8 See Sections 13 for the Office Bearers powers for dealing with urgent and emergency situations and Section 14 for the Scheme of Delegated Authority.

## **11. MEETING ARRANGEMENTS**

### **11.1 Schedule of Meetings**

- 11.1.1 The Board meets every 4 weeks, with meetings normally held on the evening of the third Tuesday of the month. The exception being in the months of December and July.
- 11.1.2 The Audit & Risk Sub-Committee meets quarterly in line with the production of the quarterly management accounts. Meetings are normally held on a Tuesday evening.
- 11.1.3 People & Policy Sub-Committee meetings are held quarterly, with meetings normally taking place on a Tuesday evening.
- 11.1.4 All Board and Sub-Committee meetings normally start at 6pm.
- 11.1.5 A schedule of all Board and Sub-Committee meetings for the forthcoming year will be agreed at the first Board meeting held immediately after the AGM. Meetings are not normally held in July and December, although there may be an occasion when this is unavoidable.
- 11.1.6 All meetings will be held in venues and/or via a technical platform which are accessible to all Members.
- 11.1.7 The Association's main office at Beardmore House has facilities for in-person or hybrid meetings. All Board Members will be issued with appropriate technology, which allows Members to participate in online meetings. The Association's preferred platform for online meetings is Microsoft Teams, although meetings can take place using other platforms such as, telephone conferencing, Skype or equivalent.
- 11.1.8 If a meeting is being held online, hybrid or via telephone conferencing, then the meeting will be recorded, with the meeting recording deleted once the Minutes have been formally approved.
- 11.1.9 In the event of a special meeting of the Board being called by the Chairperson or two Board Members, the provisions within the Rules which relate to special meetings will be applied (Rules 56.1 to 57).

### **11.2 Quorum at Meetings**

- 11.2.1 The quorum for meetings of the Board is four (Rule 48). The quorum is the minimum number of Members that must be present for the meeting to take place and for decisions to be valid. The quorum must be maintained at all times during the meeting. If not, the meeting must stop, with the Minute reflecting the time the meeting became inquorate and ended.

- 11.2.2 The quorum for meetings of Sub-Committees is three (Rule 58.1).
- 11.2.3 Co-optees do not count towards determining the quorum at either Board or Sub-Committee meetings (Rule 42.2).
- 11.2.4 All quorum rules as outlined in this Section of the Standing Orders apply to meetings being held online, hybrid, telephone conferencing and through other IT platforms. The Chair of the meeting must ensure that the Association is able to demonstrate attendance at the meeting and that the meeting remained quorate at all times.
- 11.2.5 The quorum for Working Groups and Advisory Panels will be determined by the Board and will be stated in the Remit for the Group/Panel.
- 11.2.6 All Members of a Hearing/Appeals Panel must be present for a meeting to proceed.
- 11.2.7 For in-person meetings Members in attendance will be asked to sign a sederunt. For on-line meetings a record of those attending the meeting will be downloaded from the meeting recording. Also, at the start of the meeting the Chair will verbally confirm those in attendance for the purpose of the Minute. For auditing purposes attendance records are saved in the Association's IT folder for that meeting.
- 11.2.8 If a Board Member needs to leave during a meeting the details of Member(s) who left during the meeting and the time they left should be recorded in the meeting Minute. Should any meeting become inquorate during the meeting, the meeting must stop the moment the meeting fails to be quorate. Any business not yet concluded during a meeting that becomes inquorate should be continued to the next meeting. If the matter is urgent, reference should be made to the Emergency Section within these Standing Orders.
- 11.2.9 On occasion it can be difficult to tell if Members are still in attendance at on-line meetings if their camera is switched off or they are having connection issues. Should such a situation arise, the Chair must ask the Member to verbally confirm they are still in attendance; if there is no response, the Member should be noted as having left the meeting
- 11.2.10 It terms of good practice any Board Member attending Board, Sub-Committee or other related meetings will be asked to have their video camera on at all times.
- 11.2.11 If terms of apologies, Board Members unable to attend a meeting must submit apologies to the Chair, Chief Executive, or a Corporate Services staff member in advance of the meeting starting. Any Board Member who does not submit their apologies, will be noted in the Minutes as a 'non-attendance'.

### **11.3 Business at Meetings**

- 11.3.1 At least 7 days' advance notice of all meetings will be given (Rule 50). The Board agrees a meeting schedule for the year ahead at the first Board meeting, which is held

immediately after the AGM. Meeting dates can change subject to approval by Board/Sub-Committee Members. Advance notice of meetings will be emailed to Members. Notice of meetings will include the meeting Agenda, and ideally all supporting papers. All supporting papers must be issued no later than 5 days before the meeting. For the purpose of the Minute the Chair of the meeting will note the date the finalised meeting pack was issued to Members.

- 11.3.2 Agendas and supporting papers will be emailed to Members and a copy saved on the Board Member portal. Any Member can request a hard copy of the papers to be issued to them.
- 11.3.3 Urgent business which has not been notified in advance of the meeting may be considered at the meeting if a majority of those attending the meeting agree to add it to the Agenda under any other competent business.
- 11.3.4 The Chairperson, respective Sub-Committee Chairs and the Chief Executive acting as Secretary will liaise over the preparation of the Agenda for meetings of the Board and Sub-Committees (see Section 11.11 for standard items to include in an Agenda).
- 11.3.5 Members of the Board, Sub-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 Sub-Committee, Board, Working Group, Panel or the Chief Executive. The Chair of the Board/Committee/Panel/Working Group will decide whether such items are to be included on the Agenda and the nature of any supporting papers required.
- 11.3.6 If advisors are attending meetings, the Chair can ask the Members in attendance to bring forward Agenda items to allow advisors to leave the meeting once discussion on their Agenda item has concluded. If the order of the Agenda changes during the meeting, this should be noted in the meeting minute, including the time when the advisor left the meeting.
- 11.3.7 Any other competent business should, ideally, be intimated to the Chair prior to the start of the meeting, and if possible giving at least 24 hours' notice. It will be open to the meeting, based on a majority decision, to allow immediate discussion on the additional item and/or whether a decision can be made at the meeting. Depending on the urgency of the item other business can be referred to a future meeting or delegated to the appropriate Sub-Committee or staff member to deal with.
- 11.3.8 Business conducted under closed a closed session can take place if the matter being discussed is confidential. Under such circumstances, a separate Minute will be produced for that item. Staff members other than the Chief Executive will leave the meeting during a closed session. There may be occasions when the Chief Executive is also asked to leave.
- 11.3.9 If the Board or Sub-Committee is being asked to make a decision during the meeting, appropriate supporting papers and evidence should be issued to Members in advance

of the meeting along with the meeting notification. It should only be in exceptional circumstances that Members are asked to consider making a decision without first receiving a written report and having time to reflect (reference should be made to Section 10). Staff should avoid the use of verbal updates as a means of presenting information to the Board or Sub-Committee.

#### **11.4. Chairing Meetings**

- 11.4.1 Where the Chair is not present at the appointed start time 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.
- 11.4.2 Where the Chair of a Sub-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.
- 11.4.3 The Chair will decide on all matters of order raised at meetings and will determine the order of debate. The Chair is responsible for:
  - a) ensuring that Members who wish to, are allowed to contribute;
  - b) allocating adequate time for contributors to speak;
  - c) ensuring voting procedures are in place and these are followed;
  - d) announcing votes at general meetings.
- 11.4.4 The Chair may vary the order of business from that detailed on the Agenda, if for example an advisor is attending a meeting for one Agenda item only.
- 11.4.5 **Appendix 5 & 6** contains the role description for the Chair and Vice Chair.
- 11.4.6 The Chair will ensure Members and others attending meetings conduct themselves in a courteous and professional manner and show respect for all those attending the meeting.
- 11.4.7 All speakers must direct their words to the Chair, with all those in attendance remaining quiet. The Chair will ensure that all Members who wish to contribute to the discussion are able to do so and that any discussion is conducted in an orderly and equitable manner.
- 11.4.8 For online meetings, Members and those in attendance can make use of the chat function and should use the raise your hand facility if the person wishes to speak during the meeting. The Association has a meeting protocol for conducting online meetings, which Members should become familiar with.
- 11.4.9 To assist the Chair to prepare for a Board or Sub-Committee meeting, a Chair's Brief will be prepared and issued to the Chair at least 1 day before the meeting.

## **11.5 Length of Meetings**

- 11.5.1 Meetings will not normally last for more than two hours. Members at a meeting may agree, by majority, to set aside Standing Orders and extend the meeting for not more than a further hour in order to conclude the business in hand.
- 11.5.2 In the event that all the business has not been concluded by the maximum three-hour duration for a meeting, if these business matters require a decision to be made, there are three options available:
- a) The Board/Sub-Committee can agree by a majority vote to suspend Standing Orders and continue with the meeting for a further 30 minutes to deal with the items on the Agenda that require a decision.
  - b) Urgent decisions can be made as per Section 13 below. All decisions made under this urgency procedure will be homologated at the next Board meeting for noting and recording in the Minutes.
  - c) If it is not possible to make some decisions under the procedures outlined in Section 13, a Special Meeting held for that purpose can be called in accordance with the Rules (Rule no 56.1 to 57).
- 11.5.3 Any general or for information only business not dealt with at the end of a meeting will be carried forward to the next scheduled meeting.

## **11.6 Staff Attendance at Meetings**

- 11.6.1 The Chief Executive will normally attend all Board and Sub-Committee meetings.
- 11.6.2 The Leadership Team will normally attend all Board meetings; with the Finance & Corporate Services Manager normally attending meetings of the Audit & Risk Sub-Committee and People & Policy Sub-Committee. Other members of the Leadership Team will be expected to attend Sub-Committee meetings as and when required.
- 11.6.3 The Chief Executive, in consultation with the Chair, may invite relevant staff to attend all or part of a Board or Sub-Committee meetings where appropriate.
- 11.6.4 Staff attending meetings of the Board or Sub-Committees will not be entitled to vote and must observe the Standing Orders in terms of protocol and etiquette.
- 11.6.5 Staff may be required to leave and/or re-join a meeting of the Board or Sub-Committee if an Agenda item is to be discussed in private. This is unlikely to happen often and the Chief Executive will normally remain during such discussions. The meeting Minute must note the time of when staff were asked to leave the meeting and/or rejoin it.
- 11.6.6 The Chief Executive will normally determine appropriate staff attendance and support for any Working Groups or Advisory Panels established by the Board.



- 11.6.7 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 them directly in which case the Chair of the meeting will decide and if necessary, engage an alternative Secretary to support the meeting. In such circumstances the Chair may wish to seek independent specialist advice on the matter.

## **11.7 Attendance of other Parties**

- 11.7.1 The Board and Sub-Committees may invite external parties, such as advisors and consultants, to attend meetings to discuss specific items of business. Their attendance will normally be confined to the discussion of the specific item under consideration unless the Chair determines otherwise.
- 11.7.2 Members of the public will not normally be admitted to Board or Sub-Committee meetings.
- 11.7.3 Potential new Board Members may be invited to observe Board meetings as part of the Board Member recruitment process. Observers may be asked to leave and then rejoin the meeting if the Chair deems some business items as too sensitive or confidential for an observer to observe.

## **11.8 Voting**

- 11.8.1 Decisions at meetings will normally be made by a show of hands, except where a poll is requested or required and the decision will be carried by a majority. For meetings being held virtually, Members will have to clearly and verbally state their decision for the purpose of the Minute. Alternatively, the vote function can be used on Microsoft Teams. Votes cannot be taken on recommendations or proposals which will knowingly conflict with any of the provisions of our Rules, regulatory compliance or the law.
- 11.8.2 Where a vote has taken place and the Members present are equally divided, the Chair will have a second or casting vote (Rule 30).
- 11.8.3 A Member may request that their dissent from a decision is recorded in the Minutes of the meeting. Members can also abstain from making a decision and have this noted in the minute. Any Member making such a request must not actively dissociate themselves from or criticise the Board or Sub-Committee's decision.
- 11.8.4 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. For online or hybrid meetings, the vote facility should be used for a secret ballot.
- 11.8.5 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.

## **11.9 Minutes**

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Dalmuir Park Housing Association can provide this document on request, in different languages and formats, including Braille and audio formats.

- 11.9.1 Draft minutes of Board meetings will be prepared and circulated to the Chair normally within 7 days of the meeting taking place. They will be presented to the next meeting for approval by the Board and the agreed version thereafter signed by the Chair of the meeting and kept for all time. All Minutes will be regarded as draft Minutes until they have been approved by the Board. Only Members who were present for the full duration of the meeting can propose and second the Minutes.
- 11.9.2 Normally within 2 days of approval the Chief Executive will ensure the Board Minutes are uploaded to the Association's website, with any redactions made to ensure compliance with data protection and to exclude details of any private and confidential matters.
- 11.9.3 Minutes of Sub-Committees will be presented to the next meeting of the Board for noting and approval of any recommendations from the Sub-Committee to the Board. The Minutes will be presented to the next Sub-Committee meeting for approval and will be regarded as draft Minutes until they are approved by the Sub-Committee.
- 11.9.4 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 agreed.
- 11.9.5 In the case of Hearing/Appeals Panels, a report will be made to the Board or relevant Sub-Committee on the outcome of the Panel's consideration.
- 11.9.6 Only non-confidential Board Minutes will be uploaded to the Association's website; Sub-Committee Minutes will not be uploaded.
- 11.9.7 The Secretary has responsibility for ensuring the preparation and circulation of draft Minutes for all meetings of the Board, Sub-Committees and Working Groups/Advisory Panels. Draft Minutes for the above noted meetings will be issued in draft format by the Secretary to the meeting Chair normally within 7 days of the meeting taking place for their comment/correction. Draft Minutes for the meeting will then be issued to Members with the Agenda and meeting pack for the next meeting. In practice, the preparation and circulation of draft Minutes is normally delegated to a member of staff from Corporate Services.
- 11.9.8 For hybrid and online Board and Sub-Committee meetings, the Minutes are normally prepared after the meeting from the meeting recording. Meeting recordings are downloaded by Corporate Services and save in the meeting folder until the Minute has been approved and then the recording is deleted.

## **11.10 Matters Arising Schedules**

- 11.10.1 The Secretary will ensure that a Matters Arising Schedule is prepared and presented as a standing Agenda item to each Board and Sub-Committee meeting.

11.10.2 The Matters Arising Schedule will contain all actions agreed at previous meetings, which require to be dealt with out-with the meeting. Such matters will remain on the Schedule until the matter is complete. Staff members responsible for dealing with the matter will give a written update to the meeting as part of the Matters Arising Schedule.

#### **11.11 Board & Sub-Committee Workplans**

11.11.1 Board and Sub-Committee workplans will be prepared and updated by the Secretary and presented to each meeting outlining the Agenda items that are due to be presented to each meeting throughout the year ahead. Workplans can be amended as and when required. The Board will receive updated workplans for all Board and Sub-Committee meetings scheduled throughout the year ahead. The Sub-Committees will receive updated Workplans for their own meetings.

11.11.2 Agendas for all meetings are prepared using the Workplans, and Agendas should include the following standard agenda items: Attendance, Apologies, Declarations of Interest, Minutes of Previous Meetings, Matters Arising Schedule, Any Other Competent Business and Date of Next Meeting.

11.11.3 Workplans are an excellent planning tool for all involved in meetings and help to ensure the workload is spread out throughout the year; deadlines are achieved; regulatory submissions are made on time and good quality information is prepared and presented to the Board and Sub-Committees to assist with the decision-making process.

#### **11.12 Adjournment**

11.12.1 The Board and Sub-Committee meetings can be adjourned if a motion to adjourn is proposed and seconded by 2 Board Members present at the meeting. When an adjourned meeting is resumed, proceedings will start at the point at which the meeting was adjourned. The time of a reconvened meeting may be agreed as part of the adjournment motion, failing which it shall be decided by the Secretary.

#### **11.13 Execution of Documents**

11.13.1 Deeds and documents will be executed in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995. The use of the Association's seal is not required (Rule 63). 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 any other person duly authorised to sign on the Association's behalf. The use of the seal should be recorded in the seal register.

## **12. OPENNESS, CONFIDENTIALITY & TRANSPARENCY**

- 12.1 Once the Minutes have been approved, the non-confidential Minutes of the meetings of the Board will be available to the public on the Association's website or on request from the Association's office.
- 12.2 Some items may require to be treated as confidential and will therefore be redacted from the Minute, e.g. those items relating to individuals or groups of individuals or commercially sensitive information, or any information that could breach data protection requirements. The Secretary will ensure that the Association retains a complete, unredacted Board meeting Minute.
- 12.3 Sub-Committee meeting Minutes will not be made available to the public as standard practice. Members of the public can however make a request through Freedom of Information and each request will be dealt with in accordance with agree policy and procedures.
- 12.4 In terms of openness and transparency deviation from these Standing Orders may only happened if the motion to deviate is supported by two-thirds of those in attendance at the meeting.

## **13. URGENT OR EMERGENCY DECISIONS**

- 13.1 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, danger to life and property. Reference should be made to the Association's Disaster Recovery and Business Continuity Plan for the procedure that should be followed in such circumstances.
- 13.2 Where urgent or emergency decisions are required to be made and it is not practical to hold a meeting of the Board, the Chairperson (or in their absence, the Vice-Chair) and Chief Executive (or in their absence, Leadership Team members) will take all necessary decisions to fulfil the Association's responsibilities to tenants, service users and other customers. All such decisions and actions must be reported to the Board at the earliest opportunity for homologation (e.g. retrospective approval).

## **14. SCHEME OF DELEGATED AUTHORITY**

- 14.1 The Board can delegate its powers to Sub-Committees, Office Bearers or staff (see Rule 58.1). Any such delegation must be set out in writing within these Standing Orders and the Scheme of Delegated Authority, or within other appropriate documentation such as Remits:

- Details of delegation to Sub-Committees are set out in the Sub-Committee Remits (see **Appendices 2 & 3**) and the Scheme of Delegated Authority (see **Appendix 8**).
  - Details of delegation to Office Bearers are set out below.
  - Details of delegation to the Leadership Team and staff are set out in the Scheme of Delegation (see **Appendix 8**).
- 14.2 Financial management arrangements, and the respective responsibilities and authority of the Board, Leadership Team and staff, are separately set out in the Association's Financial regulations. Arrangements for the authorisation and payment of invoices and other expenditure requests are included in the Association's Financial Procedures.
- 14.3 The Board is responsible for all of the affairs of DPHA and for all activities carried out on its behalf. It is recognised that the effective operation of the Association's business depends on appropriate action being taken when required and in accordance with agreed strategies, plans and policies.
- 14.4 The Board has agreed the following **general and specific** delegated authorities to ensure the work of DPHA is carried out efficiently and effectively and is not unnecessarily delayed whilst awaiting decisions that fall within previously agreed strategies, plans and policies. All matters not specified are reserved for the Board.
- 14.5 **General Matters:** Where authority is delegated to a Sub-Committee this is specified within the Sub-Committee's Remit. Where authority is delegated to one or more members of staff, the authority delegated to staff relates to operational, day-to-day matters, in accordance with agreed role profiles or job descriptions.
- 14.6 **Office Bearers:** The Chairperson and Vice-Chairperson, but not the Secretary in isolation if this position is held by the Chief Executive, have delegated authority to:
- Represent DPHA on official business.
  - Implement DPHA's agreed emergency procedures and Disaster Recovery/Business Continuity Plan.
  - Take decisions on urgent matters between meetings, as set out in Section 13 of these Standing Orders.
- 14.6.1 Any authority for signing formal documents on behalf of DPHA granted to the Chairperson, may also be exercised by the Vice-Chairperson in the absence of the Chairperson.
- 14.7 **Chief Executive and the Leadership Team:** The Chief Executive, in consultation with the Leadership Team, has authority to:
- Ensure the effective operational implementation of DPHA's approved strategies, plans, policies and procedures.
  - Represent DPHA on official business.

- Carry out necessary actions on behalf of DPHA to comply with the Association’s legal and regulatory requirements, in accordance with DPHA’s Rules, Standing Orders and Regulatory guidance.
- 14.7.1 The Chief Executive and the Leadership Team may further delegate to other members of the staff team in accordance with roles and responsibilities set out in job descriptions/role profiles.
- 14.8 Specific Arrangements for Delegation: These are set out in **Appendix 8**.

## **15. DATA PROTECTION**

- 15.1 We will treat personal data in line with our obligations under the current data protection regulations and our Privacy Policy. Information regarding how data will be used and the basis for processing data is provided in our Board Member Fair Processing Notice.

## **16. EQUALITY AND HUMAN RIGHTS**

- 16.1 We are committed to promoting an environment of respect, understanding, encouraging diversity and eliminating discrimination by providing equality of opportunity for all. This is reflected in our Equality and Human Rights Policy.

## **17. COMPLAINTS**

- 17.1 Although we are committed to providing high levels of service, we accept that there may be occasions where you may not be satisfied with the service you have received from us. We value all complaints and use this information to help us improve our services. Our Complaints Policy describes our complaints procedure and how to make a complaint.

## **18. REVIEW**

- 18.1 These Standing Orders will be reviewed by the Board every 3-years or earlier if required.

## **REMIT OF THE BOARD**

### **1. ROLE OF THE BOARD (RULES 45 TO 47)**

- 1.1 The Board of Management (the Board) of Dalmuir Park Housing Association (DPHA) is responsible for all aspects of the Association's activities. It may delegate some of its functions to Sub-Committees and employed staff, in accordance with its Rules and Standing Orders.
- 1.2 The Board's main responsibilities are to:
- Lead the association effectively.
  - Define, uphold and promote the organisation's values .
  - Set our strategy and direction.
  - Agree the annual budget and ensure financial viability.
  - Take account of tenants' views in respect of rents and services.
  - Monitor performance.
  - Manage risk.
  - Ensure legal, constitutional and regulatory compliance and submit and Annual Assurance Statement.
  - Promote and demonstrate good governance.

### **2. BOARD MEMBERSHIP (RULES 39 TO 44)**

- 2.1 The Board is made up of at least seven Members elected by its membership, with a current maximum of fifteen Members. The names of the Board Members will be published on DPHA's website, and in annual reports and other appropriate documents.
- 2.2 Board Members must be aged 18 or over, meet the Board eligibility requirements as set out in the Rules, be a Member of DPHA, and be elected at an AGM of the Association; or appointed by the Board or the Scottish Housing Regulator, or co-opted by the Board.
- 2.3 In the event that the maximum number of Board Members are not elected following any AGM, the Board may appoint Members or co-opt additional persons to fill any vacancies, subject to any such appointees or co-optees never comprising more than one-third of the Board's membership at any given time. The Rules specify the process for appointing and co-opting Board Members.
- 2.4 If any Board Member misses four Board meetings in a row without special leave of absence being granted by the Board, they will cease to be a board Member unless the Board uses its discretionary powers and grants a leave of absence.

- 2.5 Board Members will elect a Chair and Vice-Chair annually at their first Board meeting following the AGM. Co-opted Members cannot be elected to these positions. In the absence of the appointed Chair at any Board meeting, it will be chaired by the Vice-Chair. In the absence of both, the remaining Members will elect one of themselves to chair the meeting.

### **3. RESPONSIBILITIES AND FUNCTIONS OF THE BOARD**

#### **3.1 Purpose and values:**

The Board is responsible for determining DPHA's core purpose and values, in accordance with its Rules. It is responsible for ensuring that DPHA's values are fulfilled and communicated to tenants, service users and partners.

The Board will:

- Develop and keep under review DPHA's vision, mission statement, culture, aims and objectives. It will oversee their dissemination to tenants, service users, partners and stakeholders.
- Agree and keep under review a Code of Conduct for Board Members and for staff. It will ensure that all Board Members and staff uphold the terms of the relevant Code and that any alleged breaches are investigated.
- Ensure that DPHA conducts its affairs honestly and with integrity and that the principles of equality and diversity are promoted.
- Will approve and keep under review an Annual Work Programme for all Board and Sub-Committee meetings.

#### **3.2 Strategic development and operational planning**

The Board will:

- Develop, agree and oversee the implementation of DPHA's strategic plans, including the Business Plan and Strategic Delivery Plan.
- Ensure that DPHA contributes to and influences the development of relevant strategies and policies developed by other bodies which are relevant to DPHA's aims and objectives.
- Contribute to and oversee the development of effective links between DPHA and other bodies to assist in achieving the Association's aims and objectives.
- Approve any formal partnerships or alliances between DPHA and another body. Where DPHA is invited to nominate a representative to join the governing body of another organisation, the Board will agree DPHA's representative(s) and receive regular reports on that organisation's activities and progress.



### **3.3 Policy development**

The Board is responsible for approving, monitoring and keeping under review all policies required to achieve DPHA's objectives and ensure compliance with statutory, regulatory and good practice requirements.

The Board will:

- Agree a framework for the development, approval and review of all policies necessary to achieve DPHA's aims and objectives. It will ensure that policy development, implementation and review are informed by the views of tenants and service users where appropriate and by recognised good practice advice.

### **3.4 Resources**

The Board is responsible for:

- Ensuring that DPHA has the necessary financial resources to meet its business and organisational objectives and requirements.
- Establishing and overseeing the implementation of an appropriate framework for the employment of staff.

The Board will:

- Approve the annual capital and revenue budgets.
- Approve the terms of any borrowing or investment in DPHA's name.
- Ensure the availability of adequate finance, both grants and loans, on appropriate terms to support the delivery of DPHA's objectives.
- Agree the annual rents and service charges for DPHA properties and services.
- Agree an appropriate staff structure to enable the aims and objectives of the Association to be achieved.
- Undertake all the functions associated with DPHA's role as an employer, subject to the terms of the agreed delegation of authority.
- Appoint the Chief Executive and agree the terms of their remuneration. It will ensure that the Chief Executive is supported, managed and appraised in accordance with DPHA's agreed systems and procedures.

### **3.5 Service delivery**

The Board is responsible for all aspects of DPHA's delivery of services and for ensuring that the Association's aims and objectives are achieved through effective service delivery.

The Board will agree:

- The nature and level of services to be provided to tenants and service users and their method of delivery in all activities.
- Standards for customer service and service delivery and will monitor their implementation.

- DPHA's involvement in joint activities such as Common Housing Registers and monitor their effectiveness.

### **3.6 Risk assessment and management**

The Board is responsible for:

- identifying and assessing risks associated with DPHA's activities and for overseeing a framework for the management of these risks. It will monitor the implementation of its risk management policy and practice on a regular basis.

### **3.7 Compliance, control and accountability**

The Board is responsible for:

- Ensuring that DPHA acts at all times within the terms of its Rules, statutory and regulatory requirements.
- The establishment and review of systems for internal and external audit, financial control and performance reporting.
- Monitoring customer service delivery by reviewing performance against targets.
- Pursuing continuous improvement by ensuring that comparative reviews of performance are carried out against previous internal performance and compared with other relevant housing associations.
- Ensuring that the views of tenants and service users are obtained on a regular basis and that appropriate opportunities for tenants and service users to participate in and influence effectively the affairs of the Association are promoted.

The Board will:

- Approve the audited accounts for recommendation to the AGM and agree the recommendation to be made to the AGM in respect of the appointment or re-appointment of the external auditors.
- Agree the appointment of the Association's internal auditors and the terms of their engagement. It will monitor the findings and implementation of recommendations from the internal auditor. It will ensure that the internal audit arrangements are kept under review so that they remain appropriate to DPHA.
- Ensure that there are adequate systems of management control and financial monitoring in place, and will monitor their effectiveness. It will approve the opening and closing of bank or building society accounts held in the Association's name.
- Determine appropriate systems of quality assurance, including targets and key performance indicators for all aspects of DPHA's activities.
- Approve any legal action to be pursued by DPHA in terms of claims against contractors.

### **3.8 Financial Management and Internal Control**

The Board will:

- Approve appropriate systems of internal management and financial control to ensure that the Association is not put at risk. It will monitor the implementation of these systems by receiving reports from staff.
- Monitor the Association's income and expenditure against budget on a regular basis. It will ensure, through monitoring, that expenditure is controlled and income targets achieved. It will agree action to address any short-term cash flow difficulties.

### **3.9 Delegated Authority**

The Board is responsible for:

- Establishing, implementing, overseeing and keeping under review an appropriate scheme of delegated authority to enable the work of the Association to be carried out effectively.
- Ensuring that there is an effective working relationship between it and the Chief Executive and other members of the Leadership Team.

### **3.10 Support and Evaluation**

The Board is responsible for:

- Ensuring that its own effectiveness, both collectively and individually, and that of Sub-Committees is evaluated once a year.
- Ensuring that Board Members and staff are adequately trained and supported to fulfil their roles and responsibilities.

The Board will ensure that:

- An annual review of the skills required by DPHA to fulfil its activities and functions effectively, including those relating to governance, is carried out.
- An annual staff and Board Member training plan is developed, agreed, adequately resourced and effectively implemented.

## **4. AUTHORITY**

- 4.1 Board is responsible for directing the affairs of DPHA and its business, and may do anything lawful which is necessary or expedient to achieve the objects of the Association.

## **5. MEETINGS**

- 5.1 The Board must meet at least six times a year.
- 5.2 A quorum for any Board meeting will be four elected or appointed Board Members. Co-optees do not count towards the quorum.

- 5.3 All proceedings must be minuted, with draft minutes presented to the next Board meeting for approval, and then signed by the Chair.
- 5.4 Non-confidential Board minutes will be made available of the Association's website.

## **6. ATTENDANCE AND SERVICING**

- 6.1 The Chief Executive and other Leadership Team members will normally attend Board meetings. Other staff and external parties such as consultants and advisors may attend at the invitation of the Board.
- 6.2 All staff, including the Chief Executive if appropriate, may be asked to leave a Board meeting during confidential items.
- 6.3 The Chief Executive is responsible for servicing Board meetings, including liaising with the Chairperson regarding the agenda for meetings; for co-ordinating the preparation and distribution of papers for the meeting, according to agreed timescales; and arranging for minute-taking in accordance with the agreed minute-taking protocol.

## **7. REVIEW**

- 7.1 This remit can only be amended with the approval of the Board.
- 7.2 The Remit will be reviewed every 3-years or earlier if required.

## REMIT - AUDIT AND RISK SUB-COMMITTEE

<b>Name of Sub-Committee:</b>	<p><b><i>Audit and Risk Sub-Committee</i></b></p> <p>The primary role of this Sub-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 Sub-Committee takes non-executive responsibility for the direction of both internal and external audits.</p> <p>The Sub-Committee has delegated authority to take decisions and approve actions in accordance with this remit and the terms of the approved scheme of delegation of authority.</p>
<b>Responsibilities</b>	<p>The Audit and Risk Sub-Committee will have an Annual Work Programme setting out the key areas it intends to review during the year. The plan will be reviewed at quarterly each meeting. The broad areas the Audit and Risk sub-Committee will focus its activities upon are the control environment; external audit; internal audit and risk.</p> <p>Matters reserved for the Board, which the Audit &amp; Risk Sub-Committee advises on:</p> <ol style="list-style-type: none"> <li>1. Overseeing the process for <b>selecting the external auditor</b> and making appropriate recommendations through the Board to the members/shareholders to consider at the AGM.</li> <li>2. Overseeing the process for <b>selecting the internal audit service</b> provider and recommending them for appointment by the Board.</li> <li>3. Recommending the external and internal audit <b>fees</b> for the Board approval.</li> <li>4. Reviewing the Association's statement on <b>internal control</b> 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.</li> <li>5. <b>Reviewing, and challenging where necessary, the actions and judgements of the Leadership Team and advisors</b>, 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"> <li>• critical accounting policies and practices, and any changes in them;</li> <li>• decisions requiring a major element of judgement;</li> <li>• the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;</li> <li>• the clarity of disclosures;</li> <li>• significant adjustments resulting from the audit;</li> <li>• the going concern assumption;</li> <li>• compliance with accounting standards;</li> </ul> </li> </ol>

	<ul style="list-style-type: none"> <li>• compliance with regulatory and other legal requirements.</li> </ul> <ol style="list-style-type: none"> <li>6. Ensure effective co-ordination between internal and external audit.</li> <li>7. Actively identifying and managing strategic risks and ensuring risk consideration and management are embedded throughout the organisation.</li> <li>8. Reviewing its own effectiveness and recommending any necessary changes to the Board.</li> <li>9. Review of management accounts bringing to the attention of the Board any major areas of concern.</li> <li>10. <b>Reviewing, and challenging where necessary, the actions and judgements of the Leadership Team and advisors</b>, 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"> <li>• critical accounting policies and practices, and any changes in them;</li> <li>• decisions requiring a major element of judgement;</li> <li>• the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;</li> <li>• the clarity of disclosures;</li> <li>• significant adjustments resulting from the audit;</li> <li>• the going concern assumption;</li> <li>• compliance with accounting standards;</li> <li>• compliance with regulatory and other legal requirements.</li> </ul> </li> <li>11. Ensure effective co-ordination between internal and external audit.</li> <li>12. Actively identifying and managing strategic risks and ensuring risk consideration and management are embedded throughout the organisation.</li> <li>13. Reviewing its own effectiveness and recommending any necessary changes to the Board.</li> <li>14. Review of management accounts bringing to the attention of the Board any major areas of concern.</li> </ol> <p>The Audit &amp; Risk Sub-Committee has specific responsibility for:</p> <ol style="list-style-type: none"> <li>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.</li> <li>2. Reviewing and keeping track of progress from internal and external audits and independent recommendations in the Recommendations Monitor.</li> <li>3. Assessing independence of the external auditor, ensuring that key partners are rotated at appropriate intervals.</li> <li>4. Approving any fees in respect of non-audit services provided by the external auditor.</li> <li>5. Discussing with the external auditor, before the audit commences, the nature and scope of the audit, reviewing the auditors' quality control procedures and steps taken by the auditor to respond to changes in regulatory and other requirements.</li> <li>6. Assessing the effectiveness of the external auditor, including consideration of qualifications, expertise and resources.</li> <li>7. Reviewing, with the external auditors, the findings of their work.</li> <li>8. Reviewing the external auditor's management letter and management's response.</li> </ol>
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	<p>9. Considering the Leadership Team and advisor's response to any major external or Internal Audit recommendations.</p> <p>10. Approving the <b>Internal Audit</b> Plan and programme for the Association and ensuring that the scale of the Internal Audit service is appropriate.</p> <p>11. Assessing the effectiveness of the Internal Audit service.</p> <p>12. Providing assurance that there is a systematic risk assessment process and that the risk management framework is effectively embedded throughout the organisation.</p> <p>13. Considering the <b>strategic risk register</b> and adequacy of mitigating actions and report to the Board at least every 6-months.</p> <p>14. Reviewing the Association's procedures for handling allegations from <b>whistle-blowers</b>, suspected incidents of corruption, fraud and bribery.</p> <p>15. Considering the Register of Fraud, Corruption, Bribery and Whistleblowing and the adequacy of actions, annually reporting to the Board.</p> <p>16. Considering other matters on strategic risk and internal control, as requested by the Board.</p> <p>17. Ensuring appropriate <b>disaster recovery and business continuity plans</b> are in place and regularly tested.</p> <p>18. Keeping under review the latest guidance and codes from the SHR and the Auditing Practices Board (part of the Financial Reporting Council) and ensure the applicable recommendations are implemented.</p> <p>19. Reviewing covenant compliance and ensuring systems in place to prevent breach.</p>
<b>How often meetings are held:</b>	The Audit and Risk Sub-Committee will normally meet a minimum of <b>4 times a year</b> . Emergency meetings may be called by the Chair of the Audit and Risk Sub-Committee who will work with the Chief Executive/Secretary to set a convenient day within two weeks.
<b>Chair of the sub-Committee (and who, if anyone, may not chair it):</b>	The Chair of the Audit and Risk sub-Committee is appointed by the Board and must not hold office continuously for more than 5-years. The Chair of the Audit and Risk Sub-Committee is to be a Member of the Board of the Association but cannot be the Chair of the Association. Preferably an individual with a high level of financial expertise will chair the Audit and Risk Sub-Committee.
<b>Composition of the Sub-Committee (and any restrictions on membership of it)</b>	The membership of the Audit and Risk Sub-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 Sub-Committee should have recent and relevant financial experience, and if possible, a professional qualification from one of the professional accountancy bodies. Some commercial or finance experience would be a desirable requirement for the other Members.
<b>Number of Members:</b>	At least <b>three</b> and up to seven Members, who should all be non-executive Members. Additional Members may be appointed to the Audit and Risk Sub-Committee to address specific issues.

<b>How the Sub-Committee is appointed:</b>	Members are appointed to the Sub-Committee at the first Board meeting held after the AGM. The Board can appoint additional Members at any time to fill vacant places.
<b>Quorum:</b>	A quorum will be <b>three</b> Members of the Sub-Committee. Co-optees will not count towards the quorum.
<b>Additional points:</b>	<ol style="list-style-type: none"> <li>1. The minutes of the Audit and Risk Sub-Committee will be reported to the next the Board meeting for information and approval of recommendations made to the Board by the Sub-Committee. The Minutes can be in draft form at that stage.</li> <li>2. The Chair of the Audit and Risk Sub-Committee may access legal/specialist advice from the Association's appointed legal or other advisers at the expense of the Association.</li> <li>3. Both internal and external auditors have direct access to the Chair of the Audit and Risk Sub-Committee where necessary.</li> <li>4. The Chair of the Association may be a Member of the Audit and Risk Sub-Committee but cannot be the Chair of the Sub-Committee.</li> <li>5. In circumstances where a vote is required and the votes are equal, the Chair of the Audit &amp; Risk sub-Committee has a casting vote.</li> <li>6. The Chief Executive and the Finance &amp; Corporate Services Manager and other senior officers/advisers as required will normally be in attendance at Audit and Risk sub-Committee meetings.</li> <li>7. The Board <b>may</b> meet the external auditors without paid staff being present should the Chair of the Audit and Risk Sub-Committee consider it necessary and <b>will</b> meet with the External and Internal Auditors annually without staff being present.</li> </ol> <p>Governance support will be provided by the Association's designated officer with responsibility for such matters.</p>
<b>Review:</b>	The Remit is reviewed at the same time as the Standing Orders or earlier if required



## REMIT – PEOPLE &amp; POLICY SUB-COMMITTEE

Name of the Sub-Committee:	<p><b>People &amp; Policy Sub-Committee</b></p> <p>The primary role of this Sub-Committee is to:</p> <ol style="list-style-type: none"> <li>1. <b>People:</b> Support the delivery of staffing related objectives set out in DPHA's Business Plan and other strategic documents; to deal with staffing and human resource matters, including pay and terms and conditions of service, health and safety and equalities and diversity matters.</li> <li>2. <b>Policy:</b> Review the Association's policies to ensure they are 'fit for purpose' and comply with current legislation, regulatory requirements, recommended good practice and the needs of the Association's tenants and other customers. The Sub-Committee will also identify areas for new policy development.</li> <li>3. The Sub-Committee has delegated to authority to make decisions and approve actions in accordance with this remit and the terms of the approved scheme of delegation of authority, as set out in DPHA's Standing Orders.</li> </ol>
Responsibilities	<p><b>PEOPLE</b></p>
	<p>The People &amp; Policy Sub-Committee will lead on the following people related matters and report back to the Board which will make the final decision.</p>
	<p><b>1. General</b></p> <ol style="list-style-type: none"> <li>a) To oversee the human resources aspects of DPHA's business, taking decisions and approving actions in relation to DPHA's role as employer in specific areas of delegation.</li> <li>b) To ensure that DPHA is effectively discharging its obligations with respect to health and safety management.</li> <li>c) To keep under review and improve outcomes in respect of DPHA's objective to eliminate discrimination, advance equality and foster good relations in all areas of its work.</li> <li>d) The Board may from time to time ask the Sub-Committee to consider changes to the staffing structure and to advise the Board on these matters. The Sub-Committee will review proposals produced by staff or appropriately qualified advisors and make recommendations to the Board on these.</li> <li>e) The Sub-Committee will receive a 6-monthly HR Performance Report for consideration.</li> <li>f) Review and consider an Annual Work Programme setting out the key areas it intends to review during the year.</li> </ol> <p><b>2. Staff recruitment and induction</b></p> <ol style="list-style-type: none"> <li>a) To oversee the process for the selection and recruitment of staff as per agreed policy, particularly for those roles where Board Members are designated to participate in the recruitment process EVH (Employers in Voluntary Housing) Grade 7 and above. To approve significant changes to job descriptions.</li> <li>b) To receive assurance about the effective application of the staff recruitment and induction policies.</li> </ol>

	<p><b>3. Appraisal, training and development</b></p> <p>a) To receive assurance about the effective application of the staff appraisal and supervision system, and training and development policies, including reports regarding the implementation and outcome of the annual training plan.</p> <p><b>4. Pay and terms and conditions of employment</b></p> <p>a) To make decisions about discretionary matters relating to overtime, annual or other leave entitlement, or other issues arising in interpreting the application of the EVH terms and conditions of service – DPHA is currently a full member of EVH, and as such adopts all relevant pay awards (subject to affordability). Approval of any pay awards is the Board’s responsibility. All staff are employed under EVH Terms and Conditions of Employment.</p> <p><b>5. Grievance, discipline and redundancy</b></p> <p>a) To conduct hearings (normally by a panel of three People &amp; Policy Sub-Committee Members designated by the Chair of the Sub-Committee) and make and communicate decisions on the outcome of all <b>grievances</b> at stage 3 of the EVH grievance procedure, all in accordance with the EVH Terms and Conditions of Employment.</p> <p>b) To administer appropriate stages of the EVH <b>disciplinary procedure</b>, including conducting all hearings to address allegations of gross misconduct (normally by a panel of three Members – see 5.1 above). This Disciplinary Panel has delegated authority to instruct any appropriate sanction arising from such hearings, up to and including dismissal.</p> <p>c) Any serious complaint or grievance made against the senior member of staff must be handled in accordance with Appendix 2 of the Scottish Housing Regulator’s (SHR) regulatory guidance on Notifiable Events. The Chair of the Board should agree with the Chair of the People &amp; Policy Sub-Committee how the matter should be dealt with and notify the SHR accordingly. Any necessary independent professional advice should be taken. Normally, this will involve investigation by an independent, external party, and a hearing conducted by the People &amp; Policy Sub-Committee.</p> <p>d) To conduct and make decisions about appeal hearings (normally by a panel of three Members – see 5.1 above) for any staff dissatisfied with their <b>selection for redundancy</b>, all in accordance with the EVH Terms and Conditions of Employment. Such panel members should take no part in the selection process of those to be made redundant. It should be noted that the Board has responsibility for organisation development matters, including any staff structure reviews or changes to the staffing establishment.</p> <p><b>6. Absence management</b></p> <p>a) To oversee the effective application of the absence management system, receiving periodic reports on sickness absence, and the application of agreed policies and procedures to staff with long-term absence.</p>
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	<p><b>7. Health and Safety</b></p> <ul style="list-style-type: none"> <li>a) To ensure that DPHA is fulfilling all its health and safety obligations as set out in the EVH Terms and Conditions of Employment, including reporting of accidents, wearing of protective clothing and first aid training.</li> <li>b) To ensure that up-to-date versions of all policies and procedures, including the Health and Safety Manual, are available to all staff, and that updates to the Manual are pro-actively monitored, with appropriate action implemented in a timely way. Also that an appropriate induction/training programme for staff and Board is in place and operating effectively</li> <li>c) To ensure that periodic independent compliance audits are carried out, and agreed recommendations are followed up and implemented.</li> <li>d) To consider a 6-monthly report of accidents and incidents.</li> </ul> <p><b>8. Equal opportunities and diversity</b></p> <ul style="list-style-type: none"> <li>a) To receive assurance on the effectiveness of training programmes and actions taken in pursuit of achieving the objectives set out in DPHA's equalities and diversity policies and procedures.</li> <li>b) To receive a quarterly progress report on the Association's Equality &amp; Human Rights Action Plan.</li> </ul>
	<p><b>POLICY</b></p>
	<p>The People &amp; Policy Sub-Committee will lead on the following policy related matters and report back to the Board which will make the final decision.</p>
	<p><b>1. General</b></p> <ul style="list-style-type: none"> <li>a) Review the Association's policies to ensure they are 'fit for purpose' and comply with current legislation, regulatory requirements, recommended good practice and the needs of the Association's tenants and other customers.</li> <li>b) Identify areas for new policy development.</li> </ul> <p><b>2. Policy &amp; Strategy Development &amp; Review:</b></p> <ul style="list-style-type: none"> <li>a) Agree a programme for policy and strategy review including how tenant/ service user engagement will be managed.</li> <li>b) Agree which policies are to be defined as key policies and what is regarded as a minor policy amendment. Key policy reviews will always be recommended to the Board for approval.</li> <li>c) Approve minor policies changes.</li> <li>d) Lead on the review of all of DPHAs policies, noting that some policies may be referred to Audit &amp; Risk Committee for additional input.</li> <li>e) Consider and adopt model policies recommended by our professional bodies (SFHA, SFHA etc).</li> <li>f) Where a fundamental re-write of a policy is required, the Sub-Committee will agree the draft of the new policy, but present this to the full Board for approval.</li> <li>g) Input into the development and review of DPHA strategies, making recommendations to the Board; with the exception of the Business Plan, which is a strategy reserved for the Board.</li> </ul>

	<p>h) Receive a quarterly report by the Chief Executive outlining minor policy amendments approved by them as per delegated authority.</p> <p>i) Ensure Equality Impact Assessments are carried out for each revised or new policy.</p>
<b>How often meetings are held:</b>	The People & Policy Sub-Committee will normally meet 4 times per year.
<b>Chair of the Sub-Committee (and who, if anyone, may not chair it):</b>	The Chair of the People & Policy Sub-Committee is appointed by the Board and does not serve for more than 5 consecutive years.
<b>Composition of the Sub-Committee (and any restrictions on membership of it)</b>	The membership of the People & Policy Sub-Committee is drawn from the Board. The selection of Members is based entirely upon skills and competencies. At least one Member of the Sub-Committee should, where possible, have some recent and relevant HR and policy experience.
<b>Number of Members:</b>	At least <b>three</b> and up to <b>seven</b> Members, who should all be the Board Members. Additional Members may be co-opted to the Sub-Committee to address specific issues.
<b>How the Sub-Committee is appointed:</b>	Members are appointed to the Sub-Committee at the first Board meeting held after the AGM. The Board can appoint additional Members at any time to fill vacant places.
<b>Quorum:</b>	A quorum will be <b>three</b> Members of the People & Policy Sub-Committee. Co-optees will not count towards the quorum
<b>Additional points:</b>	<ol style="list-style-type: none"> <li>1. The minutes of the Sub-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.</li> <li>2. The Chair of the Sub-Committee may access legal/specialist advice from the Association's appointed legal/other advisers, with approval from the Chair of the Board, at the expense of the Association.</li> <li>3. In circumstances where a vote is required and the votes are equal, the Chair of the Sub-Committee has a casting vote.</li> <li>4. The Chief Executive and the Finance &amp; Corporate Services Manager and other senior officers/advisers as required will normally be in attendance at People &amp; Policy Sub-Committee meetings.</li> </ol>

Review:	Revised every 3 years or earlier if required as part of the review of Standing Orders.
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## BOARD MEMBER ROLE DESCRIPTION

### Role Description for Governing Body Members of Dalmuir Park Housing Association

#### 1. INTRODUCTION

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

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a governing body member (GBM) of Dalmuir Park Housing Association (DPHA). It should be read in conjunction with the accompanying person specification (see Annex 1) and DPHA’s Rules and Standing Orders. At DPHA the GB is known as the Board.
- 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 (Registered Social Landlords) 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 GBM and is committed to ensuring broad representation from the communities that it serves. GBMs 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 governing body is able to fulfil its purpose. We have developed a profile for the GB which describes the skills, qualities and experience that we consider we need 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 governing body, whether elected or co-opted or appointed, new or experienced. It is subject to periodic review.

#### 2. PRIMARY RESPONSIBILITIES

- 2.1 As a GBM your primary responsibilities are, with the other members of the governing body, to:
  - Lead and direct DPHA’s work.
  - Promote and uphold DPHA’s values.

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<sup>1</sup> Scottish Housing Regulator (February 2024) [Regulatory Framework](#)

Dalmuir Park Housing Association can provide this document on request, in different languages and formats, including Braille and audio formats.

- Set and monitor standards for service delivery and performance.
- Control DPHA's affairs and ensure compliance.
- 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 Executive.

### **3. KEY EXPECTATIONS**

- 3.1. DPHA has adopted a Code of Conduct for Governing Body Members which every Member is required to sign on an annual basis and uphold throughout their membership of the governing body.
- 3.2. Each GBM must accept and share collective responsibility for the decisions properly taken by the governing body. Each GBM 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. GBMs cannot act in a personal capacity to benefit themselves or someone they know.
- 3.4. Our Rules contain specific requirements that all GBMs should be aware of, including:
- The GB must have at least seven Members.
  - The quorum for a meeting of the GB is four Members, who must be elected or have filled a casual vacancy.
  - The quorum for a Sub-Committee meeting is three Members, who must be elected or have filled a casual vacancy.
  - Co-opted Members cannot make up more than one third of the GB; they do not contribute to a quorum being achieved and cannot be elected to an Office Bearer role.
  - The Secretary must present a report to the last GB meeting before the AGM confirming that all the requirements of Rules 62-67 have been met.
  - An experienced GBM who has nine or more years' experience with the RSL must have the agreement of the GB if they intend to seek re-election for a further term: the GB's agreement should be recorded in the relevant minute.
  - A GBM ceases to be a Member of the GB if they miss four consecutive meetings without, first, having been granted leave of absence.
  - A GBM who has declared an interest in a matter to be discussed at a meeting must leave the meeting, before the matter is discussed, and cannot vote on the issue.

### **4. MAIN TASKS**

- a) To contribute to formulating and regularly reviewing DPHA's values, strategic aims, business objectives and performance standards.

- b) To monitor DPHA's performance.
- c) To be informed about and ensure DPHA's plans take account of the views of tenants and other customers.
- d) To ensure that DPHA operates in accordance with relevant legal and regulatory requirements.
- e) To be assured that DPHA is compliant with relevant legal and regulatory requirements.
- f) To ensure that risks are realistically assessed and appropriately monitored and managed.
- g) To ensure that DPHA is adequately resourced to achieve its objectives and meet its obligations.
- h) To oversee and ensure DPHA's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants.
- i) To act, along with the other Members of the governing body, as the employer of DPHA's staff.
- j) To ensure that DPHA is open and accountable to tenants, regulators, funders and partners.

## 5. DUTIES

- a) Act at all times in the best interests of DPHA.
- b) Accept collective responsibility for decisions, policies and strategies.
- c) Attend and be well prepared for meetings of the governing body and Sub-Committees.
- d) Contribute effectively to discussions and decision making.
- e) Exercise objectivity, care and attention in fulfilling your role.
- f) Take part in ongoing training and other learning opportunities.
- g) Take part in an annual review of the effectiveness of DPHA's governance and of your individual contribution to DPHA's governance.
- h) Maintain and develop your personal knowledge of relevant issues and the wider housing sector.
- i) Represent DPHA positively and effectively at all times, including in the local community and when attending meetings and other events.
- j) Respect and maintain confidentiality of information.
- k) Treat colleagues with respect and foster effective working relationships within the governing body and between the governing body and staff.
- l) Be aware of and comply with our policy on the restrictions on payments and benefits.
- m) 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 GBMs is:

Activity	Time
Attendance at up to 10 regular meetings of the governing body	25
Reading and preparation for meetings of the governing body	30
Attendance at up to 4 Sub-Committee meetings (DPHA has 2 Sub-Committees which each meet quarterly)	10
Reading and preparation for Sub-Committee meetings	12

Dalmuir Park Housing Association can provide this document on request, in different languages and formats, including Braille and audio formats.



Attendance at annual planning and review events (including individual review meeting)	<b>8</b>
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	<b>4</b>
Attendance at internal briefing and training events	<b>10</b>
External Training and conference attendance (may include overnight stay or weekend)	<b>14</b>
<b>Total</b>	<b>113</b>

## **7. WHAT DPHA OFFERS GBMS**

7.1 All GBMs are volunteers and receive no payment for their contribution. DPHA has adopted an Entitlements, Payments and Benefits (EPB) Policy which prevents you or someone close to you from inappropriately 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 GBM will be fully met and promptly reimbursed.

7.2 In return for your commitment, DPHA offers:

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

## **8. REVIEW**

8.1 This role description was approved by the governing body on 26 November 2024. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the governing body not later than three years from adoption.

## The Board Member Role Description - Person Specification

SKILLS, KNOWLEDGE AND EXPERIENCE	ESSENTIAL	DESIRABLE
<b>Skills and Abilities</b>		
Good communication	✓	
Leadership	✓	
Strategic direction and decision-making	✓	
Understanding of equality and diversity	✓	
Effectively participate at meetings (Question, challenge and contribute)	✓	
<b>Experience and Knowledge</b>		
Governance, regulation and self-assessment		✓
Strategic business planning and performance management		✓
Policy development		✓
Community development/wider role		✓
Housing management		✓
Care services		✓
Financial management, investment and/or risk management		✓
Property development or construction		✓
Health & Safety		✓
Relevant legislation and best practice in social housing and maintenance		✓
Housing Regeneration		✓
Human resource management		✓
Sitting on a constituted Residents Association or Management Committee/Board		✓

## CHAIRPERSON'S ROLE DESCRIPTION

### Role Description for Chair of DPHA

#### 1. INTRODUCTION

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of DPHA and to the Chairs of DPHA's Sub-Committees. The responsibilities described here are additional to those set out in the governing body Members' (GBM) role description. It should be considered alongside DPHA's Rules, 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 governing body's effectiveness. It will be used to appoint the Chair and Sub-Committee Chairs after each AGM. GBMs 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 Sub-Committee and each Sub-Committee must elect a different Chair.
- 1.5 An overview of the Role of the Chair is outlined in Rule 59.6 of DPHA's Rules.
- 1.6 The Chair will be elected by the governing body each year at the first governing body meeting following the AGM. Whilst the Chair of DPHA can be re-elected, in accordance with Rule 59.11 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 always act, and be seen to act on behalf of the governing body. The Chair's key responsibilities are:
  - To lead the governing body or Sub-Committee constructively, provide direction and manage meetings effectively.
  - To develop an open and inclusive relationship amongst GBMs and support strong and effective governance.

- To develop and maintain a constructive and positive working relationship between the Chair and the Chief Executive and senior staff.
- To uphold DPHA's Code of Conduct and promote good governance.
- Ensure decision making complies with Standing Orders and Scheme of Delegation.
- To be a positive and effective ambassador for DPHA.
- To ensure that DPHA's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required and reported to the GB.
- To be accountable for the actions of the Chair.

### **3. LEADERSHIP AND DIRECTION**

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

- Lead by positive action and example.
- Represent DPHA positively and effectively.
- Set the style and tone of governing body or Sub-Committee meetings to ensure effective and participative decision making.
- Promote and uphold the Code of Conduct for DPHA's governing body.
- Ensure that the necessary arrangements are in place to enable DPHA to honour its obligations, achieve its objectives and meet agreed targets.
- Demonstrate and support the principles of good governance at all times.
- Ensure that the governing body has access to the range of skills, knowledge and experience necessary for the achievement of DPHA's aims and objectives and for the fulfilment of the governing body's responsibilities.
- Ensure that the governing body has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought.
- Provide support to new and experienced governing body Members by promoting access to relevant induction, training and development opportunities.
- In the event that it is necessary, be responsible for the implementation of the Protocol that provides for investigations into an allegation that a GBM may have breached the Code of Conduct.

### **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. Sub-Committee Chairs should establish similar relationships with the relevant senior staff member.
- Work in partnership with the Chief Executive to ensure the effective conduct of the GB's business.
- Ensure that the conduct of DPHA's business continues effectively between meetings of the governing body and act under delegated or emergency authority when necessary.

- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Chief Executive, in accordance with DPHA's agreed recruitment practices.
- Carry out, with at least one other governing body member, the Chief Executive's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the governing body.
- 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 governing body 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 governing body meetings of DPHA, in accordance with the Rules and Standing Orders.
- Ensure that all governing body members have access to appropriate information and advice (including specialist, independent and/or professional advice) 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 governing body members and that annual performance reviews are conducted in accordance with DPHA's policy.
- Manage meetings inclusively and 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 governing body meetings.
- Sign (or otherwise authorise) payment instructions and documents requiring the governing body or the Chair's authorisation, in accordance with DPHA's standing orders.

- Take decisions on behalf of the organisation in the event of emergencies that occur outside the regular meeting cycle and report these back to the governing body for ratification.
- Ensure that the range of skills, knowledge and experience required to lead DPHA effectively is available to the governing body and that the governing body is able to access specialist support when necessary.
- Lead the governing body's 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 26 November 2024. It will be reviewed by the governing body not later than three years from adoption.

## VICE CHAIRPERSON'S ROLE DESCRIPTION

### Role Description for Vice Chair of DPHA

#### 1. INTRODUCTION

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of DPHA. The responsibilities described here are additional to those set out in the governing body members' (GBM) role description. It should also be considered alongside:
- the Role Description for the Chair of DPHA;
  - DPHA's Rules; and
  - DPHA's Standing Orders.
- 1.2 In the event that the Chair of DPHA is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.
- 1.3 The position of Vice Chair will be elected by the governing body, every year at the first meeting following the AGM.
- 1.4 There is no fixed term of office for the Vice-Chair, although they cannot serve for more than five years continuously. DPHA encourages the rotation of the vice-chair's office as part of its approach to effective succession planning, in order to provide opportunities for GBMs to develop their skills and experience.
- 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; other members of the GB are also able to stand for election as Chair at the same time.
- 1.6 The role of Vice Chair must be carried out by a governing body member, and may also be carried out by a former office bearer.

#### 2. ROLE OF VICE CHAIR

- 2.1 The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair of DPHA. **Therefore, this role description must be read in conjunction with the Role Description for the Chair of DPHA.**
- 2.2 When known in advance, the Vice Chair should ensure that they are available for any governing body meeting that the Chair is unable to attend – e.g. where the Chair has booked a holiday. Close liaison with the Chair is a key requirement of the role.

- 2.3 The individual holding the post of Vice Chair will gain training and insight as to whether they would like to consider performing the role of Chair in the future.

### **3. MONITORING AND REVIEW**

- 3.1 This role description was approved by the governing body on 26 November 2024. It will be reviewed by the governing body not later than three years from adoption.



## SECRETARY'S ROLE DESCRIPTION

### Role Description for Secretary of DPHA

#### 1. INTRODUCTION

DPHA has assigned the role of the Secretary to the Chief Executive. No annual election of the Secretary will take place at the first governing body meeting (GB) held immediately after the AGM as the Standing Orders state that the role of the Secretary is carried out by the Chief Executive. The minute of the first GB meeting following the AGM should record that the role of Secretary will be fulfilled by the Chief Executive.

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of DPHA, a role which is carried out by the Chief Executive. The role description should also be considered alongside DPHA's Rules and Standing Orders.
- 1.2 The Secretary's duties have been delegated to DPHA's Chief Executive, with the Secretary assuming responsibility and being accountable for ensuring that they are carried out in an effective manner. All of the practical duties detailed at section 2.1 – with the exception of attendance at meetings - 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. The Secretary is responsible for ensuring that all of these responsibilities are fulfilled. 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.
  - Ensuring that nominations and elections to the GB are carried out in accordance with the Rules.
  - Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator and OSCR.
  - Ensuring compliance with DPHA's Rules.
  - Keeping the Register of Members and other Registers required by DPHA's Rules.
  - Supervision of the DPHA's seal.
  - Confirming to the GB, at the last meeting before the AGM, that the requirements of Rules 62-67 have been met.

### **3. MONITORING AND REVIEW**

- 3.1 This role description was approved by the governing body on the 26 November 2024. It will be reviewed by the governing body not later than three years from adoption.

## **APPENDIX 7: ANNEX 1 – 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 Board Meetings and Special Board Meetings****[Rule 50]**

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 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:

- [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 Board;
- [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 Board 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.

## SCHEME OF DELEGATED AUTHORITY

### 1. STRATEGY, POLICY & PERFORMANCE

Reserved to the Board	Delegated to Sub-Committees	Delegated to the Leadership Team
<ol style="list-style-type: none"> <li>1. Mission, Vision, Values, Culture – Approval of the organisation’s purpose, focus, aims, principles &amp; defining expectations as to how the values will be demonstrated.</li> <li>2. Approval of the Association’s Rules, Standing orders &amp; Code of Conduct, and any amendments; ensuring the Association complies with all requirements.</li> <li>3. Approval of all of the Association’s policies and strategies, including changes to existing policy/strategies and any new activities.</li> <li>4. Approval of the Association’s Business Plan and all other plans or documents that fall within the strategic role of the Board.</li> <li>5. Monitoring and overview of the financial, organisational and service performance of the Association.</li> </ol>	<ol style="list-style-type: none"> <li>1. Monitoring service/business performance/outcomes for matters within each Sub-Committee’s remit.</li> <li>2. Review of existing and development of new policies and strategies falling within the People &amp; Policy Sub-Committee’s remit. Recommendation to the Board of any non-minor proposed changes to existing policies or proposed new policies.</li> <li>3. Establish investigation Panels in connection with any breaches of the Code of Conduct.</li> </ol>	<ol style="list-style-type: none"> <li>1. Advising the Board &amp; Committees. Accessing appropriate specialist/professional advice. Developing/drafting plans and strategies for consideration.</li> <li>2. Evidencing effective implementation of the Business Plan and other strategies and policies approved by the Board.</li> <li>3. Delivery of all services to tenants and other customers in accordance with approved policies, strategies and standards.</li> <li>4. Provision of regular evidenced reports to the Board and Committees in relation to all aspects of the Association’s performance.</li> <li>5. Preparation and issue of all information and publicity materials regarding service standards and performance.</li> </ol>

<p>6. Ensuring that the Association meets its legal, regulatory and constitutional obligations.</p> <p>7. Entering into strategic partnerships, constitutional or otherwise, with other organisations, and agreeing the terms of any agreement for joint enterprises, cross-provision of services, etc.</p> <p>8. Agreeing performance standards for service delivery.</p>		<p>6. The Chief Executive has delegated authority to make minor amendments to existing policies.</p> <p>7. Exercising operational control and direction, including effective delegation to other staff.</p> <p>8. Providing appropriate admin support to Investigation Panels.</p>
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## 2. GOVERNANCE

Reserved to the Board	Delegated to Sub-Committees	Delegated to the Leadership Team
<ol style="list-style-type: none"> <li>1. Approval of the Association's membership policy.</li> <li>2. Approval/refusal of applications for membership of the Association.</li> <li>3. Appointment of the Association's office bearers and ensuring compliance with the 9-year rule for Board Members.</li> <li>4. The establishment and dissolution of Sub-Committees; approval of their remits and delegated powers; and appointment of their Members.</li> <li>5. The establishment and dissolution of Working/Advisory Groups/Panels; approval of their remits and delegated powers; and appointment of their Members.</li> <li>6. Filling of any casual vacancies, and the appointment and co-option of Members of the Board or Committees.</li> <li>7. Removal of Board Members, where required.</li> <li>8. Approval of the Association's delegated authority arrangements, Standing Orders and Financial Regulations/Procedures.</li> <li>9. Approval of the creation or dissolution of</li> </ol>	<p><b><u>Delegation to People &amp; Policy Sub-Committee</u></b></p> <ol style="list-style-type: none"> <li>1. Review of existing Standing Order and Financial Regulations and Procedures as per the Sub-Committee's remit. Recommendation to the Board of any proposed changes.</li> <li>2. Preparing for recommendation to the Board the remit of any Hearing/investigation panel.</li> <li>3. Recommendation to the Board for approval of the Duty of Candour Annual Return to the Care Inspectorate.</li> </ol> <p><b><u>Delegation to Audit &amp; Risk Committee</u></b></p> <ol style="list-style-type: none"> <li>4. Recommendation to the Board for approval of the financial returns and the Annual Assurance Statement to the SHR.</li> </ol>	<ol style="list-style-type: none"> <li>1. Processing of applications for membership.</li> <li>2. Maintaining the Association's register of shareholders.</li> <li>3. Administration and cancellation of shares, as provided for in the Association's Rules.</li> <li>4. Maintaining the Association's Register of Interests, and any other registers required by DPHA's Rules.</li> <li>5. Submission of Notifiable Events to the SHR (Chief Executive or Chairperson as per agreed Policy).</li> <li>6. Submission of Notifiable Events to the Care Inspectorate (Care Services Manager).</li> <li>7. Advising Board Members on all obligations &amp; ensuring &amp; evidencing compliance with regulatory &amp; legal compliance. Advising Board of areas of non-compliance.</li> <li>8. Arranging the annual programme of Board Member reviews/appraisals.</li> <li>9. Leading on Board Member recruitment and assisting with succession planning.</li> </ol>

<p>subsidiaries, and appointment of directors to subsidiaries and other bodies.</p> <p>10. Approval of discretionary payments and benefits decisions.</p> <p>11. Approval of use of the Association's seal.</p> <p>12. Monitor notifiable Events submitted to the Scottish Housing Regulator and the Care Inspectorate.</p> <p>13. Ensure Regulatory and legal compliance</p>		<p>10. Preparation of all required annual returns to regulators; including obtaining &amp; reporting on independent validation; development and maintenance of assurance evidence bank; liaison with regulators.</p> <p>11. Management of the internal audit programme; development of management responses; reporting to the Sub-Committee &amp; Board and evidence based implementation of internal audit recommendations.</p> <p>12. Ensuring all Board, Sub-Committee Meetings and the AGM are appropriately constituted, conducted and recorded.</p> <p>13. Advising &amp; supporting the Board and Sub-Committees; preparing all notifications, reports and minutes for meetings.</p> <p>14. Implementation of the Board learning &amp; development and annual review programmes.</p> <p>15. Supporting the Board to fulfil its governance responsibilities.</p>
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### 3. FINANCIAL MANAGEMENT

Reserved to the Board	Delegated to Sub-Committees	Delegated to the Leadership Team
<ol style="list-style-type: none"> <li>1. Approval of the Association's annual budget, and any subsequent revisions.</li> <li>2. Approval of Financial Regulations &amp; Procedures and oversight of implementation.</li> <li>3. Approval of quarterly management accounts.</li> <li>4. Ensuring that the Association is meeting its obligations to funders.</li> <li>5. Approval of short &amp; long-term financial projections; financial forecasting and the Association's Business Plan including overall private borrowing strategy, limits and levels.</li> <li>6. Approval of spending levels beyond those allowed for by Sub-Committees and staff, including additional borrowing out with the Business Plan and/or existing borrowing limits.</li> <li>7. Approval of the annual financial statements, prior to the Association's AGM.</li> <li>8. Approval of any borrowing and the granting of security over the Association's assets.</li> <li>9. Disposal of any property/assets</li> </ol>	<p><b><u>Delegation to Audit &amp; Risk Committee:</u></b></p> <ol style="list-style-type: none"> <li>1. Authorisation of expenditure, where permitted by the Standing Orders and Financial Regulations.</li> <li>2. Consideration of draft - annual financial statements/management letter/letter of representation, management accounts, financial returns to the SHR &amp; others and budget/annual rent increase for recommendation to the Board.</li> <li>3. Oversight of the testing arrangements connected to the Association's business continuity and contingency plans.</li> <li>4. Recommendation of appointment of Auditors to the AGM.</li> <li>5. Review of the Association's business continuity and contingency plans, including oversight of testing arrangements.</li> </ol> <p><b><u>Delegation to People &amp; Policy Sub-Committee:</u></b></p> <ol style="list-style-type: none"> <li>6. Review of the Association's accounting, financial and risk management policies, recommending proposed changes to the</li> </ol>	<ol style="list-style-type: none"> <li>1. Evidencing effective implementation of the financial policies, plans and strategies approved by the Board and Committee.</li> <li>2. Monitoring expenditure within the Association's approved budget (subject to the limits specified in the Association's Financial Regulations, policies and procedures), including monitoring and reporting on financial performance.</li> <li>3. Preparing the annual budget; 30-year financial projections and the management accounts for Sub-Committee and Board's consideration.</li> <li>4. Authorisation of expenditure in excess of the Association's approved budget, in emergency situations.</li> <li>5. Authorisation of expenditure and the making of payments, in accordance with the Standing Orders and Financial Regulations/Procedures.</li> <li>6. Monitoring spend on the company credit card.</li> <li>7. The collection, security, banking and recording of all income received by the Association.</li> </ol>

<p>10. Committing, authorising and signing off expenditure/payment by authorised signatories as set out in the Financial Regulations.</p> <p>11. Approval of write-off of irrecoverable debt.</p> <p>12. Agreeing the opening and closure of bank or building society accounts, including details of authorised signatories.</p> <p>13. Approval of the Treasury Management Policy and strategy, and monitoring compliance with same.</p>	<p>Board; input will also be sought from Audit &amp; Risk Committee.</p>	<p>8. Maintenance and control of the Association's bank accounts (including payments and the moving of monies by electronic means), in accordance with the Association's Financial Regulations and Procedures.</p> <p>9. Treasury management transactions and executive decisions relating to investments and cash management, in accordance with the Association's Treasury Management Policy.</p> <p>10. Payroll administration, control of petty cash and the payment of expenses to the Association's employees and Board Members within the terms of the relevant policy.</p> <p>11. Administration of taxation payments, including those relating to VAT, PAYE and National Insurance.</p>
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#### 4. RISK MANAGEMENT, AUDIT AND HEALTH & SAFETY

Reserved to the Board	Delegated to Sub-Committees	Delegated to the Leadership Team
<ol style="list-style-type: none"> <li>1. Approval of the Association's Risk Management Policy &amp; Framework.</li> <li>2. Consideration of all matters involving substantive and material risks to the Association's solvency, reputation and ability to meet its statutory, regulatory and contractual obligations.</li> <li>3. Receipt of the external auditor's Management Letter and approval of the Association's formal response.</li> <li>4. Receipt and approval of a report from the Audit &amp; Risk Sub-Committee on internal controls assurance, including the annual outcome of the internal audit process.</li> <li>5. Formal appointment of the Association's external and internal auditors, and annual re-appointment of external auditor, subject to ratification at the AGM.</li> <li>6. Approval of Annual External &amp; Internal Audit Plans, and recommendations arising from audits.</li> </ol>	<p><b><u>Delegated to Audit &amp; Risk Sub-Committee:</u></b></p> <ol style="list-style-type: none"> <li>1. Monitor implementation of the Association's Risk Management Policy, reporting on any substantive and material risks to the Board &amp; risk appetite.</li> <li>2. Selection of the Association's external and internal auditors.</li> <li>3. Issue of external auditor's Letter of Engagement and approval of proposed programme/approach.</li> <li>4. Approval of internal audit needs assessment and programme of internal audit.</li> <li>5. Review external/internal auditor recommendations and the external auditor's Management Letter. Make recommendations to the Board regarding the response to that Letter and external/internal recommendations, and monitor implementation of agreed recommendations.</li> <li>6. Keep under review the effectiveness of internal control systems.</li> <li>7. Monitor the effectiveness of external and internal audit services.</li> <li>8. Instruct investigations into any irregularities or failures in DPHA's</li> </ol>	<ol style="list-style-type: none"> <li>1. Evidencing effective implementation of the Association's Risk Management Policy, Framework and procedures, including preparation and maintenance of risk registers <del>maps</del>.</li> <li>2. Routine liaison with the external and internal auditor.</li> <li>3. Responding to the Internal Auditor's draft reports, including drafting the management response for Audit &amp; Risk Sub-Committee's consideration.</li> <li>4. Evidencing implementation of auditors' recommendations and submission of monitoring/progress reports to Audit &amp; Risk Sub-Committee.</li> <li>5. Maintaining adequate insurance cover.</li> <li>6. Maintenance of up-to-date stock condition survey information.</li> </ol>

	<p>management and control systems.</p> <p><b><u>Delegated to People &amp; Policy Sub-Committee:</u></b></p> <p>9. Review of the Association’s accounting, financial, Health &amp; Safety and risk management policies, recommending proposed changes to the Board.</p> <p>10. Monitoring compliance with DPHA’s Health &amp; Safety Policy and the Association’s H&amp;S obligations.</p>	
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## 5. STAFFING & EMPLOYMENT

Reserved to the Board	Delegated to Sub-Committees	Delegated to the Leadership Team
<ol style="list-style-type: none"> <li>1. Appointment and annual review of DPHA's Chief Executive.</li> <li>2. Approving the Association's Terms &amp; Conditions of employment.</li> <li>3. Approve the Association's human resources, people, culture, wellbeing, health and safety and equality and diversity policies.</li> <li>4. Approval of staff/organisational structure and any changes, including any permanent increases or reductions in staffing/organisational requirements.</li> <li>5. Approval of the Association's pay structure and terms and conditions of employment, including any annual pay increase.</li> <li>6. Approval of any Settlement Agreements.</li> <li>7. Approve the establishment of hearing/Appeals Panels and their Remits.</li> <li>8. Approving external accreditation strategies &amp; overseeing compliance with requirements.</li> </ol>	<p><b><u>Delegation to People &amp; Policy Sub-Committee:</u></b></p> <ol style="list-style-type: none"> <li>1. Make decisions on discretionary areas in EVH terms and conditions of employment including overtime payments, annual or other leave entitlement and individual job re-evaluation matters.</li> <li>2. Oversight of the Association's action plans, training, etc. to achieve compliance with the Association's equality and diversity policies, objectives and legal obligations.</li> <li>3. Establish Hearing/Appeal Panels &amp; Remits in accordance with grievance and disciplinary processes requiring Board involvement, including the power to impose any appropriate disciplinary sanction, including dismissal.</li> <li>4. Oversight of recruitment, including arrangements for interview panels and for promotions. selection of senior staff.</li> <li>5. Along with the Leadership Team be involved in the recruitment and selection of staff for EVH Grades 7 posts and above as per the Recruitment &amp; Selection Policy.</li> <li>6. Authority to obtain independent legal or other professional advice, subject to</li> </ol>	<ol style="list-style-type: none"> <li>1. Advise the Board on resource requirements.</li> <li>2. Recruitment and employment of temporary staff (provided recruitment is approved and costs are within the approved staffing budget).</li> <li>3. Advertising job vacancies (established and temporary posts).</li> <li>4. Recruitment and selection of staff (other than the Association's Chief Executive and Leadership Team members), for EVH Grades 1 to 6 &amp; EVH TAS Grades, including promotions and temporary posts.</li> <li>5. Issuing of employment contracts.</li> <li>6. Monitoring and overseeing effective performance management.</li> <li>7. All operational human resources management issues, which fall within the conditions of service and the Association's established policies.</li> <li>8. Payroll and pension's administration and payment of staff expenses and overtime</li> </ol>

	<p>budgetary provision.</p> <ol style="list-style-type: none"> <li>7. Monitor compliance with DPHA's HR policy and processes, as well as monitoring staff health and wellbeing initiatives.</li> <li>8. Review of the Association's human resources policies, making recommendations the Board about any proposed changes.</li> <li>9. Review the Association's resource requirements and make recommendations to the Board.</li> </ol>	<p>payments.</p> <ol style="list-style-type: none"> <li>9. Grievances and disciplinary action (excluding matters relating to the Chief Executive and individual cases requiring Board involvement).</li> <li>10. Operational management of the Association's responsibilities as an employer in relation to health and safety management.</li> </ol>
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## 6. HOUSING, FACTORING & CARE SERVICES

Reserved to the Board	Delegated to Sub-Committees	Delegated to the Leadership Team
<ol style="list-style-type: none"> <li>1. Approval of annual rent, service charge and other management charge increases.</li> <li>2. Approval of the granting of tenancies or other tenancy-related matters in connection with the Association's Entitlements, Payments and Benefits Policy.</li> <li>3. Approval of all housing management, factoring and care related policies and service standards.</li> <li>4. Approval and monitoring of strategies for service development and improvement.</li> <li>5. Approval of the overall terms of the Association's tenancy agreement, other occupancy agreements.</li> <li>6. Approval to enter into management agreements or leases with third parties relating to housing properties and commercial units.</li> <li>7. Scrutiny of performance and levels of tenant and customer satisfaction in connection with the housing, factoring and care</li> </ol>	<p><b><u>Delegated to the People &amp; Policy Committee:</u></b></p> <ol style="list-style-type: none"> <li>1. Review of the Association's housing, factoring and care related policies, making recommendations the Board about any proposed changes.</li> <li>2. To receive a 6-monthly report on incidents &amp; accidents, including near misses.</li> <li>3. Receiving an annual Duty of Candour Report and recommending approval to the Board.</li> </ol> <p><b><u>Delegated to the Audit &amp; Risk Sub-Committee:</u></b></p> <ol style="list-style-type: none"> <li>4. To receive reports on bad debts to be written off and make recommendations to the Board.</li> </ol>	<ol style="list-style-type: none"> <li>1. All matters relating to the collection of rents, service charges, factoring and DOSCG charges, arrears recovery, including issuing Notice of Proceedings, applications for court hearings to seek eviction or repossession and recommending decisions to seek eviction/repossession to the Chief Executive for approval.</li> <li>2. Enforcement of decrees for eviction/repossession.</li> <li>3. Evidencing effective implementation of all the Association's housing, maintenance, factoring, care and customer complaints policies, as well as customer satisfaction with service provision, and reporting outcomes and learnings to the Board and Sub-Committee.</li> <li>4. Processing property sales &amp; administration relating to property acquisitions.</li> <li>5. Preparation of the Duty of Candour annual report.</li> <li>6. Provide support as appropriate to the Tenants' Panel; Sheltered Housing Tenants' Meetings and any other DPHA tenant/residents/customer group that may be created.</li> </ol>

<p>services.</p> <p>8. Approval for the writing off of tenant or former tenant arrears, factoring and Dalmuir out of School Care Group arrears and rechargeable repair costs.</p> <p>9. Authorisation of any property sales or acquisitions, whether as part of Asset Management Strategy, or Acquisitions Policy.</p> <p>10. Approval of the Annual Duty of Candour Report to the Care Inspectorate.</p>		
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## 7. MAINTENANCE SERVICES

Reserved to the Board	Delegated to Sub-Committees	Delegated to the Leadership Team
<ol style="list-style-type: none"> <li>1. Approval of the Association's annual revenue and capital budgets for repairs, voids and planned maintenance works, and their related works programmes.</li> <li>2. Approval of the Association's overall Asset Management Strategy and all other maintenance-related policies.</li> <li>3. Settlement of any contractual claims; agreeing litigation/contract challenge/pursuing legal remedies for loss/damage.</li> <li>4. Approval of the Association's procurement and tendering policies.</li> <li>5. Approval of procurement arrangements and entering into contracts for maintenance works.</li> <li>6. Approval of consultant and contractor procurement lists and frameworks, including any additions and deletions.</li> <li>7. Approval and monitoring of the Association's Scottish Housing Quality Standards and Energy Efficiency Standard for Social Housing (or equivalent) delivery</li> </ol>	<p><b><u>Delegated to the People &amp; Policy Sub-Committee:</u></b></p> <ol style="list-style-type: none"> <li>1. Review of the Association's maintenance related policies and strategies, making recommendations the Board about any proposed changes.</li> </ol>	<ol style="list-style-type: none"> <li>1. Adding contractors to the Association's approved list/Framework on a trial basis pending full acceptance onto approved list.</li> <li>2. Preparation of reports and recommendations on additions to or removal from approved list/Framework of consultants and contractors.</li> <li>3. Selection and appointment of contractors and consultants within approved delegation/Financial Regulations.</li> <li>4. Negotiating contracts, conducting due diligence and ensuring VFM.</li> <li>5. Managing &amp; monitoring contractor performance/delivery; instructing &amp; overseeing remedial action as required.</li> <li>6. Instructing all repairs and maintenance works, within the budgets approved by the Board and in accordance with the Financial Regulations.</li> <li>7. Implementation of gas servicing programme and all related matters, reporting to management board on performance against targets and any failure to meet the Association's legal obligations.</li> </ol>

<p>plans, ensuring compliance with H&amp;S obligations, regulatory &amp; legal requirements.</p> <p>8. Scrutiny of performance and levels of tenant and customer satisfaction in connection with the maintenance service.</p>		<p>8. Instructing all works for which the Association is responsible under the tenancy agreement, including those of an emergency nature.</p> <p>9. Evidencing effective implementation of all maintenance related policies, strategies &amp; plans and reporting to the Board on outcomes, compliance and learnings.</p> <p>10. Statutory and discretionary payments to tenants, within the policies approved by the Board.</p> <p>11. Approval/refusal of tenant requests to carry out alterations/improvements, in accordance with policy.</p> <p>12. Ensuring compliance with the Association's tenant's health and safety obligations, including keeping the Board informed of any failure to meet legal obligations.</p>
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## 8. DEVELOPMENT & WIDER ROLE SERVICES

Reserved to the Board	Delegated to Sub-Committees	Delegated to the Leadership Team
<ol style="list-style-type: none"> <li>1. Approval of the Association's development strategy and Strategy and Development Funding Plan submission.</li> <li>2. Purchase of any land and buildings for development.</li> <li>3. Approval of any new development projects, including financial appraisal, housing mix, procurement strategy and methods, appointment of professional consultants, acceptance of Affordable Housing Supply offers of grant and entering into and signing construction contracts.</li> <li>4. Approval of any development partnerships with other housing associations.</li> <li>5. Settlement of contractual claims; agreeing litigation/contract challenge/pursuing legal remedies for loss/damage.</li> <li>6. Approval of all development-related policies, including design and specification standards.</li> <li>7. Monitoring of development progress,</li> </ol>	<p><b><u>Delegated to the People &amp; Policy Sub-Committee:</u></b></p> <ol style="list-style-type: none"> <li>1. Review of the Association's development &amp; wider role related policies, making recommendations the Board about any proposed changes.</li> </ol>	<ol style="list-style-type: none"> <li>1. Authorising applications for statutory permissions and consents.</li> <li>2. Selection of consultants and contractors, development agents, etc. subject to Board approval.</li> <li>3. Supervision and performance review of professional consultants.</li> <li>4. Issuing client instructions to the Association's professional consultants and contractors, as required.</li> <li>5. Monitoring contract costs and progress.</li> <li>6. Making grant submissions to the relevant authority.</li> <li>7. Making funding submissions re wider role/community investment to all relevant funding bodies, in line with approved strategies and Business Plan objectives.</li> <li>8. Deliver wider role/community investment projects.</li> <li>9. Approval of home loss or disturbance payments.</li> </ol>

<p>including scheme and contract expenditure, performance against grant planning targets, etc.</p> <p>8. Approval of additional expenditure on individual contracts, in excess of any delegated authority to staff.</p> <p>9. Approval of the Association's Community Investment Plan and oversight of the Plan's implementation.</p>		<p>10. Submission of applications for Section 66 consent from the Scottish Housing Regulator.</p> <p>11. Ensuring compliance with the Association's health and safety obligations for new build developments, including the preparation of health and safety plans and files.</p> <p>12. Notifying the Board of any failure to meet the Association's statutory or contractual obligations, or of any circumstances where contracts are affected by material delays and/or cost increases in relation to the approved programme and contract sum.</p> <p>13. Approval of additional contract expenditure or other development-related expenditure, as provided for in Financial Regulations.</p> <p>14. Conducting a risk review in connection with any proposed new project, reporting risk scores and planned mitigation action as part of the project approval process.</p>
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## 9. APPROVAL, SIGNING AND SUBMISSION OF FORMAL DOCUMENTS, AND OTHER MATTERS

Reserved to the Board	Delegated to Chair/Office Bearers	Delegated to the Leadership Team
<ol style="list-style-type: none"> <li>1. Approving all annual returns to Scottish Government, OSCR, Care Inspectorate and Scottish Housing Regulator.</li> <li>2. Agreeing authorised signatories for the purpose of completing legal documents with lenders, signing the annual financial statements, and generally entering into contracts on behalf of DPHA.</li> <li>3. Agreeing when the company seal is to be used, ensuring compliance with the Association's Rules and legal requirements.</li> </ol>	<ol style="list-style-type: none"> <li>1. Signing approved annual returns.</li> <li>2. Signing approved legal documents and agreements, in accordance with agreed delegation arrangements.</li> <li>3. Line management of Chief Executive (Chairperson).</li> <li>4. Review of draft minutes of Board and Sub-Committee meetings.</li> </ol> <p><b><u>Delegated to Audit &amp; Risk Sub-Committee:</u></b></p> <ol style="list-style-type: none"> <li>5. Recommendation to the Board for approval of the financial returns and the Annual Assurance Statement to the SHR.</li> </ol> <p><b><u>Delegated to the People &amp; Policy Sub-Committee:</u></b></p> <ol style="list-style-type: none"> <li>6. Recommendation to the Board for approval of the Duty of Candour Return to the Care Inspectorate.</li> </ol>	<ol style="list-style-type: none"> <li>1. Preparing the annual returns for the Sub-Committee and Board's consideration and submitting signed annual returns to regulators by due dates.</li> <li>2. Signing agreed contracts, in accordance with delegated authority agreed by the Board and Financial Procedures.</li> <li>3. Submission of returns to the Financial Services Authority.</li> <li>4. Making statements to the press or other public statements on behalf of DPHA (Chief Executive only).</li> <li>5. Preparation and issue of general, Board and Sub-Committee meeting notices, agendas and papers, in consultation with the meeting Chair.</li> </ol>