



# Standing Orders

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## **Policy Summary**

The Standing Orders provide a framework for the Board of Trustees to define the effective and proper conduct of the Association's business. They specify the financial scheme of delegation and all other delegated authority which enables the Association to operate and the management to fulfil its responsibilities and be accountable to stakeholders for good governance.

## **Equalities**

Considerations about accessibility have been incorporated into the provisions of the standing orders. A specific equalities impact assessment has not been carried out. The operation of the Standing Orders will always be in accordance with Berwickshire Housing Association's policy on Equal Opportunities and Diversity.

## **Privacy**

This document fully complies with General Data Protection Regulation and the Data Protection Act 2018.

## **Regulatory Standards**

### Standard 1

The Board of Trustees leads and directs the RSL to achieve good outcomes for its tenants and other service users.

### Guidance

1.2: The RSL's governance policies and arrangements set out the respective roles, responsibilities and accountabilities of Board Members and senior officers, and the Board of Trustees exercises overall responsibility and control of the strategic leadership of the RSL.

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

## **1. Introduction**

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

## **2. The Board of Trustees**

- 2.1 Members of the Board are elected under its Rules 39 – 41 or as co-opted under Rule 42.
- 2.2 The Board is responsible for:
  - 2.2.1 Providing effective leadership, control and direction of our affairs.
  - 2.2.2 Exercising good governance across all of our activities.
  - 2.2.3 Ensuring we set and achieve our strategic aims and objectives.
  - 2.2.4 Ensuring that we comply with all legislative and regulatory requirements.
- 2.3 The powers of the Board are set out in the Rules [45 – 47]. The Board has agreed a remit which specifies its responsibilities and duties which is Appendix 1 of this document.
- 2.4 The Board will meet at least six times each year. A minimum of four Committee members, excluding co-optees, is required for a meeting to proceed [Rule 48].

## **3. Committees**

- 3.1 The Board has established two Committees to which it has delegated authority for activities in specified areas. The Committees are:
  - 3.1.1 Audit & Finance Committee

### 3.1.2 Operations Committee

- 3.2 Their responsibilities are detailed in the remits which have been agreed by the Board. Appendix 2 is the Audit & Finance Committee remit and Appendix 3 is the Operations Committee remit. These remits will be monitored regularly and formally reviewed annually by both the Board and the respective committees.
- 3.3 All Committees report to and are accountable to the Board.
- 3.4 The governance structure and relationships with senior officers/key advisers at BHA is as follows:
  - 3.4.1 The Audit and Finance Committee will meet at least four times each year and will report on its activities to the next meeting of the Board. This report will take the form of its minutes being presented and any decisions being homologated.
  - 3.4.2 The Operations Committee will meet at least four times each year and will report on its activities to the next meeting of the Board. This report will take the form of its minutes being presented and any decisions being homologated.
  - 3.4.3 Each of the Committees may obtain appropriate professional advice on relevant matters without reference to the Board, to enable it to fulfil its responsibilities, subject to the provisions of these Standing Orders and the agreed remits.

## 4. Hearing and Appeals Panels

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

## 5. Working Groups and Advisory Panels

- 5.1 The Board may establish working groups to assist in 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 will not normally be established for periods in excess of 18 months. The Board will decide the life span of working groups and appoint a Chair of the working group, who shall be an elected member of the Board. For clarity, the Chair of a working group cannot be a co-opted member.

- 5.2 On establishing a working group or advisory panel, the agreed remit and timescales, including requirements for reporting to the Board, will be attached to these Standing Orders as a separate document. The attachment will be removed from the Standing Orders when the Board of Trustees decides that the work of that working group or advisory panel is complete.
- 5.3 The remit of any working group and advisory panels will be kept under review and assessed upon completion.
- 5.4 All groups established under the terms of this section of the Standing Orders report to and are accountable to the Board, or as delegated to a Committee. The Board shall not delegate authority to a working group or advisory panel to take decisions on its behalf.

## **6. Membership**

- 6.1 Committees may not co-opt additional members beyond those appointed from the Board unless by specific agreement of the Board upon request.
- 6.2 Any Board member may attend meetings of any Board of which they are not a member as an observer.
- 6.3 Committees shall have no fewer than three members. [Rule 58.1] The presence of co-optees or other Board member observers will not be counted when establishing that the minimum number of three Committee members is present to allow the meeting to take place.

## **7. Hearing and Appeals Panels**

- 7.1 Membership and the remit of any Hearing/Appeals Panel established in accordance with Section 4 of these Standing Orders will be determined by the Board at the time the remit is agreed or may be delegated to the Chair or Chief Executive to determine.
- 7.2 Membership of Advisory Groups and Working Parties established in accordance with Section 5 of these Standing Orders will be determined by the Board at the time the remit is agreed.

## **8. Role of Board Members**

- 8.1 The Board has agreed a role for its members included at Appendix 4. At least annually, the Board will identify the range of skills, knowledge and experience that it requires to fulfil the terms of its agreed remit. [Rule 37.6] It will publicise the role to the membership, identifying the areas of skills, knowledge and experience required when inviting nominations for election to the Board.

- 8.2 The Board may co-opt any person who is suitable to join the Board providing that the total membership, including co-optees, does not exceed fifteen [Rule 37.1] and the number of co-optees does not exceed a third. [Rule 42.2]
- 8.3 References to members of the Board in these Standing Orders include co-optees. Where the Board identifies gaps in its collective skills, knowledge and experience, the Board will seek to co-opt suitable people having regard to the role description and identified skills, experience and knowledge required.
- 8.4 In the event of a dispute, a majority of those attending a meeting of the Board, Sub-Committee or working group may require a member to withdraw from the meeting, if the member fails to recognise the authority of the Chair.
- 8.5 Board members act as ambassadors for BHA and may represent BHA at events or on official business where it is approved by the Board that such attendance will benefit the interests of the Association.

## **9. Personal Interest**

- 9.1 The Board has adopted and agreed the SFHA Model Code of Conduct for Board members and staff members including arrangements for the declaration of conflicts of interest which are attached as Appendix 5. All Board members and staff must declare relevant interests in line with our procedures 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, Committees, Working Group or Hearing/Appeals Panel. All agendas will contain a standing item for declaration of interests. All declarations will be recorded in the Minutes. The Board will determine if the Member will be required to leave the meeting during the discussion of a matter in which they have an interest. Where the members of the Board decide that the member may remain, they will not take part in the discussion nor participate in any vote on the matter. The declaration and decision of the Board on whether the Member was required to leave the meeting plus the reasons for the decision will be recorded in the Minutes. The Members withdrawal and return will also be recorded in the minutes. Any decision by the Board shall not be invalid because of the subsequent discovery of an interest which should have been declared.
- 9.3 Board members who are tenants of property owned or managed by the Association shall be deemed not to have an interest in any decision affecting all or a substantial group of tenants.

## **10. Office Bearers**

- 10.1 At its first meeting following the AGM, the Board will elect a Convener, Vice-Convener(s) and any other office bearer it sees fit. The Board has agreed role descriptions for the Convener which specifies their roles, responsibilities and duties. Where a Vice Convener is appointed they will be expected to fulfil the role of the Convener in the Convener's absence. These form Appendix 6 of these Standing Orders.
- 10.2 The Secretary will be appointed by the Board and will normally be a member of the Leadership Team.
- 10.3 In the absence of the Convener, the Vice-Convener will undertake their duties.
- 10.4 In the period between the AGM and the first meeting of the Board, the incumbent Convener or failing them, the incumbent Vice-Convener will continue to act in that role temporarily. If neither the Convener nor Vice-Convener remains as a member of the Board following the AGM, the elected Board will meet immediately after the AGM to elect office bearers to ensure that the efficient operation of business is not interrupted. The Chief Executive or Secretary will conduct the proceeding to elect the Convener and office bearers and will then pass the chair to the newly elected Convener.
- 10.5 Chairs of Committees or any ongoing advisory groups or working parties, will be appointed by the relevant Committee/group/party at the first meeting of the Committee / group / party after the AGM.
- 10.6 Office bearers must ensure that they liaise regularly and effectively with each other and with the Chief Executive and senior staff.
- 10.7 Chairs of Committees are responsible for reporting to the Board on the decisions and actions taken by the relevant Committee. This report will normally be in the form of the minute from that Committee meeting. The Board will homologate the decisions taken by that Committee and hear any recommendations that the Committee makes to the Board.
- 10.8 Where a decision requires to be taken between meetings, and it is not practicable for a meeting of either the Board or the relevant Committee to be called, and failure to make a decision would be prejudicial to the interests of the organisation and/or its service users, the Chair of the Board or Chair of the relevant Committee has delegated authority to consult with the Chief Executive, to make a decision and to implement necessary action. A report will then be made to the next meeting of the Board or appropriate Committee for homologation of the decision taken.
- 10.9 The Board and Committees may delegate authority to their Chair or other office bearers to make decisions and act in respect of specific issues and within agreed principles between meetings. All such decisions and actions must be reported to the next meeting of the Board or Committee.



## **11. Meetings**

- 11.1 All meetings will be held in venues which are accessible to all. Papers will be issued in accessible formats and available in alternative formats where required and practicable.
- 11.2 At the first meeting following the AGM, the Board shall appoint the Chair and Vice-Chair(s) and to co-opt non-members where the Board in its effectiveness appraisal has confirmed the continuing requirement for the co-option.
- 11.3 A schedule of all meetings of the Board and Committees will be agreed at the first Board meeting following the AGM.
- 11.4 In the event of a special meeting of the Board being called by the Chair or two Board members, the provisions within the Rules which relate to special meetings will be applied.

### **11.5 Quorum**

- 11.5.1 The quorum for meetings of the Board is four (Rule 48).
- 11.5.2 The quorum for meetings of Committees is three (Rule 58.1).
- 11.5.3 Co-optees do not count towards determining the quorum at either Board or Committee meetings. [Rule 42.4]
- 11.5.4 For any meeting or any item of business, any member who can participate by telephone, video conference or web link will be regarded as being present and will count towards the quorum.
- 11.5.5 All members of a Hearing/Appeals Panel must be present for a meeting to proceed.
- 11.5.6 The quorum for working groups and advisory panels will be determined by the Board.

## **12. Business at Meetings**

- 12.1 At least seven days' advance notice of meetings will be given. [Rule 50] Notice of the meeting may be posted, delivered by hand or emailed or delivered by such other electronic means as the Board may decide. Notice of meetings must include an agenda of the business to be transacted and all supporting papers.
- 12.2 Urgent business which has not been notified in advance of the meeting may be considered if a majority of those attending agree.

- 12.3 The Convener, respective Committee Chairs and the Chief Executive will liaise over the preparation of the Agenda for meetings of the Board and Committees.
- 12.4 Members of the Board, Committees, Working Groups and Appeal Panels may propose items for inclusion on the Agenda for a meeting by contacting the Chair of the Board or relevant Committee, or the Chief Executive. The Chair will decide whether the item is to be included and the nature of any supporting papers required.

### **13. Chairing Meetings**

- 13.1 Where the Convener is not present at the appointed start of a meeting of the Board, the Vice-Convener 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 Convener arrives. [Rule 59.7]
- 13.2 Where the Chair of a Committee or a Working Group/Advisory Panel is not present at the appointed start time, those members present may appoint an attending member, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.
- 13.3 The Convener or Chair will decide on all matters of order at meetings and will determine the order of debate. The Chair is responsible for:
- 13.3.1 ensuring that members who wish to, can contribute;
  - 13.3.2 allocating adequate time for contributors to speak;
  - 13.3.3 ensuring voting procedures are in place and these are followed; and
  - 13.3.4 announcing votes at general meetings.
- 13.4 The Chair may vary the order of business from that detailed on the agenda.

### **14. Length of Meetings**

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

## **15. Staff Attendance at Meetings**

- 15.1 The Chief Executive will normally attend all meetings of the Board and Committees with additional officers in attendance where appropriate.
- 15.2 The Chief Executive, in consultation with the Chair, may invite relevant staff to attend all or part of a Board or Committee meetings where appropriate.
- 15.3 Staff attending meetings of the Board or Committees will not be entitled to vote and must observe the Standing Orders in terms of protocol and etiquette.
- 15.4 Staff may be required to leave a meeting of the Board or Committee in the event of specific agenda item(s) being deemed to be taken in private. This is unlikely to happen frequently, and the Chief Executive will normally remain during such discussions.
- 15.5 The Chief Executive will determine appropriate staff attendance and support for any Working Groups or Advisory Panels established by the Board.
- 15.6 The Chief Executive will attend meetings of Hearing/Appeals/Advisory Panels and Working Groups and act as Secretary, unless the matter being dealt with involves him/her directly in which case the Chair of the meeting will decide and if necessary, engage a Secretary to support the meeting.

## **16. Attendance of other parties**

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

## **17. Minutes**

- 17.1 Draft minutes of Board meetings will be prepared and circulated to the Chair within five days of the meeting wherever possible. Once the Chair has agreed the draft minutes, they will be circulated to all Board /Committee members for information. They will be presented to the next meeting for approval by the Board and the agreed version thereafter signed by the Chair.
- 17.2 Minutes of Committees will be presented to the next meeting of the Board for homologation of decisions and consideration of any recommendations relating to

matters not delegated.

- 17.3 Minutes of Working Groups and Advisory Panels will be presented to the next meeting of the Board for noting and, where appropriate, approval, in accordance with the agreed remit and level of delegation.
- 17.4 In the case of Hearing/Appeals Panels, a report will be made to the Board or relevant Committee on the outcome of the Panel's consideration.
- 17.5 The Secretary has responsibility for ensuring the preparation and circulation of draft minutes for all meetings of the Board, Committees and Working Groups/Advisory Panels. In practice, this is delegated to the most senior member of staff in attendance at the Board meeting. Draft minutes are then agreed with the Chair of the meeting before being distributed to members.

## **18. Voting**

- 18.1 Decisions at meetings will normally be made by a show of hands, except where a poll is requested or required and will be carried by a majority. Votes cannot be taken on resolutions which conflict with any of the provisions of our rules or the law. [Rule 28]
- 18.2 Where the members present are equally divided, the Convener or Chair will have a second or casting vote. [Rule 30]
- 18.3 A member may request that his/her dissent from a decision is recorded in the minutes of the meeting. Any member making such a request must not actively dissociate themselves from or criticise the decision in public.
- 18.4 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 Convener or Chair to be declared.
- 18.5 A vote to suspend Standing Orders must be supported by a majority of those present and will apply only to the meeting at which the vote is taken.
- 18.6 Co-optees may vote at Board and Committee meetings on all matters except those directly affecting the Rules, the membership of the Association or the election of the office bearers. [Rule 42.3]

## **19. Data Protection, Privacy and Freedom of Information**

- 19.1 Once they have been approved, minutes of the meetings of the Board will be available to the public in line with the publication scheme.

- 19.2 Some items may require to be treated as confidential, e.g. those relating to individuals or groups of individuals or commercially sensitive discussions and these may be considered in private. Any items in the minute that are considered confidential, sensitive or commercial will be the subject of a separate Confidential Minute which will not fall under the duty to publish or be redacted from the minute prior to publication.

## **20. Emergencies**

- 20.1 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 arising.
- 20.2 Where urgent or emergency decisions are required, and it is not practicable to hold a meeting of the Board or Office Bearers, the Chair (or in his/her absence, the Vice-Chair) and Chief Executive (or in his/her absence, senior staff members) will take all necessary decisions to fulfil our responsibilities to service users and partners. All such decisions and actions must be reported to the Board at the earliest opportunity.

## **21. Delegated Authority**

- 21.1 The Board is responsible for all decisions taken and actions carried out by or on behalf of the organisation. The Board recognises that good governance depends on a clear definition and understanding of the authorities which attach to Board and staff members. It also recognises that the successful implementation of strategies and plans requires the establishment of effective and appropriate levels of delegation to ensure that activities and decisions are not unnecessarily delayed.
- 21.2 The Board has approved a Scheme of Delegated Authority included in Section 21 below and a Scheme of Financial Delegation set out in the Financial Regulations approved by the Board.
- 21.3 Any matters not specified in the Scheme of Delegated Authority or Scheme of Financial Delegation is reserved to Board, unless the matter is urgent. In urgent matters, the Chief Executive shall have authority to consult with the Convener, or Chair of the relevant Committee, and the Convener or Vice-Convener(s) are authorised to take decisions and implement action, and required to report this to the next meeting of the Board for homologation. It will be for the Convener or any two Board members to request that the Secretary call a meeting. If within three days the meeting has not been called, the Convener or the Board members who requested the meeting can call a meeting for the specified purpose, giving no less than seven days' notice before the date of the meeting.

- 21.4 Where authority is delegated to staff on financial matters this relates to operational responsibilities.
- 21.5 The Chief Executive is responsible to the Board for the implementation of policy and for the day to day running of all aspects of the organisation's activities. The Board, therefore, delegates authority to the Chief Executive to enable the discharge of responsibilities expeditiously, without necessarily referring to the Board. Office Bearers, who are elected Board Members appointed by Board, acting with senior staff, have authority to:
- 21.5.1 Represent the Association on official business, consistent with agreed policies and procedures.
  - 21.5.2 Implement agreed emergency procedures.
  - 21.5.3 Take urgent decisions and/or action between meetings, in consultation with the Chief Executive.
  - 21.5.4 Take decisions on specific issues between meetings that have been delegated to one or more office bearers by the Board of Trustees.
- 21.6 The Chief Executive, in consultation with senior staff, has authority to:
- 21.6.1 Ensure the effective implementation of strategies, policies and plans.
  - 21.6.2 Represent the Association on official business, consistent with agreed policies and procedures.
  - 21.6.3 Carry out all necessary legal and financial duties to ensure compliance with statutory and regulatory requirements.
- 21.7 The Board of Trustees has agreed specific delegations to manage routine business matters as defined in the Scheme of Delegation at section 21 below.

## 22. Scheme of delegation

Ref	Authority for	Delegated to
<b>21.1 Annual returns to regulatory bodies</b>		
AR1	Approving Annual Returns to the Scottish Housing Regulator and Scottish Government	Board of Trustees
	Signing and authorising Annual Returns to the Scottish Housing Regulator and Scottish Government.	Chief Executive with approval from Board of Trustees
	Submission of annual returns to Scottish Housing Regulator and Scottish Government for	Chief Executive or designated officer

Ref	Authority for	Delegated to
	consideration	
AR2	Signing and authorising Annual Returns to Financial Conduct Authority  Submission of Returns to FCA for consideration	Approved by Board of Trustees as part of the annual accounts. Signed by Secretary  Chief Executive or designated officer
<b>21.2 Governance and strategic management and control</b>		
G1	Approval of strategic and operational policies  Approval of Procurement Policy	Board of Trustees  Board of Trustees
G2	Approval of authorised signatories	Board of Trustees
G3	Approval of recommendation to the AGM on the appointment of the external auditors	Board of Trustees, on recommendation from the Audit & Finance Committee
G4	Approval of appointment of internal auditors	Board of Trustees, on recommendation from Audit & Finance Committee
G5	Recommending the external and internal audit fees	Board of Trustees, on recommendation from Audit & Finance Committee
G6	Agree any remedial action identified by the internal auditor	Board of Trustees, on recommendation from Audit & Finance Committee
G7	Preparation and issue of notice, agenda, papers and minutes for meetings of Board of Trustees	Chief Executive, in consultation with the Chair
G8	Approval of draft minutes of Board of Trustees meetings	Chair
G9	Preparation and issue of notices, agenda, papers and minutes Committees	Chief Executive, in consultation with respective Chairs
G10	Preparation and issue of notices, agenda, papers and minutes of Hearing/Appeals/Advisory Panels, and Working Groups (parties/groups/panels)	Chief Executive (unless the subject of a hearing or appeal) in consultation with respective Chair
G11	Approval of draft minutes of Committee meetings	Appropriate Chair
G12	Preparation and issue of notice, agenda, papers and minutes for AGM	Secretary, in consultation with Chair and Chief Executive
G13	Approval and Monitoring of all Registers required by Regulators	Board of Trustees and for asset/financial registers on recommendation from Audit & Finance Committee
G14	Maintenance of all Registers required by Regulators	Chief Executive
G15	Making/approving statements to the press or other public statements	Chair and/or Chief Executive
<b>21.3 Finance and Risk Management</b>		

Ref	Authority for	Delegated to
F1	Agreeing Financial Regulations and Procedures	Board of Trustees
F2	Approving borrowing and investment strategies and principles	Board of Trustees
F3	Ensuring borrowings and investments comply with statutory and regulatory requirements and Rules	Chief Executive, Audit & Finance Committee and Board of Trustees
F3	Reviewing the Associations statement on internal control systems prior to endorsement by Board of Trustees and reviewing business risk and the management of these risks.	Board of Trustees, on recommendation from Audit & Finance Committee
F4	Approval of Annual Accounts	Board of Trustees on recommendation from Audit & Finance Committee
F5	Approval of Budget	Board of Trustees
F6	Monitoring financial performance and reporting to Board of Trustees	Chief Executive and Audit & Finance Committee
F7	Ensuring annual external audit carried out	Audit & Finance Committee and Chief Executive.
F8	Agreeing and implementing remedial action identified in the course of the annual external audit	Audit & Finance Committee (reporting to Board of Trustees)
F9	Agreeing and overseeing the implementation of changes to accounting policies and practices	Audit & Finance Committee, Chief Executive.
F10	Agreeing the opening and closure of bank or building society accounts  Holding of all bank and cheque books and other financial documentation	Board of Trustees, on recommendation from Audit & Finance Committee and Chief Executive.  Audit & Finance Committee and Chief Executive / Management Accountant
F11	Approve the terms of all insurances	Audit & Finance Committee and Chief Executive.
F12	Agree internal management control systems	Audit & Finance Committee
F13	Incur and instruct payment of all items of budgeted expenditure within the terms of agreed budgets and financial regulations	Chief Executive and officers specifically identified in Financial Regulations
F14	Agree action to address short term cash flow difficulties	Board of Trustees
F15	Approval of the setting of annual rents and service charges	Board of Trustees
F16	Agree to write off rent, rechargeable repairs or other tenancy related debt within the terms of financial regulations	Board of Trustees



Ref	Authority for	Delegated to
F17	Agreeing process for appointment of new contractors and consultants under the terms of the procurement policy  Maintenance of list of current contractors/consultants	Chief Executive  Board of Trustees
F18	Negotiating terms of loans to fund Association short, medium and long term requirements and making recommendations to the Board	Audit & Finance Committee
F19	Approving loan terms or parameters	Board of Trustees
F19	Negotiating grant(s) to fund individual developments or acquisitions	Chief Executive Development Agent
<b>21.4 Employment and employer responsibilities</b>		
E1	Approve permanent additions and deletions to the staffing establishment	Board of Trustees
E2	Approve significant changes to terms and conditions of employment.	Board of Trustees
E3	Development and negotiation of all issues relating to remuneration of staff, working environment, training and development and dignity at work.	Board of Trustees,
E4	Approving pension policy and arrangements and any other non-contractual benefits e.g. death in service benefits  Day to day pension operations and signatory	Board of Trustees  Board of Trustees Audit & Finance Committee Chief Executive
E5	Recruitment of Chief Executive	Board of Trustees
E6	Recruitment of senior staff	Chief Executive Board of Trustees
E7	Line Management of Chief Executive	Chair
E8	Line Management of senior staff	Chief Executive
E9	Line Management of all other staff	Appropriate director/manager/team leader
E10	Grievance and Disciplinary issues relating to Chief Executive	Chair and Office Bearers
E11	Grievance and Disciplinary issues relating to senior staff	Chief Executive
E12	Grievance and Disciplinary issues relating to all other staff	Appropriate manager/team leader

Ref	Authority for	Delegated to
<b>21.5 Housing &amp; property management - customer service</b>		
H1	Signing tenancy agreements	Housing Manager, Housing Officer, Housing Assistant
H2	Entering into new management agreements or leases for supported or temporary housing Renewing management agreements or leases for supported or temporary housing	Board of Trustees Chief Executive, Housing Manager
H3	Entering into agency agreements for the receipt or provision of housing or property services e.g. management services, where these have financial or policy implications. Renewing agency agreements for receipt or provision of housing or property services	Board of Trustees, or as delegated to Chief Executive Chief Executive or designated officer
H4	Instructing Recovery Action for breach of tenancy conditions	Housing Manager, Housing Officer
H5	Approving Eviction	Housing Manager
H6	Approving the terms of the customer satisfaction survey and commissioning the project	Chief Executive, or member of Leadership team
H7	Appointment of Contractors and Consultants for works, goods and services under the terms of the procurement policy, within budget and financial regulations.	Chief Executive or designated officer
H8	Agreeing savings or additional costs on individual contracts:	Chief Executive, Board of Trustees
<b>21.6 Acquisition, Development or Disposal of land or property</b>		
D1	Disposal of land and property, requiring any specific regulatory or statutory consents  Disposal of land and property requiring any routine regulatory or statutory consents.	Board of Trustees  Board of Trustees
D2	Taking and granting of leases as approved in leasing policy	Chief Executive
D3	Negotiating terms for the acquisition of sites or property and making recommendations to Board of Trustees  Approving Site or Property Acquisition	Chief Executive  Board of Trustees
D4	Approving: <ul style="list-style-type: none"> <li>in principle investment in new development or acquisition;</li> <li>outline development proposals;</li> <li>the establishment of development contracts or offers to purchase;</li> <li>associated terms and parameters.</li> </ul>	Board of Trustees  Board of Trustees Board of Trustees

Ref	Authority for	Delegated to
D5	Negotiating or procuring development or acquisition contracts within set parameters	Chief Executive
D6	Agreeing savings to individual schemes:	Chief Executive, Board of Trustees
D7	Approving claims against Contractors/Consultants Intimating claims to contractors or consultants	Chief Executive, Development Agent Maintenance & Asset Agent, Audit & Finance Committee, Development Agent

## 23. Authorised Signatories

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

Ref	Authority for	Delegated to
AS1	Legal documents	Normally Secretary together with appropriate Board of Trustees members as and when required.
AS2	Contracts: Employment  Development Consultants/Agents  For Works, Goods and Services	Chief Executive  Chief Executive  As per Scheme of Delegated Authority
AS3	Signing and authorising Annual Returns to Regulators and Scottish Government	Chair and/or Chief Executive
AS4	Invitations to Tender and tender acceptance	Chief Executive, Board of Trustees
AS5	Scottish Government Grant Claims	Chief Executive, Board of Trustees
AS5	Local authority, charity or other grant funding offers and claims	Chief Executive, Housing Manager, Maintenance & Asset Manager, Corporate Services Manager, Board of Trustees and Audit & Finance Committee
AS6	Loan documentation	Chief Executive and Board of Trustees
AS7	Bank Signatories (for authorisation of cheques and/or electronic fund transfers)	As per Scheme of Delegated Authority
AS8	Administrative Processing – i.e. ordering goods and services, authorising payroll transactions and initiating payments	As detailed in financial regulations and procedures

24. These Standing Orders shall replace any previously approved Standing Orders.

Date \_\_\_\_\_

Chairperson  
Secretary

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## 25.

### Appendix 1 – Role of the Board

1. The powers of the Board of Trustees are defined in the Rules, along with provisions for election to the Board of Trustees and Board procedures.

#### 2. Responsibilities and Principles

2.1. Board members are responsible and accountable for the good governance of the Association. The Board is accountable to shareholding members, tenants of the Association, and, in addition, to local stakeholders in the Berwickshire community and surrounding areas, the Scottish Housing Regulator (SHR) and other stakeholders in the aims and work of Association.

2.2. The Board of Trustees provides strategic leadership for the organisation through consideration of strategy, policy, performances and major new developments. It holds overall responsibility for the finances of the Association, for the employment of staff, effective supervision of the Chief Executive and for the work of its Committees and any other structure it creates to support its business.

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

#### 3. The Functions of the Board of Trustees (none of which can be delegated)

<b>The functions of the Board of Trustees are:</b>	<b>How will the Board of Trustees discharge its functions?</b>
3.1 Define and ensure compliance with the values and objectives of the Association and ensure these are set out in each Business Plan and annual report.	By an annual review.
3.2 Establish policies and plans to achieve those objectives.	By an annual review of the Business Plan and supporting Annual Delivery Plan (the Audit & Finance Committee will review the business plan prior to Board approval)
3.3 Approve each year's report and financial statements prior to publication and approve each year's budget including setting rent and service charges.	By reviewing and if appropriate approving the budget for the coming year, consulting with tenants on the rent increase, reviewing and approving the accounts as recommended by Audit & Finance

	Committee.
3.4 Establish and oversee a framework of delegation and systems of control.	By creating Standing Orders, deciding the role and remit, composition and terms of reference of the Board of Trustees, Committees and staff structure of the Association.
3.5 Agree policies and make decisions on all matters with significant financial implications or risks or which involve matters of principle.	By developing a risk management policy and risk register that is overseen by the Audit & Finance Committee and senior staff ensuring that risk consideration and active management is a fundamental part of the Business Plan and all key decisions it is asked to make. By ensuring a current and up to date Policy suite for the Association.
3.6 Monitor the Association's performance in relation to these plans, budget, controls and decisions.	By receiving minutes of each Board of Trustees meeting and Audit & Finance Committee and Management Accounts. The Board Chairs/Chief Executive and Audit & Finance Committee to inform the Board of significant issues and variations referred to in minutes of Boards. The Chief Executive/Audit & Finance Committee to inform the Board of Trustees of other relevant issues.
3.7 Appoint (and if necessary, remove) the Chief Executive	Board of Trustees
3.8 Ensure that the Association conducts its affairs in accordance with generally accepted standards of openness, accountability, performance and propriety.	By considering the SHR's Regulatory Standards of Governance and Financial Management and compliance with same in each paper that is presented to it for consideration.
3.9 Take appropriate specialist advice.	The Chair, Board of Trustees and Committees will obtain external advice as required, subject to approval by Board if there are significant impacts on budget.

### 3.10 Specific Tasks

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

#### 4. Business planning, including asset management

##### 4.1 Business Plan and associated delivery plan

- 4.2 Investment programmes
- 4.3 Sales or other disposals of land and property
- 4.4 Financial and operational performance
- 4.5 Resource requirements, associated budget, staffing and financial implications
- 4.6 Borrowing and treasury management strategies
- 4.7 Risk Monitoring and acting on the Risk Register

## **5. Tenant (member) control and participation**

- 5.1 Tenant (member) participation in the work of the Association
- 5.2 Open and accountable decision-making to tenants (members), as well as to the wider community.

## **6. Service development, improvement and growth**

- 6.1 Driving and delivering value for money and continuous improvement across the range of Association activities.
- 6.2 Business/community initiatives
- 6.3 New housing development or acquisition

## **7. Corporate services and requirements**

- 7.1 Employment matters and employee relations
- 7.2 Equality, Diversity & Inclusion strategy and policy
- 7.3 Health and Safety policy and compliance
- 7.4 ICT (information & Communication technology) strategy & policy
- 7.5 Succession planning for Board and staff
- 7.6 Learning & development of Board and staff

## **8. Performance monitoring**

- 8.1 Performance monitoring against the standards and outcomes contained with the Scottish Social Housing Charter and review and approval of the Annual Return on the Charter (ARC).
- 8.2 Monitoring performance against the Key Performance Indicators (KPI's) outlined within the Business Plan.
- 8.3 Reviewing the Performance/ Appraisal of the Chief Executive.
- 8.4 Reviewing the Board of Trustees' own effectiveness

## **9. Compliance**

- 9.1 Ensuring that the Association complies with the requirements of the Scottish Housing Regulator (SHR), other statutory bodies and the Rules.
- 9.2 External and internal audit reports from the Auditor, at least annually or as otherwise required by the Board, on the effectiveness of the system of internal controls; and meeting auditors without staff present as required at least annually.
- 9.3 Monitoring of management or other responses to recommendations made as a result of Audit/External Assessment

## **10. Officers Reporting to Board of Trustees**

- 10.1 The Chief Executive and such other officers as may be appropriate from time to time report to the Board of Trustees.

## **11. Officer Servicing Board of Trustees**

- 11.1 The designated officer responsible for governance support is the Corporate Services Manager.

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

12.1 Agendas, Reports and Minutes of Meetings of the Board of Trustees and Committees will be circulated to Board or Committee members no later than seven days before the meeting.

### **13. Observers**

13.1 Association members, members of staff and other interested parties may be permitted to attend and observe meetings of the Board of Trustees, apart from confidential business, at the sole discretion of the Board of Trustees.

### **14. Performance Monitoring**

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



## **Appendix 2 – Audit and Finance Committee remit**

This is stored and maintained in DecisonTime within the 'documents' section

### **Appendix 3 – Operations Committee remit**

This is stored and maintained in DecisonTime within the 'documents' section

## **Appendix 4 – Role Description for Board Members**

This is stored and maintained in DecisonTime within the 'documents' section

## **Appendix 5 – SFHA Code of Conduct for Board members**

This is stored and maintained in DecisonTime within the 'documents' section

## **Appendix 6 - Role Description – Convener**

This is stored and maintained in DecisonTime within the 'documents' section