



## **Standing Orders Policy**

If you have difficulty with reading this policy, including any difficulties with sight or hearing, or if you require this document translated into another language, please contact us and we will be happy to provide this information in a format that suits your needs.

# Our Vision, Our Values, Our Strategic Objectives

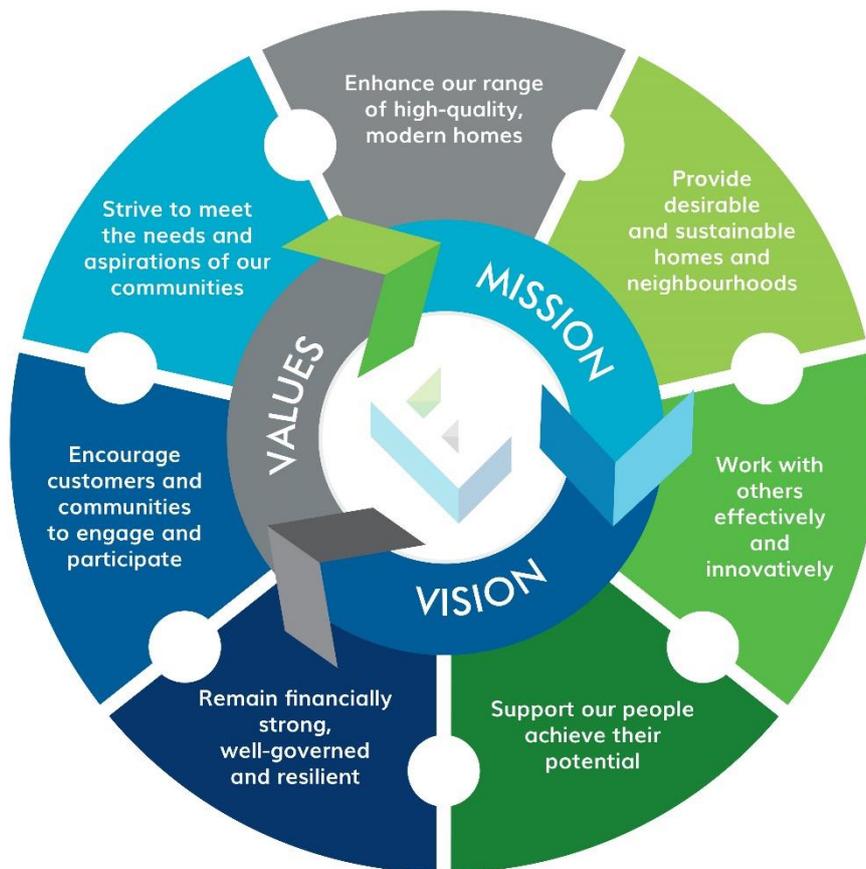
## Our Vision

A vibrant neighbourhood where everyone can prosper.

## Our Values

Caring, Reliable, Fair, Open and Adaptable

## Our Strategic Objectives



## Equality and Diversity Statement

Elderpark Housing are committed to ensuring people or communities do not face discrimination or social exclusion due to any of the following protected characteristics: age; disability; gender reassignment; marriage and civil partnership; pregnancy and maternity; race; religion and belief; sex or sexual orientation.

This document complies with our Equality and Diversity Policy.

We will regularly review this Policy and consider any equalities implications taking the necessary action to address any inequalities (either directly or indirectly) that result from the implementation of this Policy.

## Executive Summary

### Policy Author

The Chief Executive is responsible for the development of the Standing Orders Policy on behalf of the Management Committee. The policy has been produced taking into account the Rules of the association and the operating practices of Elderpark Housing to ensuring the efficient and effective running of the organisation and robust governance practices.

### Purpose of the Policy

The Standing Orders provide a framework for the Management Committee to define the effective and proper conduct of Elderpark Housing's business. It provides more detailed information and guidance on how the association will operate in terms of the Management Committee and any Sub-Committees together with detailing the roles and responsibilities of the office bearers, Committee members and staff in delivering an a well governed organisation

### Aims and Objectives of the Policy

The key aims and objectives of the policy are to:

- Supplement the Rules by providing additional details about membership, convening and conduct of meetings
- Describe the responsibilities and level of authority retained by the Management Committee and delegated to Sub-committees and employees
- Support Elderpark's business and the achievement of its aims, objectives and targets
- Provide clear guidance on the mechanisms, accountabilities and processes used by Elderpark Housing to meet its legal and regulatory requirements and ensure effective control by the Management Committee in the operation of the association.

### Legislative and Regulatory Compliance

The Standing Orders Policy is developed based upon the Rules of the association which were most recently updated at a Special General Meeting of our membership on the 23<sup>rd</sup> September 2020. The rules of the association are approved by the Scottish Housing Regulator, meet OSCR requirements and formally approved by the FCA in line with our compliance requirements as a Charitable RSL.

In terms of the regulatory framework produced by the Scottish Housing Regulator the Standing Orders policy is developed to meet the following standard.

## Standard 1

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

### Guidance

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

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

## Equalities

The operation of the Standing Orders will always be delivered in accordance with Elderpark Housing's policy on Equality and Diversity. An Equality Impact assessment has been carried out and is attached as [Appendix 7](#)

## Privacy

This document fully complies with General Data Protection Regulations (2018) and will be published on our website. A Data Protection Impact Assessment has been carried out and is attached as [Appendix 8](#)

## Related Policies

Policy Title	Location
Rules of the Association 2020	<a href="V:\Elderpark Policy Suite\Governance Policies\Model Rules 2020.pdf">V:\Elderpark Policy Suite\Governance Policies\Model Rules 2020.pdf</a>
Code of Conduct – Committee Members	<a href="V:\Elderpark Policy Suite\Governance Policies\G4 Code of Conduct Management Committee.pdf">V:\Elderpark Policy Suite\Governance Policies\G4 Code of Conduct Management Committee.pdf</a>
Code of Conduct – Employees	<a href="V:\Elderpark Policy Suite\Governance Policies\G3 Code of Conduct Employees.pdf">V:\Elderpark Policy Suite\Governance Policies\G3 Code of Conduct Employees.pdf</a>
Scheme of Financial Delegation Policy	<a href="V:\Elderpark Policy Suite\Governance Policies\G5 Scheme of Financial Delegation Policy.pdf">V:\Elderpark Policy Suite\Governance Policies\G5 Scheme of Financial Delegation Policy.pdf</a>
Membership Policy	<a href="V:\Elderpark Policy Suite\Governance Policies\G17 Membership Policy.pdf">V:\Elderpark Policy Suite\Governance Policies\G17 Membership Policy.pdf</a>
Whistleblowing Policy	<a href="V:\Elderpark Policy Suite\Governance Policies\G24 Whistleblowing Policy.pdf">V:\Elderpark Policy Suite\Governance Policies\G24 Whistleblowing Policy.pdf</a>
Anti-Fraud and Corruption	<a href="V:\Elderpark Policy Suite\Governance Policies\G6 Anti-Fraud and Corruption Policy.pdf">V:\Elderpark Policy Suite\Governance Policies\G6 Anti-Fraud and Corruption Policy.pdf</a>
Risk Management	<a href="V:\Elderpark Policy Suite\Governance Policies\G23 Risk Management Policy.pdf">V:\Elderpark Policy Suite\Governance Policies\G23 Risk Management Policy.pdf</a>
Equality & Diversity Policy	<a href="V:\Elderpark Policy Suite\Governance Policies\G13 Equality and Diversity Policy.pdf">V:\Elderpark Policy Suite\Governance Policies\G13 Equality and Diversity Policy.pdf</a>

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## 1. Introduction

- 1.1 Elderpark is committed to demonstrating good governance and ensure that there is clarity around the roles, responsibilities and authorities that are held by the Management Committee, our Sub-committees, the Chief Executive and other employees within the association..
- 1.2 These Standing Orders make clear that the primary role of the Management Committee is to 'lead and direct' Elderpark Housing through exercising strategic control and direction on the organisation and that responsibility for operational implementation and achievement of objectives and targets rests with the Chief Executive and Senior Management Team.
- 1.3 These Standing Orders are, therefore, intended to:
  - Supplement the Rules of Elderpark Housing by providing additional details about Management Committee and Sub-Committee membership, the operation and conduct of meetings and the roles, remits and responsibilities of the Management Committee and Senior Staff.
  - Describe the responsibilities and level of authority retained by the Management Committee and delegated to Sub-Committees and senior staff
  - Act as a support to the operation of Elderpark Housing's business and the achievement of its aims, objectives and targets
  - Provide clear guidance on the mechanisms, accountabilities and processes used by Elderpark Housing to meet its legal and regulatory requirements and ensure effective control by the Management Committee in the operation of the association.
- 1.4 The Standing Orders and associated appendices will only be amended with the approval of the Management Committee. They will be reviewed at least every five years or earlier in the event of any material change to our operations.

## 2. Purpose of the Policy

- 2.1 These Standing Orders have been agreed to establish how Elderpark Housing (Elderpark) will conduct its affairs and how authority will be delegated from the Management Committee to Sub-committees and to the Chief Executive. They should be read in conjunction with Elderpark's Rules 2020 based upon the SFHA approved Model Rules and approved by a Special General Meeting of the Membership on the 23rd September 2020.
- 2.2 SFHA Guidance published in December 2023 on '*Points to Consider when drafting Standing Orders*' has also been considered when developing these Standing Orders to ensure best practice recommendations have been implemented.

2.3 Contained within this policy document are appendices outlining the Remits of the Management Committee and Sub-committees, the Roles and Remits of the Chair and Governing Body Members, and the Scheme of Financial Delegation.

### **3. Implementation of the Policy**

3.1 In these Standing Orders, the “Management Committee” means the governing body of Elderpark (also referred to as the Committee), which retains authority for all of Elderpark's activities, actions and affairs.

3.2 In the event of a conflict between the application of Elderpark's Rules and these Standing Orders, the Rules will prevail. Where clarification of the interpretation of these Standing Orders is required, the Chair of the Management Committee’s opinion will prevail.

3.3 The Management Committee delegates operational powers to the Chief Executive who may take whatever action they consider necessary to ensure the efficient and effective management of Elderpark’s affairs, without further reference to the Management Committee or any of Elderpark’s committees. All actions must be in accordance with Elderpark’s Standing Orders, Financial Regulations and Scheme of Delegation.

3.4 The Chief Executive may delegate to members of the Management Team, in accordance with their approved job descriptions.

3.5 Nothing in these Standing Orders shall operate to impede the effective implementation of Elderpark’s business continuity/disaster recovery arrangements.

### **4. Role and Remit of the Management Committee**

4.1 The Management Committee has legal duties in accordance with the terms of Elderpark's Rules, the Association and Community Benefit Societies Act 2014, the Housing (Scotland) Act 2001 and the Charity Trustee and Investment Act (Scotland) 2005.

4.2 The remit of the Management Committee is contained at **Appendix 1** to these Standing Orders and can be altered only with the approval of the Management Committee. To summarise the key responsibilities of the Management Committee are:

- Providing effective leadership, control and direction of our affairs.
- Exercising good governance across all of our activities.
- Ensuring we set and achieve our strategic aims and objectives.

- Ensuring that we comply with all legislative and regulatory requirements.
- 4.3 Members of the Management Committee are elected in accordance with Elderpark's Rules agreed in September 2020 (Rules 6 – 12.4). The Management Committee will have at least 7 and not more than 15 members. All Management Committee members must act in the best interests of Elderpark, uphold the terms of Elderpark's Code of Conduct and demonstrate Elderpark's corporate values in their behaviour and attitude at all times.
  - 4.4 The Management Committee will meet at least six times each year. Meetings will normally be held in Elderpark's registered office, but may take place in any manner that enables members to hear and contribute to the proceedings, including an alternative venue, tele-conferencing and video-conferencing.
  - 4.5 The Management Committee approves a Code of Conduct for Governing Body Members and a Code of Conduct for employees which all Management Committee members and employees shall be required to abide by and sign on an annual basis.

## 5. Appointment of Office Bearers

- 5.1 At its first meeting after the AGM, the Management Committee will elect a Chairperson and Secretary from their members in accordance with Rules 59.1-59.10 and any in addition any other office bearer role it deems necessary to assist in the effective operation of the association, for example a Vice-Chair or Treasurer. The responsibilities of the Chair, Secretary and other office bearers are contained as [Appendix 5](#) within this Standing Orders Policy.
- 5.2 The Chair and other office bearers will not normally hold office for a period of more than five consecutive years (Rule 59.10). The Chair may not also be the Convenor of any of any Sub- committee(s). A co-opted member of the Management Committee may not be elected or appointed as an office bearer.
- 5.3 In accordance with Rule 59 an employee of the association may hold the office of Secretary and not be a member of the Management Committee. The association will either implement this approach or if the title of secretary remains held by a Management Committee member the operational duties of the Secretary, in terms of Rule 59.3 will be delegated to the Chief Executive or any other employee that is considered appropriate and in line with their job description.
- 5.4 In the absence of the Chair, the Vice-Chair will undertake the duties of the Chairperson.
- 5.5 Should a period of time between the AGM and the first meeting of the Management Committee occur, the incumbent Chair or in their absence, the

incumbent Vice-Chair will continue to act in that role temporarily. If neither the Chair nor Vice-Chair remains as a member of the Management Committee following the AGM, the elected Management Committee will seek to meet as early as possible following 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 Chair and office bearers and will then pass the Chair to the newly elected Chairperson.

- 5.6 Convenors of Sub-committees will also be appointed by the Management Committee at either the first full meeting following the AGM or the next sub-committee meeting as will convenors of any working parties / groups.
- 5.7 Office bearers have a responsibility to ensure that they liaise regularly and effectively with each other and with the Chief Executive, Senior Management Team and the Governance and Compliance Manager.
- 5.8 Sub-committee Convenors are responsible for reporting to the Management Committee on the decisions and actions taken by the relevant Sub-committee and for ensuring that appropriate recommendations are made on matters requiring Management Committee approval.

## **6. Role of Committee Members**

- 6.1 The Management Committee has agreed a role for its members, Role Description – Governing Body Members, included at [Appendix 5](#)
- 6.2 At least annually, the Management Committee will consider the range of skills, knowledge and experience that it requires to fulfil the terms of its agreed remit. It will advertise the role to the membership, identifying the areas of skills, knowledge and experience required when inviting nominations for election to the Management Committee.
- 6.3 References to members of the Management Committee in these Standing Orders include co-optees. Where the Committee identifies gaps in its collective skills, knowledge and experience, the Management Committee will seek to co-opt suitable people having regard to the role description and identified skills, experience and knowledge required.
- 6.4 The Management Committee will agree a Committee Member Recruitment and Development Policy which will be used to ensure there remains a strong and effective Management Committee which has an appropriate balance of local representation, relevant expertise and skills and above all a willingness to contribute to the development of Elderpark Housing. This policy will also identify the process for seeking and attracting co-options should there be a requirement to do so.

- 6.5 In the event of a dispute, a majority of those attending a meeting of the Management Committee, Sub-committee or working group may require a member to withdraw from the meeting, if the member fails to recognise the authority of the Chair.
- 6.6 Management Committee members act as ambassadors for Elderpark Housing and may represent the organisation at training, conferences, events or on official business where it is approved by the Management Committee that such attendance which will benefit the interests of the Elderpark's tenants and communities. When representing Elderpark Housing, Management Committee members should at all times portray the organisation in a positive light and not engage in any activity which could have a negative impact on the organisation.

## **7. Operation and Process of Management Committee Meetings**

- 7.1 The Management Committee of Elderpark will meet at least 6 times per year, however in practice this is likely to be closer to 8-10 times per year. The Chair will preside at all meetings of the Management Committee or, in their absence, the Vice-Chair. If neither the Chair nor Vice-Chair are present at a meeting of the Management Committee, the attending Committee members shall appoint one of their number (who may not be a co-opted member) to act as Chair of the meeting. All questions of order shall be decided by the Chair of the meeting.
- 7.2 All meetings will normally be held in venues that are accessible to all eligible to attend. Papers will be issued in accessible formats and available in alternative formats and languages where required and practicable.
- 7.3 In the event of a special meeting of the Committee being called by the Chair or two Committee members, the provisions within the Rules that relate to special meetings will be applied.
- 7.4 The quorum for a meeting of the Management Committee is four elected members and the presence of any co-optees in attendance are not count towards the quorum.
- 7.5 An annual calendar of Management Committee and Sub-committee meetings will normally be considered and approved by the Management Committee at the first meeting after the AGM or alternatively prior to the commencement of a new financial year with them being produced in January each year whichever meets the business operations more effectively.
- 7.6 In scheduling meetings, consideration will be given to the requirement for adequate time for officers to prepare reports and the demands on Management Committee members' time for preparation and attendance.

7.7 To summarise the days and times of Committee Meetings:

- Committee Meetings will generally be held monthly on the last Tuesday of the month, with the exception of July and December of each year when no meetings are scheduled unless pressing business requires to be discussed
- No meetings will be held on bank or public holidays
- All meetings will have time bar of two hours from the commencement of the proceedings and any deviation from this will require approval from the members in attendance (see 7.11 for further details.)
- A special meeting of the Committee may be called in accordance with Rule 56 of the Association's rules

7.8 The Chief Executive, Senior Management Team and the Governance and Compliance Manager will normally attend Management Committee meetings and contribute to the debate and discussion as professional advisors, but will not take part in decisions. Also in attendance will be the Corporate Services Administrator who will carry out the administrative duties of the meeting including production of the minutes.

7.9 The Chief Executive may also on occasion invite other staff to attend Management Committee meetings to present papers and contribute to discussion. Staff may be asked by the Chair to withdraw from any part of the meeting, although this is likely to be rare and the Chief Executive will normally be invited to remain.

7.10 The Management Committee and/or Chief Executive, Senior Management Team and Governance and Compliance Manager may invite consultants and professional or special advisors to attend to contribute to specific items at a meeting, but not to take part in decision making.

7.11 Management Committee meetings will normally last for not more than two hours, unless a two thirds majority of Management Committee members in attendance agree at the end of that time. A meeting shall be automatically adjourned after three hours and will resume at a date and time agreed by those in attendance. Only the outstanding business identified on the original agenda shall be conducted at any re-convened meeting.

7.12 The Chair will determine all questions of order, including the order of debate and the conduct of votes.

7.13 All Management Committee members will observe and uphold the confidentiality of discussions at meetings and will not discuss with the decisions made with anyone not part of our Committee other than the published minutes provided on our website.

7.14 Each Management Committee member and staff member has a duty to declare any personal or financial interest, direct or indirect, in any matter under discussion at a meeting that they attend. All agendas will identify declarations of interest as a standing item and all declarations of interest should be made at the start of the meeting and be recorded in the minutes. No one shall take part in any discussion, decision or vote about a matter in which they have an interest and shall normally withdraw from the meeting whilst the matter is under consideration. The minute will record that the member or officer withdrew and/or that they took no part in the consideration of the matter. Each Management Committee member is required to make an annual declaration of interests in the Register maintained by Elderpark and to keep their entry up to date throughout the year.

## **8. Resolutions and Voting**

8.1 Decisions will normally be reached by agreement and consensus with a proposer and seconder or collectively approving the recommended action agreed by the Management Committee with either approach being clearly documented within the minutes. Where the Chair decides that a vote is required, that will normally be by a show of hands. A simple majority of those present and voting will be sufficient to determine any matter, except in the case of a motion to suspend Standing Orders, in which case a two thirds majority of those present and voting will be required.

8.2 If a secret ballot is requested by a third or more of the Management Committee members present, the Secretary (or principal advisor, usually the Chief Executive, Governance and Compliance Manager or another member of the Senior Management Team) will be responsible for the issue, return and counting of the votes cast.

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

8.4 Co-optees may vote at Committee and Sub-committee meetings on all matters except those directly affecting the Rules, the membership of the Association or the election of the office bearers.

8.5 The Chair may rule that a resolution is out of order or incompetent where it does not relate to a matter under consideration at the meeting. Management Committee members wishing to ensure that a matter be considered should notify the secretary or principal advisor (Chief Executive) of the resolution in writing not less than seven days before the meeting at which it is to be considered. Resolutions which are not seconded will not normally be put to the vote and will fail.

- 8.6 All decisions made in accordance with these standing orders will be binding and Management Committee members will be bound by the principle of collective corporate responsibility and in line with effective governance requirements.
- 8.7 Any member who wishes to record his/her dissent from a decision may require this to be recorded in the minutes but will subsequently be bound by the principle of collective corporate responsibility which means in principle that irrespective of the individuals disagreement with the collective decision made they will support this decision both publicly and within the organisation. This should be an exceptional occurrence.
- 8.8 The Management Committee will not normally reconsider any item within a period of six months of a decision being reached or resolution carried, unless, in the opinion of the Chair, substantial new information is made available or a material change in circumstances occurs.

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

- 9.1 The agenda and papers for Management Committee meetings will be issued seven days in advance of the meeting. All matters of business to be included in the agenda must be notified to the Secretary, principal advisor or Governance and Compliance Manager at least two working days before the date on which papers are to be issued. Agendas will normally be prepared by the officer acting as principal advisor (Chief Executive), in consultation with the Chair.
- 9.2 Papers may be issued electronically or on paper, according to the preference of individual Management Committee members however, the default method will be on-line with alternative formats and languages required identified with the individual Management Committee member. Papers will be provided in alternative formats and languages where required.
- 9.3 The business at meetings will normally follow the order of the agenda, but the Chair may vary the order at any time in order to ensure efficient operation of the meeting. The Management Committee may agree to consider items that have not been included on the agenda provided that a written paper is available for consideration or it would not be in Elderpark's interest for the matter to be deferred. Any such matter must be notified to the Chair by the principal advisor (Chief Executive) in advance of the start of the meeting and the Chair shall decide whether or not the Management Committee should be asked to consider the matter.
- 9.4 Where a Management Committee member has requested that an item be included on the agenda but they are not present at the relevant meeting, consideration of the item will be deferred until the next meeting and, if the Management Committee member is still absent, the item will be dropped, unless a majority of those present and entitled to vote agree that the matter should be

considered.

- 9.5 It is the duty of Elderpark's Chief Executive to ensure that the Management Committee and its Sub-committees are properly informed to be able to carry out their responsibilities effectively. All agenda items will be provide with adequate information to allow for sufficient background information and appropriate detail to be provided to the Management Committee prior to making any decision, this will generally be done by providing written reports but also includes the option of presentations and other suitable formats. All Management Committee papers will identify sources of additional relevant information, as well as the author, who will be available to Management Committee members in advance of the meeting to offer additional clarification where required.
- 9.6 All papers shall be prepared in a format that will identify the purpose of the report, Business Plan objective(s) to which the matter relates and will include a risk assessment, regulatory and legislative considerations, financial and / or performance appraisal, together with a description of the recommended options, the decision(s) required and recommendations made. Reports will be concise and written in a clear style that avoids the use of unnecessary jargon.
- 9.7 The Chief Executive will ensure that all appropriate specialist and professional advice is obtained and made available to members of the Management Committee to aid their consideration of reports where this would be considered appropriate.
- 9.8 In accordance with the Scheme of Delegation at [Appendix 6](#), staff are responsible for ensuring that Elderpark's strategic direction and operational objectives are achieved in accordance with the Management Committee's decisions and expectations. The Chief Executive has a duty to ensure that all necessary reports (both routine and exceptional) are presented to the Management Committee timeously and to provide the Management Committee with sufficient information to monitor performance and identify areas of concern. The Chief Executive will review all performance information in advance of it being issued to the Management Committee to ensure that it is comprehensive, accurate and informative.
- 9.9 All reports will be kept for a period of six years, in electronic format, from the date of the meeting at which they were discussed.
- 9.10 The Chief Executive is responsible for ensuring that an accurate record of each meeting is produced. Draft minutes should be distributed as a record to all members with the papers for the next meeting for approval. Once agreed these shall be signed by the Chair and Chief Executive and retained as the official record of that meeting. Minutes can only be proposed / seconded by members (other than the Chair) who were present at the relevant meeting. Following redaction minutes will be published on the associations website as soon as

practical (normally within 4 weeks following approval) and available for 3 years. Items which are regarded as confidential will be recorded and held separately.

- 9.11 Minutes of Sub-committees will be presented to the next meeting of the Management Committee for noting and approval of any recommendations relating to matters to which the Sub-committee does not have delegated authority.
- 9.12 Minutes of Working Groups will be presented to the next meeting of the Management Committee for noting and, where appropriate, approval, in accordance with the agreed remit and level of delegation.
- 9.13 In the case of Hearing/Appeals Panels, a report will be made to the Management Committee or relevant Sub-committee on the outcome of the Panel's consideration.
- 9.14 The Secretary has responsibility for ensuring the preparation and circulation of draft minutes for all meetings of the Management Committee, Sub-committees and Working Groups/Advisory Panels. In practice, this is delegated to the most senior member of staff in attendance at the Management Committee meeting normally the Chief Executive.
- 9.15 Some items may require to be treated as confidential, e.g. those relating to individuals or groups of individuals or commercially sensitive discussions and these may be considered in private. Any items in the minute that are considered confidential, sensitive or commercial will be the subject of a separate Confidential Minute excluded from public access or redacted from the public minute published on our website.
- 9.16 The minutes will provide a written record of date, time and location of the meeting, attendance and apologies, identification of any absences due to leave of absence, decisions taken, means of reaching decision (collective agreement, proposed / seconded or majority / voting). If a vote has taken place, the outcome of the vote together with any abstentions will be clearly recorded. Draft minutes will be produced no later than 10 working days after the meeting and will be produced in line with the associations Minute Taking Protocol.
- 9.17 Minutes of meetings will be retained electronically for all time.

## **10. Declarations of Interest**

- 10.1 The Management Committee has adopted and agreed the SFHA Model Code of Conduct for Management Committees and employees including arrangements for the declaration of conflicts of interest. All Management Committee members and employees must declare relevant interests in line with our procedures and confirm at least annually that their declaration is accurate.

- 10.2 Any potential conflicts of interest must be declared at the start of a meeting of the Management Committee, Sub Committees, Working Group or Hearing/Appeals Panel. All agendas will contain a standing item for declaration of interests. All declarations will be recorded in the Minutes. The Management Committee will determine if the member will be required to leave the meeting during the discussion of a matter in which they have identified they have an interest. Where the members of the Management Committee decide that the member may remain their attendance will be restricted to providing context or answering specific questions in relation to the topic and they should under no circumstances participate in any vote on the matter. In almost all instances where voting is taking place on a recommendation they the member will be required to leave the meeting. On these occasions the reasons for the decision on whether to leave the meeting or remain during the item will be recorded in the Minutes. Any decision by the Management committee shall not be invalid because of the subsequent discovery of an interest which should have been declared.
- 10.3 Management Committee members who are tenants of property owned or managed by the Elderpark Housing shall be deemed not to have an interest in any decision affecting all or a substantial group of tenants. This includes decisions taken in respect of annual rent reviews, rent setting structures or maintenance programmes.

## **11. Leave of Absence**

- 11.1 There may be circumstances which arise that would require a Management Committee Member to request a leave of absence, such as health reasons or other personal reasons. Such requests should be made to the Chair who would advise the Management Committee of the request at the next available meeting to agree the period of absence. This will not normally be for longer the 6 months and should not extend beyond the next AGM unless expressly agreed and recorded within the relevant minute.

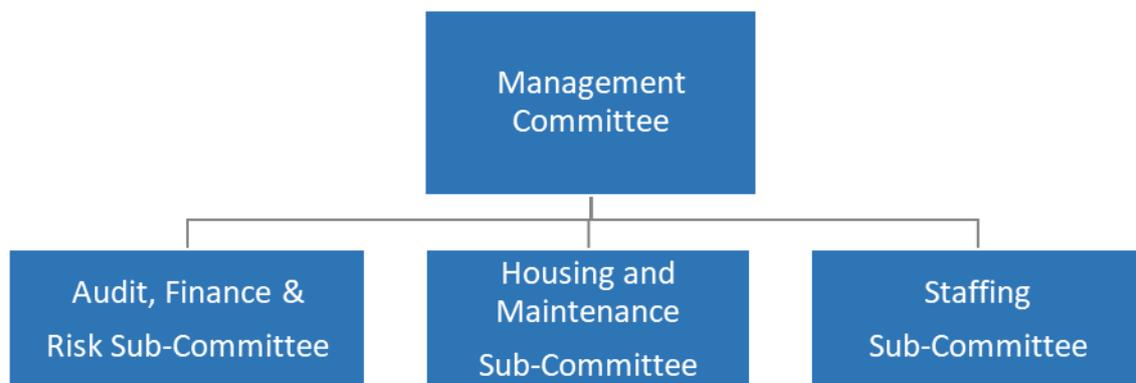
## **12. Sub-Committees**

- 12.1 To assist it to carry out its responsibilities effectively, the Management Committee has established Sub-committees, in accordance with Rule 58, as follows:
1. Finance, Audit and Risk
  2. Housing and Maintenance
  3. Staffing
- 12.2 The Sub-committee remits are contained at **Appendices 2,3 and 4** to these Standing Orders. These remits can be amended only with the approval of the Management Committee. In all their activities, the Sub-committee must observe

strictly the terms of its remit and these Standing Orders. At any time, the Management Committee may reconsider any matter included in a reference to a committee, may alter, retract or recall any reference to a committee or any powers delegated to it. The Convenor of the meeting shall decide any matter of dispute arising at a meeting of the Management Committee regarding the reference of any matter to a committee.

12.3 All Sub-committees report are accountable to the Management Committee. The Chair of the Management Committee shall not be the Convenor of a Sub-committee.

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



12.5 The Finance, Audit and Risk Sub-committee and Housing and Maintenance Sub-committee will meet at least twice each year however, in practice this is more likely to be four, and will report on its activities to the next meeting of the Management Committee.

12.6 The Staffing Sub-committee will meet as and when necessary should there be a specific requirement for them to convene.

12.7 Each of the Sub-committees may obtain appropriate professional advice on relevant matters without reference to the Management Committee, to enable it to fulfil its responsibilities, subject to the provisions of these Standing Orders and the agreed remits.

12.8 At its first full meeting after the AGM or the next sub-committee meeting, the Management Committee will appoint members to the Sub-committees. In appointing members to committees, the Management Committee will be informed by the results of the most recent appraisals and skills audits to ensure that the skills and experiences of Management Committee members are applied effectively and that members' development priorities are addressed.

- 12.9 Members will be appointed to serve on Sub-committees for one year or until the next AGM, whichever is the sooner.
- 12.10 Committees will elect a Convenor and at times a Vice-convenor at the first Sub-committee meetings following the AGM, each of whom must be an elected Management Committee member.
- 12.11 Management Committee members should not serve as the Convenors of more than one Sub-committee at the same time.
- 12.12 Wherever possible, at least one member of the Sub-committee should have previous experience and expertise of the matters covered by the Sub-committee's remit and all new members should be willing to carry out a course of relevant training.
- 12.13 A co-opted member of the Management Committee cannot be elected or appointed as the Convenor or Vice-Convenor of a Sub-committee. Sub-Committee Convenors are responsible for bringing to the attention of the Management Committee and Chief Executive any matter which requires Management Committee consideration and/or approval or any matter that falls beyond the remit of the Sub-committee.
- 12.14 Minutes of Sub-committee meetings will be approved at the next Sub-committee meeting however will be presented in draft to the next meeting of the Management Committee for information and to raise any discussion points. In addition, each Sub-committee may be asked to provide an annual report of its activities to the Management Committee.
- 12.15 Management Committee members who are not formal members of any Sub-committee may, with the approval of the Chair or Convenor, attend a Sub-committee meeting to contribute to discussion of a specific item, where it is considered to be beneficial for them to do so.
- 12.16 The arrangements for Sub-committee meetings shall be the same as those for meetings of the Management Committee, subject to the following:
- At least one member of the Senior Management Team will attend all Sub-Committee meetings, as principal advisor(s). The Chief Executive may attend as necessary or where requested to do so.
  - For the Finance, Audit and Risk Sub-committee, this will generally be attended by the Director of Finance and Corporate Services, Governance and Compliance Manager with other relevant staff invited should there be a requirement to discuss a specific area of their expertise.
  - For the Housing and Maintenance Sub-committee this will generally be attended by the Director of Housing and Customer Services, Housing Manager, Director of Maintenance Services and Maintenance Manager with other

relevant staff invited should there be a requirement to discuss a specific area of their expertise.

- 12.17 The quorum for meetings of the Sub-committees is three elected Management Committee members with Co-optees not counting as part of the quorum for these meetings. Minutes of all Sub-committee meetings will be presented in draft to the next available Management Committee meeting for information.

## **13 Working Parties**

- 13.1 The Management Committee may occasionally seek to establish working parties / groups from within the Management Committee membership to advise it on specific matters or work on short-life areas where further detail and discussion would be beneficial, for example in relation to regulation and assurance, policy review, pension contributions etc.
- 13.1 The Management Committee may appoint up to four people who are not members of Elderpark's Management Committee or staff to participate on any working party in order to access specialist advice, expertise and support.
- 13.3 The role of working parties is to provide advice and guidance to the Management Committee having had the opportunity to discuss and consider a topic in more detail than would be available within the normal committee and Sub-committee processes. The Management Committee will not normally delegate responsibility to act, or take decisions, on its behalf. Working Parties will elect their own Convenors who will be a member of Elderpark's Management Committee.
- 13.4 In establishing a working party, the Management Committee will record the membership, remit, expected outcome(s) and timescale for completion. A working party should not normally be in existence for longer than twelve months. In the event of a longer period being required to complete its deliberations the remit of a working party may be extended by the Management Committee, following a review of the initial remit at the end of twelve months and at intervals of six months until completion.

## **14. Hearing and Appeals Panels**

- 14.1 The Management Committee may establish hearing and appeals panels as required to hear, investigate and decide upon matters raised by breaches of the Code of Conduct for Committee Members.
- 14.2 Where appropriate, the Management Committee may delegate authority for agreeing the membership and remit of individual panels to the Chair or where the matter involves the Chair, to the Chief Executive.

- 14.3 Following consideration of any competent matter referred to it, the Hearing/Appeals Panel will decide and report its actions to the Management Committee. The Hearing/Appeals Panel is accountable to the Management Committee whose decision is final.

## **15. Emergency Arrangements**

- 15.1 Nothing in these Standing Orders will prevent the effective implementation of approved emergency procedures that will apply in the event of a critical event, disaster or emergency arising.
- 15.2 Where urgent or emergency decisions are required, and it is not practicable to hold a meeting of the Management Committee or Office Bearers, the Chair (or in their absence, the Vice-Chair) and Chief Executive (or in their absence, senior staff members) will take all necessary decisions to fulfil our responsibilities to our tenants, service users, employees and partners. All such decisions and actions must be reported to the Management Committee at the earliest opportunity and can be done out with the meeting cycle by way of written communication.
- 15.3 At the recommendation of the Chief Executive or in their absence Senior Managers and with the approval of the Chair or, their-absence, the Vice-Chair or, in their absence two Committee members using emergency powers can hold electronic / virtual meetings or take decisions electronically/ virtually on a majority basis as an emergency measure when it is not possible to hold a formal Management Committee meeting.

## **16. Temporary Suspension**

- 16.1 These Standing Orders may be suspended, in whole or in part, at any meeting of the Management Committee as long as two thirds of the members present and entitled to vote agree. Any such suspension shall apply only to the proceedings of the meeting at which the decision was taken. Sub-committees shall not suspend Standing Orders.

## **17. Delegated Authority**

- 17.1 The Management Committee is responsible for all decisions taken and actions carried out by or on behalf of the organisation. The Management Committee recognises that good governance depends on a clear definition and understanding of the authority which is attached to Management Committee, Senior Managers and employees. 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.

- 17.2 The Management Committee has approved a Scheme of Delegation included in [Appendix 6](#) and a Scheme of Financial Delegation approved by the Management Committee.
- 17.3 Any matters not specified in the Scheme of Delegated Authority or Scheme of Financial Delegation are reserved to the Management Committee, unless the matter is urgent. In urgent matters, the Chief Executive shall have authority to consult with the Chair, or Convenor of the relevant Sub-committee, and the Chair or Vice-Chair is authorised to take decisions and implement action, and required to report this to the next meeting of the Management Committee for discussion and approval.
- 17.4 It will be for the Chair or any two Management Committee members to request that the Secretary call a meeting. If within three days the meeting has not been called, the Chair or the Management Committee 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.
- 17.5 Where authority is delegated to employees on financial matters this relates to operational responsibilities.
- 17.6 The Chief Executive is responsible to the Management Committee for the implementation of policy and for the day to day leadership and management of all aspects of the organisation's activities. The Management Committee, therefore, delegates authority to the Chief Executive to enable the discharge of responsibilities expeditiously, without necessarily referring to the Management Committee. Office Bearers, who are elected Management Committee Members appointed by Management Committee, acting with Senior Managers, have authority to:
- Represent the Association on official business, consistent with agreed policies and procedures.
  - Implement agreed emergency procedures.
  - Take urgent decisions and/or action between meetings, in consultation with the Chief Executive.
  - Take decisions on specific issues between meetings that have been delegated to one or more office bearers by the Management Committee.
- 17.7 The Chief Executive, in consultation with Senior Managers, has authority to:
- Ensure the effective implementation of strategies, policies and plans.
  - Lead and direct the day to day activities of the association in line with the agreed Strategic Business Plan and Policies and Procedures
  - Represent the Association on official business, consistent with agreed policies and procedures.
  - Carry out all necessary legal and financial duties to ensure compliance with statutory and regulatory requirements.

## **18. Approval and Review**

- 18.1 These Standing Orders were approved by the Management Committee in March 2024 and cannot be amended without approval, this includes any amendments to appendices. They will be reviewed no later than March 2029 and only sooner if there is a requirement to do so.

## Appendix 1 - Remit of the Management Committee

The powers of the Management Committee are defined in the Rules, along with provisions for election to the Management Committee and Committee procedures.

### 1. Responsibilities and Principles

- 1.1 Management Committee members are responsible and accountable for the good governance of Elderpark Housing. The Management Committee is accountable to shareholding members and, in addition, to local stakeholders in the communities in which we operate and the wider Greater Govan area, the Scottish Housing Regulator (SHR) and other stakeholders with a specific interest in the aims and work of Association.
- 1.2 The Management Committee provides strategic leadership for the organisation through consideration of strategy, policy, performances and major new developments. It holds overall responsibility for the finances of Elderpark Housing, for the employment of staff, effective supervision of the Chief Executive and for the work of its Sub Committees and any other structure it creates to support its business.
- 1.3 Achievement and delivery of the strategies, objectives, policies and plans and management of day-to-day leadership and management will fall to the Chief Executive, staff team and any agents engaged to support them.

### 2. Powers of the Management Committee as Defined by the Rules

The remit for the Management Committee is set out in the Rules under sections 45-47.8.

- 45 The Committee is responsible for directing the affairs of the Association and its business and may do anything lawful which is necessary or expedient to achieve the objects of the Association. The Committee is not permitted to exercise any powers which are reserved to the Association in general meetings either by these Rules or by statute. The Committee is responsible for the leadership, strategic direction and control of the Association with the aim of achieving good outcomes for its tenants and other service users in accordance with Regulatory Standards and Guidance issued by The Scottish Housing Regulator from time to time. The Committee is responsible for ensuring that the Association can demonstrate its governance and financial arrangements are such as to allow The Scottish Housing Regulator to regulate effectively and exercise its full regulatory powers.
- 46 The Committee acts in the name of the Association in everything it does. A third party acting in good faith and without prior notice does not need to check if the powers of

the Committee have been restricted, unless they are already aware that such a restriction may exist.

- 47 Amongst its most important powers, the Committee can:-
- 47.1 buy, sell, build upon, lease or exchange any land and accept responsibility for any related contracts and expenses.
  - 47.2 agree the terms of engagement and remuneration of anyone employed in connection with the business of the Association and act as employer for anyone employed by the Association.
  - 47.3 grant heritable securities over land owned by the Association and floating charges over all or any part of property and assets both present and in future owned by the Association. This includes accepting responsibility for any related expenses.
  - 47.4 decide, monitor and vary the terms and conditions under which property owned by the Association is to be let, managed, used or disposed of.
  - 47.5 appoint and remove solicitors, surveyors, consultants, managing agents and employees, as required by the Association's business.
  - 47.6 refund any necessary expenses as are wholly necessary incurred by Committee Members and Sub-Committee members in connection with their duties.
  - 47.7 compromise, settle, conduct, enforce or resist either in a Court of Law or by arbitration any suit, debt, liability or claim by or against the Association.
  - 47.8 accept donations in support of the activities of the Association.

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

<b>The functions of the Management Committee are:</b>	<b>How will the Management Committee discharge its functions?</b>
1. Define and ensure compliance with the values and objectives of Elderpark Housing and ensure these are set out in each Business Plan and annual report.	By an annual review.
2. Establish policies and plans to achieve those objectives.	By an annual review of the Business Plan and supporting development of annual and medium term business objectives.
3. Approve each year's report and financial statements prior to publication and approve each year's budget including setting rent and service charges.	By reviewing and if appropriate approving the budget for the coming year, consulting with tenants on the rent increase, reviewing and approving the accounts as recommended by Audit, Risk & Finance Sub-Committee.
4. Establish and oversee a framework of delegation and systems of control.	By creating Standing Orders, deciding the role and remit, composition and terms of reference of the Management Committee and Sub-Committees
5. Agree policies and make decisions on all matters with significant financial implications or risks or which involve matters of principle.	<p>By developing a risk management policy and risk register that is overseen by the Finance, Audit and Risk Sub-committee and senior staff ensuring that risk consideration and active management is a fundamental part of the Business Plan and all key decisions it is asked to make.</p> <p>By ensuring a current, up to date and high quality Policy suite which clear review timeframes and detailed implementation processes.</p>
6. Monitor the performance in relation to these plans, budget, controls and decisions.	By receiving minutes of each Management Committee meeting, Sub-Committees and Management Accounts. The Management Committee Chair and Sub-Committee Convener/Chief Executive and Director of Finance and Corporate Services to inform the Committee of significant issues and variations referred to in minutes of Management and Sub-Committees.

7. Appoint (and if necessary, remove) the Chief Executive and Senior Staff	Management Committee
8. Ensure that Elderpark Housing 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 the regulatory framework in each paper that is presented to it for consideration.
9. Take appropriate specialist advice.	The Chair, Management Committee and Sub Committees will obtain external advice as required, subject to approval by Management Committee if there are significant impacts on budget.

## 4. Specific Tasks

In addition, the Management Committee 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:

### 4.1 Business planning, including asset management

- Business Plan and associated delivery plan
- Investment programmes
- Sales or other disposals of land and property
- Financial and operational performance
- Resource requirements, associated budget, staffing and financial implications
- Borrowing and treasury management strategies
- Risk Monitoring and acting on the Risk Register.

### 4.2 Tenant engagement and participation

- Support and encourage tenant participation in the work of Elderpark Housing
- Open and accountable decision-making to tenants as well as to the wider community.

### 4.3 Service development, improvement and growth

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

#### 4.4 Corporate services and requirements

- Employment matters and employee relations
- Equality and Diversity strategy and policy
- Health and Safety policy and compliance
- ICT (information and Communication technology) strategy and policy
- Succession planning for Committee and staff
- Learning and development of Committee and staff.

#### 4.5 Performance monitoring

- 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).
- Monitoring performance against the Key Performance Indicators (KPI's) outlined within the Business Plan.
- Reviewing the Performance/ Appraisal of the Chief Executive.
- Reviewing the Management Committee's own effectiveness

#### 4.6 Compliance

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

### **5 Officers Reporting to Management Committee**

- 5.1 The Chief Executive, Senior Managers, Governance and Compliance Manager and such other officers as may be appropriate from time to time report to the Management Committee.

### **6 Officers Servicing Management Committee**

- 6.1 The designated officer(s) responsible for governance support are the Governance and Compliance Manager, HR and Corporate Services Officer and Corporate Services Administrator(s).

## **7 Agendas, Minutes and Reports**

- 7.1 Agendas, Reports and Minutes of Meetings of the Management Committee and Sub-committees will be circulated to Committee or Sub-committee members no later than seven calendar days before the meeting.

## **8 Observers**

- 8.1 Shareholding members, members of staff and other interested parties may be permitted to attend and observe meetings of the Management Committee, apart from confidential business, at the sole discretion of the Management Committee.

## Appendix 2 - Terms of reference: Finance, Audit and Risk Sub-committee

<p>Name of Committee:</p>	<p>Finance, Audit and Risk Sub-committee</p> <p>The role of this Sub-committee is to advise the Management Committee on risk management policies and processes, including the 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>Matters reserved for the Management Committee which the Sub Committee advises on:</p>	<p>Finance, Audit and Risk Sub-committee will have an Annual Work Programme setting out the key areas of the Association’s activities that it intends to review during the year. These will primarily relate to the control environment, external audit, internal audit and risk. Duties are specified below.</p> <p>Audit</p> <ol style="list-style-type: none"> <li>1. Oversee the process for selecting the external auditor and make appropriate recommendations through the Management Committee to the members/shareholders to consider at the AGM.</li> <li>2. Oversee the process for selecting the internal audit service provider and recommend them to the Management Committee for appointment.</li> <li>3. Recommend the external and internal audit fees for Management Committee approval.</li> <li>4. Review the Association’s statement on internal control systems prior to endorsement by the Management Committee and review the policies and process for identifying and assessing business risks and the management of those risks by the Association.</li> <li>5. Ensure effective co-ordination between internal and external audit.</li> </ol> <p>Risk</p> <ol style="list-style-type: none"> <li>6. Actively identify and manage strategic risks and ensure risk consideration and management are embedded in the organisation.</li> </ol> <p>Finance</p> <ol style="list-style-type: none"> <li>7. Review, and where necessary challenge, the actions and judgements of officers, in relation to the interim and annual financial statements before recommendation of approval by the Management Committee, paying attention to: <ul style="list-style-type: none"> <li>• critical accounting policies and practices, and any changes in them;</li> </ul> </li> </ol>

	<ul style="list-style-type: none"> <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> <p>8. Review quarterly management accounts bringing to the attention of Management Committee any major areas of concern.</p> <p>9. Review draft annual budget assumptions and budget proposals, including rent increase options and make recommendations to the Management Committee.</p> <p>10. Review five year and 30 year financial projections and make recommendations to the Management Committee.</p> <p>11. Review Treasury Management Policy and make recommendations to Management Committee.</p> <p>Review</p> <p>12. Review regularly its own terms of reference and effectiveness and recommend any necessary changes to the Management Committee.</p>
<p>Matters specifically delegated to the Sub Committee by the Management Committee:</p>	<p>Audit</p> <ol style="list-style-type: none"> <li>1. Review the reports of management and Internal Audit on the effectiveness of systems for internal control, financial reporting and risk management, including the fraud and loss report.</li> <li>2. Review and keep track of progress from internal and external audits and independent recommendations in the Recommendations Monitor. Make progress reports to the Management Committee.</li> <li>3. Assess the independence of the external auditor, ensuring that key partners are rotated at appropriate intervals.</li> <li>4. Approve any fees in respect of non-audit services provided by the external auditor.</li> <li>5. Discuss 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. Assess the effectiveness of the external auditor, including consideration of qualifications, expertise and resources.</li> <li>7. Review, with the external auditors, the findings of their work.</li> <li>8. Review the external auditor's management letter and management's response.</li> </ol>

	<p>9. Consider management’s response to any major external or Internal Audit recommendations.</p> <p>10. Approve the Internal Audit strategy and programme for the Association and ensuring that the scale of the Internal Audit service is appropriate.</p> <p>11. Assess the effectiveness of the Internal Audit service.</p> <p>12. Meet external and internal auditors at least once a year without management staff present to discuss any issues arising from the audits. In addition the Internal Auditors shall be give direct access to the Chair and the Sub-committee Convenor.</p> <p>Risk</p> <p>13. Provide assurance that there is a systematic risk assessment process and that the risk management framework is effectively embedded in the organisation.</p> <p>14. Conduct regular reviews of the risk register and adequacy of mitigating actions and report to Management Committee.</p> <p>15. Review the Association’s procedures for handling allegations from whistle-blowers, suspected incidents of corruption, fraud and bribery.</p> <p>16. Consider the Register of Fraud, Corruption, Bribery and Whistleblowing and the adequacy of actions, annually reporting to the Management Committee.</p> <p>17. Consider other matters on strategic risk and internal control, as requested by the Management Committee.</p> <p>18. Ensure appropriate disaster recovery and contingency plans are in place and regularly tested.</p> <p>19. Review the adequacy of the insurance covers held by the Association.</p> <p>Finance</p> <p>20. Keep under review the latest guidance and codes from the SHR and the Auditing Practices Board and ensure the applicable recommendations are implemented.</p> <p>21. Review covenant compliance and ensure systems are in place to prevent breach.</p> <p>22. Review implementation of and compliance with the Treasury Management Policy.</p>
How often meetings are held:	Finance, Audit and Risk Sub-committee will normally meet a minimum of 4 times a year. Emergency meetings may be called by the Convenor of the Finance, Audit and risk Sub-committee who will work with the Director of Finance and Corporate Services/Chief Executive/Governance

	and Compliance Manager / Secretary to set a convenient day within two weeks.
Convenor of the Sub Committee (and who, if anyone, may not chair it):	The Convenor of the Finance, Audit and Risk Sub-committee must be a member of the Management Committee of Elderpark Housing, other than the Chair of the Association or a co-optee. The Convenor should not also be Convenor of another Sub-Committee. It is desirable that the Convenor of the Audit, Risk & Finance Sub –Committee has a high level of financial expertise. Where this is not possible a Vice Chair, who may be a co-optee, may be appointed with the specific remit to support the Convenor.
Composition of the Sub Committee (and any restrictions on membership of it)	The membership of the Finance, Audit and Risk Sub-committee is drawn from the Management Committee. The selection of the Finance, Audit and Risk Sub-committee members is based entirely upon skills and competencies. At least one member of the Finance, 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. Such members may be a co-optee. Some commercial or finance experience would be a desirable requirement for the other members.
Number of members:	At least four and up to seven members, who should all be non-executive members. Additional members may be appointed to the Finance, Audit and Risk Sub-committee to address specific issues. No fewer than three members should be elected members of the Management Committee.
How the Sub Committee is appointed:	By the Management Committee. Members are appointed on an annual basis.
Quorum:	A quorum will be three members of the Sub Committee. Co-optees will not count towards the quorum.
Additional points:	The minutes of the Finance, Audit and Risk Sub-committee <ul style="list-style-type: none"> <li>1. will be reported to the next Management Committee meeting and can be in draft form at that stage.</li> <li>2. The Convenor of the Finance, Audit and Risk Sub-committee may access legal advice from the Association’s appointed legal advisers at the expense of the Association.</li> </ul>

	<ol style="list-style-type: none"><li>3. Both internal and external auditors have direct access to the Convenor of the Finance, Audit and Risk Sub-committee where necessary.</li><li>4. The Chair of the Association may be a member of the Finance, Audit and Risk Sub-committee but cannot be Convenor of the Sub Committee.</li><li>5. In circumstances where a vote is required and the votes are equal, the Convenor of the Finance, Audit and Risk Sub-committee has a casting vote.</li><li>6. The Director of Finance and Corporate Services, Governance and Compliance Manager and other senior officers/advisers as required will normally attend Finance, Audit and Risk Sub-committee meetings.</li><li>7. The Management Committee may meet the external auditors without paid staff being present should the Convenor of the Finance, Audit and Risk Sub-committee consider it necessary and will meet with the External and Internal Auditors annually without paid staff being present.</li><li>8. Governance support will be provided by the Association's designated officer(s) with responsibility for such matters.</li></ol>
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### Appendix 3 - Terms of reference: Housing and Maintenance Sub Committee

<p>Name of Committee:</p>	<p>Housing and Maintenance Sub Committee The role of this Sub-committee is to advise the Management Committee on areas relating to the provision of Housing Management and Maintenance Services which the association delivers to our tenants and residents across our homes and communities.</p>
<p>Matters reserved for the Management Committee which the Sub Committee advises on:</p>	<p>The Housing and Maintenance Sub-committee will lead on the following matters and report back to Management Committee which will make the final decision on the following;</p> <ol style="list-style-type: none"> <li>1. Policy development and agreement in principle to present to the full Management Committee for approval</li> <li>2. Contract awards for works not budgeted for or for high risk contracts</li> <li>3. Budget amendments to redirect spending</li> <li>4. Any serious Health &amp; safety findings and control measures.</li> <li>5. Approval of departments targets and key performance indicators</li> <li>6. Review of annual Major and Cyclical works programme prior to Management Committee approval</li> <li>7. Review of development opportunities and project updates</li> </ol>
<p>Matters specifically delegated to the Sub Committee:</p>	<p>The Management Committee delegates to the Housing and Maintenance Sub-committee the following matters:</p> <ol style="list-style-type: none"> <li>1. Performance with exception reporting of the repairs service delivery and analysis of customer satisfaction with the service</li> <li>2. Performance in relation to Health &amp; Safety Compliance, including asbestos, gas servicing, lift safety, legionella, fire and electrical safety</li> <li>3. Departmental performance in relation void works</li> <li>4. Analysis reporting in line with the Organisational Performance Framework for reporting to Sub-committee</li> <li>5. Performance and exception reporting on procurement and ongoing major works contracts</li> <li>6. Performance in relation to Estate Management, Financial Inclusion, Fuel Advice Service and Housing Management Service</li> <li>7. Update on regeneration and wider role projects</li> <li>8. Update on tenant satisfaction and the tenant participation strategy.</li> </ol>
<p>How often meetings are held:</p>	<p>The Housing and Maintenance Sub-committee will normally meet a minimum of twice per year, however in practice this is more likely to be four times. Emergency meetings may be called by the Convenor of the Housing and Maintenance Sub-committee who will work with the Director of Housing and Customer Services/Director of Maintenance Services / Chief Executive/Secretary to set a convenient day within two weeks.</p>
<p>Convenor of the Committee (and who, if anyone, may not chair it):</p>	<p>The Convenor of the Housing and Maintenance Sub-committee may be a member (but should not be Convenor) of the other Sub-committees in operation within the association.</p>

Composition of Committee (and any restrictions on membership of it)	The membership of the Housing and Maintenance Sub-committee is drawn from the Management Committee. The selection of members is based entirely upon skills and competencies. At least one member of the Housing and Maintenance Sub-committee should, where possible, have some recent and relevant knowledge and experience of the services provided to our tenants and residents. Where this is not possible a Vice Convenor, who may be a co-optee, may be appointed with the specific remit to support the Convenor.
Number of members:	At least four and up to seven members, who should all be Management Committee members. Additional members may be appointed to the Housing and Maintenance Sub Committee to address specific issues.
How the Committee is appointed:	By the Management Committee in consultation with the Housing and Maintenance Sub Committee Convenor. Members are appointed on an annual basis.
Quorum:	A quorum will be three members of the Housing and Maintenance Sub Committee. Co-optees will not count towards the quorum
Additional points:	<ol style="list-style-type: none"> <li>1. The minutes of the Housing and Maintenance Sub-committee will be reported to the next Management Committee meeting and can be in draft form at that stage.</li> <li>2. The Convenor of the Housing and Maintenance Sub-committee may access legal advice from the Association's appointed legal advisers, with approval from the Chair of the Management Committee, at the expense of the Association. The Sub-Committee may also seek other expert advisers as necessary.</li> <li>3. In circumstances where a vote is required and the votes are equal, the Convenor of the Housing and Maintenance Sub-ommittee has a casting vote.</li> <li>4. The Director of Housing and Customer Service, Housing Manager, Director of Maintenance Services and Maintenance Manager and other senior officers/advisers as required will normally attend Housing and Maintenance Sub-committee meetings.</li> </ol>

## Appendix 4 - Terms of reference: Staffing Sub-Committee

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

	Grievance, appointment of appropriately qualified professional support if required and recommendation to the Management Committee. Outcome will be reported to the Management Committee and any subsequent Appeals will be handled under EVH terms and conditions by appeal to an Independent Appeals Process
How often meetings are held:	The Staffing Committee will meet as and when required.
Convenor of the Committee (and who, if anyone, may not chair it):	The Convenor of the Staffing Sub-committee may be a member (but should not be Convenor) of the other Sub-committees in operation within the association.
Composition of Committee (and any restrictions on membership of it)	The membership of the Staffing Sub-Committee is drawn from the Management Committee. The selection of members is based entirely upon skills and competencies. At least one member of the Staffing Sub-committee should, where possible, have some recent and relevant staff management or employment relations experience. Where this is not possible a Vice Convenor, who may be a co-optee, may be appointed with the specific remit to support the Convenor.
Number of members:	At least four and up to seven members, who should all be Management Committee members. Additional members may be appointed to the Staffing Sub-committee to address specific issues.
How the Committee is appointed:	By the Management Committee. Members are appointed on an annual basis.
Quorum:	A quorum will be three members of the Staffing Sub-committee. Co-optees will not count towards the quorum
Additional points:	<ol style="list-style-type: none"> <li>1. The minutes of the Staffing Sub-committee will be reported to the next Management Committee meeting and can be in draft form at that stage.</li> <li>2. The Convenor of the Staffing Sub-committee may access legal advice from the Association's appointed legal advisers, with approval from the Chair of the Management Committee, at the expense of the Association. The Sub-committee may also seek other expert advisers as necessary.</li> <li>3. In circumstances where a vote is required and the votes are equal, the Convenor of the Staffing Sub-committee has a casting vote.</li> <li>4. The Chief Executive, HR and Corporate Service Officer and other senior officers/advisers as required will normally attend Staffing Sub-committee meetings.</li> </ol>

#### Appendix 5



# **Role Descriptions for Governing Body Members and Office Bearers**

If you have difficulty with reading this policy, including any difficulties with sight or hearing, or if you require this document translated into another language, please contact us and we will be happy to provide this information in a format that suits your needs.

# Our Vision, Our Values, Our Strategic Objectives

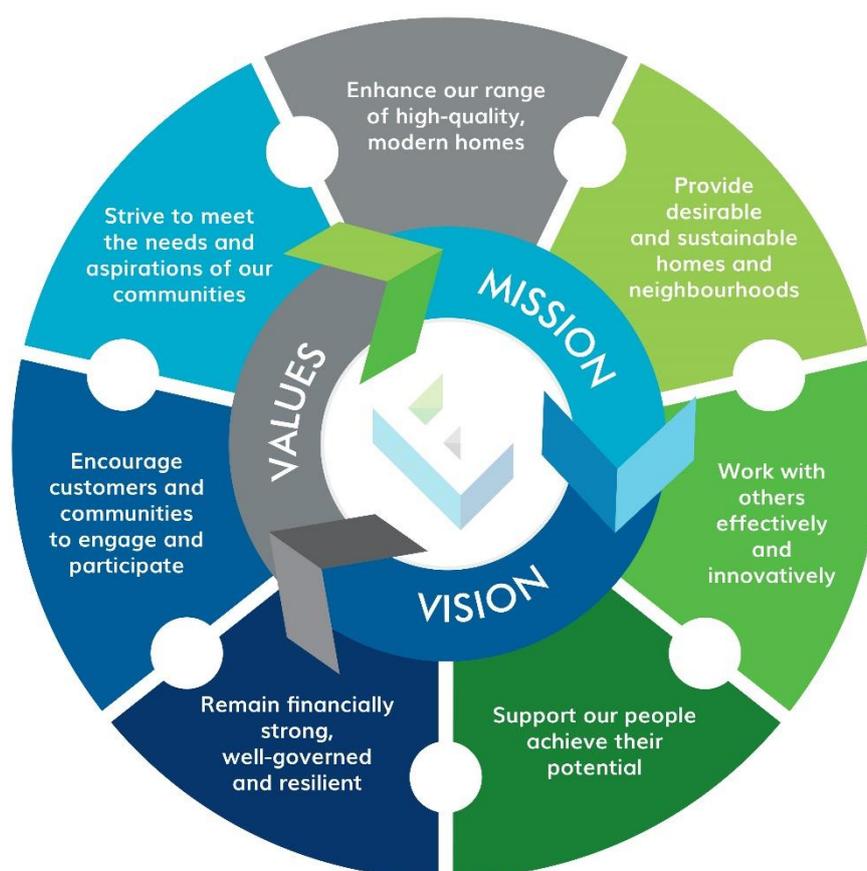
## Our Vision

A vibrant neighbourhood where everyone can prosper.

## Our Values

Caring, Reliable, Fair, Open and Adaptable

## Our Strategic Objectives



## Equality and Diversity Statement

Elderpark Housing are committed to ensuring people or communities do not face discrimination or social exclusion due to any of the following protected characteristics: age; disability; gender reassignment; marriage and civil partnership; pregnancy and maternity; race; religion and belief; sex or sexual orientation.

This document complies with our Equality and Diversity Policy.

We will regularly review this Policy and consider any equalities implications taking the necessary action to address any inequalities (either directly or indirectly) that result from the implementation of this Policy.

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## 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 Elderpark Housing. It should be read in conjunction with Elderpark Housing’s Rules and Standing Orders.
- 1.2 Elderpark Housing is a Registered Social Landlord [and a Scottish Charity]. The role description reflects the principles of good governance and takes account of (and is compliant with) the expectations of the Regulatory Standards of Governance and Financial Management for Scottish RSLs and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).
- 1.3 Elderpark Housing 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 Elderpark Housing 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 Elderpark Housing’s work
  - Promote and uphold Elderpark Housing’s values
  - Set and monitor standards for service delivery and performance
  - Control Elderpark Housing’s affairs and ensure compliance
  - Uphold Elderpark Housing’s Code of Conduct and promote good governance
- 2.2 Responsibility for the operational implementation of Elderpark Housing’s strategies and policies is delegated to the Chief Officer.

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

### **3. Key Expectations**

- 3.1 Elderpark Housing has agreed 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 Elderpark Housing. All members are equally responsible in law for the decisions made.
- 3.3 Each member must always act only in the best interests of Elderpark Housing 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.

### **4. Main Tasks**

- To contribute to formulating and regularly reviewing Elderpark Housing's values, strategic aims, business objectives and performance standards
- To monitor Elderpark Housing's performance
- To be informed about and ensure Elderpark Housing's plans take account of the views of tenants and other customers
- To ensure that Elderpark Housing operates within and be assured that Elderpark Housing is compliant with the relevant legal requirements and regulatory frameworks
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that Elderpark Housing is adequately resourced to achieve its objectives and meet its obligations
- To oversee and ensure Elderpark Housing's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants
- To act, along with the other members of the governing body, as the employer of Elderpark Housing's staff
- To ensure that Elderpark Housing is open and accountable to tenants, regulators, funders and partners

## 5. Duties

- Act at all times in the best interests of Elderpark Housing
- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the governing body and sub-committees
- Contribute effectively to discussions and decision making
- Exercise objectivity, care and attention in fulfilling your role
- Take part in ongoing training and other learning opportunities
- Take part in an annual review of the effectiveness of Elderpark Housing's governance and of your individual contribution to Elderpark Housing's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent Elderpark Housing positively and effectively at all times, including in local communities and when attending meetings and other events
- Respect and maintain confidentiality of information
- Treat colleagues with respect and foster effective working relationships within the governing body and between the governing body and staff
- Be aware of and comply with our policy on the restrictions on payments and benefits
- Register any relevant interests as soon as they arise and comply with Elderpark Housing'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 9 regular meetings of the governing body	<b>18 hours</b>
Reading and preparation for meetings of the governing body	<b>18 hours</b>
Attendance at up to 6 sub-committee meetings	<b>12 hours</b>
Reading and preparation for sub-committee meetings	<b>12 hours</b>
Attendance at annual planning and review events (including individual review meeting)	<b>8 hours</b>
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	<b>7 hours</b>
Attendance at internal briefing and training events	<b>10 hours</b>
External Training and conference attendance (may include overnight stay or weekend)	<b>40 hours</b>
<b>Total</b>	<b>125 hours</b>

## 7. What Elderpark Housing Offers GBMs

7.1 All GBMs are volunteers and receive no payment for their contribution. Elderpark Housing has adopted an Entitlements, Payments and Benefits Policy which prevents you or someone close to you from inappropriately benefiting personally from your involvement with Elderpark Housing. This and related policies also seek to ensure that you are not unfairly disadvantaged by your involvement with Elderpark Housing. 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, Elderpark Housing 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 Elderpark Housing'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 in February 2023. 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 February 2026.



## Role Description for Chair

If you have difficulty with reading this policy, including any difficulties with sight or hearing, or if you require this document translated into another language, please contact us and we will be happy to provide this information in a format that suits your needs.

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## 1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of Elderpark Housing [and to the Convenors of Elderpark Housing'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 Elderpark Housing'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 Convenors] 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 Elderpark Housing may not also serve as the Convenor of a sub-committee and each sub-committee must elect a different Convenor.
- 1.5 An overview of the Role of the Chair is outlined in Rule 59.5 of Elderpark Housing'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 Elderpark Housing can be re-elected, in accordance with Rule 59.10 of Elderpark Housing'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.

## 2. Key Responsibilities

- 2.1 The Chair must act, and be seen to act, at all times on behalf of the governing body. The Chair's key responsibilities are:
  - To lead the governing body [or sub-committee] constructively, provide direction and manage meetings effectively
  - To develop and maintain a constructive and positive working relationship between the Chair and Chief Executive Officer and senior staff
  - To uphold Elderpark Housing'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 Elderpark Housing
  - To ensure that Elderpark Housing's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required
  - 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 Elderpark Housing 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 Elderpark Housing's governing body
- Ensure that the necessary arrangements are in place to enable Elderpark Housing 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 Elderpark Housing's aims and objectives and for the fulfilment of the governing body's responsibilities
- Ensure that the governing body has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought
- Provide support to new and experienced governing body members by promoting access to relevant induction, training and development opportunities

### **4. Working with the Chief Executive Officer**

4.1 The Chair should:

- Establish a constructive relationship with the Chief Executive Officer and ensure that their respective roles of leading and managing are recognised and promoted effectively. Sub-committee Convenors should establish similar relationships with the relevant senior staff member.
- Ensure that the conduct of Elderpark Housing'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 Officer, in accordance with Elderpark Housing's agreed recruitment practices

- Carry out, with at least one other governing body member, the Chief Executive Officer '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 Officer
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Chief Executive Officer , in accordance with Elderpark Housing'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 Elderpark Housing's Code of Conduct
- Chair all general meetings of Elderpark Housing in accordance with the Rules
- Chair all governing body meetings of Elderpark Housing, in accordance with the Rules and Standing Orders
- Ensure that all governing body members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- 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 Elderpark Housing'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 Elderpark Housing's Business**

6.1 The Chair is expected to:

- Ensure that Elderpark Housing'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 Elderpark Housing’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 Elderpark Housing 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 in February 2023. It will be reviewed not later than February 2026.



## **Role Description for the Vice Chair**

If you have difficulty with reading this policy, including any difficulties with sight or hearing, or if you require this document translated into another language, please contact us and we will be happy to provide this information in a format that suits your needs.

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## 1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of Elderpark Housing. 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 Elderpark Housing;
  - Elderpark Housing's Rules; and
  - Elderpark Housing's Standing Orders.
- 1.2 In the event that the Chair of Elderpark Housing is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.
- 1.3 The position of Vice Chair will be elected by the governing body, every year at the first meeting following the AGM.
- 1.4 In accordance with Rule 59.10 of Elderpark Housing's Rules, the Chair cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five-year maximum term.
- 1.5 When the Chair stands down, the Vice Chair in post will be asked if they wish to stand for election to become Chair.
- 1.6 The role of Vice Chair must be carried out by a governing body member, and may also be carried out by a former office bearer.

## 2. Role of Vice Chair

- 2.1 The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair of Elderpark Housing. *Therefore, this role description must be read in conjunction with the Role Description for the Chair of Elderpark Housing.*
- 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 in February 2023. It will be reviewed not later than February 2026.



## Role Description for the Secretary

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## **1. Introduction**

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of Elderpark Housing. The responsibilities described here are additional to those set out in the governing body members' (GBM) role description. It should also be considered alongside Elderpark Housing's Rules and Standing Orders.
- 1.2 The role of the Secretary will be carried out by a governing body member of Elderpark Housing who will be elected by the governing body, every year at the first meeting following the AGM.
- 1.3 Where appropriate, the Secretary's duties can be delegated to an appropriate employee of Elderpark Housing, with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner. All of the practical duties detailed at 2.1 – with the exception of attendance at meetings - will be delegated to the Governance and Compliance Manager

## **2. Duties of the Secretary**

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

## **3. Monitoring and Review**

- 3.1 This role description was approved by the governing body in February 2023. It will be reviewed not later than February 2026.

## Appendix 1 – References to Secretary Within Elderpark Housing’s Rules

### 1. Rules Relating to Correspondence with Members

#### Rule 9

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

Your membership of the Association will end and the Committee 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 11.3

*(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 22

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

- 22.1 the Committee requests one; or
- 22.2 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 22.3

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

#### Rule 22.4

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 Committee 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 22.5**

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

### **Rule 23**

**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:

- 23.1** the time, date and place of the meeting;
- 23.2** whether the meeting is an annual or special general meeting;
- 22.3** the business for which the meeting is being called

### **Rule 23.4**

The Committee 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 27.5**

If there is to be an election of Committee 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 Committee Members will be elected, you will receive a ballot paper for the election. You can vote in the election by returning the ballot paper to **the Secretary** at least 5 days before the day of the meeting, or by bringing your ballot paper along to the meeting.

## **3. Rules Relating to Committee Meetings and Special Committee Meetings**

### **Rule 50**

Committee Members must be sent written notice of Committee 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 Committee Member or the failure of the Committee Member to receive such notice shall not invalidate the proceeding of the relevant meeting.

### **Rule 56**

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

#### **Rule 56.2**

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

### **4. Rules Relating to the Role of the Secretary**

#### **Rule 59**

The Association must have a **Secretary**, a Chairperson and any other Office Bearers the Committee considers necessary. The Office Bearers, except for **the Secretary**, must be elected Committee Members and cannot be co-optees. An employee may hold the office of **Secretary** although not be a Committee Member. The Committee will appoint these Office Bearers. If **the Secretary** cannot carry out his/her duties, the Committee, 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 59.1**

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

#### **Rule 59.2**

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

- 59.2.1** calling and going to all meetings of the Association and all the Committee Meetings;
- 59.2.2** keeping the minutes for all meetings of the Association and Committee;
- 59.2.3** sending out letters, notices calling meetings and relevant documents to Members before a meeting;
- 59.2.4** preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;
- 59.2.5** ensuring compliance with these Rules;

**59.2.6** keeping the Register of Members and other registers required under these Rules; and

**59.2.7** supervision of the Association's seal.

### **Rule 59.3**

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

### **Rule 59.9**

The Chairperson can resign his/her office in writing to **the Secretary** and must resign if s/he leaves the Committee or is prevented from standing for, or being elected to the Committee under Rule 43. The Committee will then elect another Committee 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 Committee decides that someone else should look after it. The seal must only be used if the Committee decides this. When the seal is used, the deed or document must be signed by **the Secretary** or a Member of the Committee or another person duly authorised to subscribe the deed or document on the Association's behalf and recorded in the register.

### **Rule 68**

At the last Committee Meeting before the annual general meeting, **the Secretary** must confirm in writing to the Committee 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 Committee Meeting.

### **Rule 75**

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 75.1**

**The Secretary** must also send:

**75.1.1** a copy of the auditor's report on the Association's accounts for the period covered by the return; and

**75.1.2** a copy of each balance sheet made during that period and of the auditor's report on that balance sheet.

### **Rule 85**

**The Secretary** shall, on demand, provide a copy of the Rules of the Association free of charge

to any Member who has not previously been given a copy and, upon payment of such fee as the Association may require, not exceeding the amount specified by law, to any other person.

## Appendix 6 - Scheme of Delegation

Ref	Authority for	Delegated to
Annual returns to regulatory bodies		
AR1	<p>Approving Annual Returns to the Scottish Housing Regulator and Scottish Government</p> <p>Signing and authorising Annual Returns to the Scottish Housing Regulator and Scottish Government.</p> <p>Submission of annual returns to Scottish Housing Regulator and Scottish Government for consideration</p>	<p>Management Committee</p> <p>Chief Executive and other Directors within Senior Management Team with approval from Management Committee</p> <p>Chief Executive or designated officer</p>
AR2	<p>Signing and authorising Annual Returns to Financial Conduct Authority</p> <p>Submission of Returns to FCA for consideration</p>	<p>Approved by Management Committee as part of the annual accounts. Signed by Secretary</p> <p>Chief Executive or designated officer</p>
Governance and strategic management and control		
G1	<p>Approval of strategic and operational policies</p> <p>Approval of Procurement Policy</p>	<p>Management Committee</p> <p>Management Committee</p>
G2	Approval of authorised signatories	Management Committee
G3	Approval of recommendation to the AGM on the appointment of the external auditors	Management Committee, on recommendation from the Finance, Audit and Risk Sub-committee
G4	Approval of appointment of internal auditors	Management Committee, on recommendation from the Finance, Audit and Risk Sub-committee
G5	Recommending the external and internal audit fees	Management Committee, on recommendation from the Finance, Audit and Risk Sub-committee

G6	Agree any remedial action identified by the internal auditor	Management Committee, on recommendation from the Finance, Audit and Risk Sub-committee
G7	Preparation and issue of notice, agenda, papers and minutes for meetings of Management Committee	Chief Executive and Governance and Compliance Manager in consultation with the Chair
G8	Approval of draft minutes of Management Committee meetings for circulation to the members	Chair of meeting
G9	Preparation and issue of notices, agenda, papers and minutes of Sub-Committees and Working Groups	Chief Executive, Governance and Compliance Manager or delegated senior officer, in consultation with respective Chair / Convenor
G10	Preparation and issue of notices, agenda, papers and minutes of Hearing and Appeals Panels	Chief Executive (unless the subject of a hearing or appeal) in consultation with respective Convenors
G11	Approval of draft minutes of Sub Committee meetings	Appropriate Convenor
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	Management Committee on recommendation from the Finance, Audit and Risk Sub-committee and Housing and Maintenance Sub-Committee
G14	Maintenance of all Registers required by Regulators	Chief Executive and Governance and Compliance Manager
G15	Making/approving statements to the press or other public statements	Chair and/or Chief Executive
<b>Finance and Risk Management</b>		
Ref	Authority for	Delegated to
F1	Agreeing Financial Regulations and Procedures	Management Committee

F2	Approving borrowing and investment strategies and principles	Management Committee
F3	Ensuring borrowings and investments comply with statutory and regulatory requirements and Rules	Director of Finance and Corporate Services, assisted by Chief Executive
F3	Reviewing the Association's statement on internal control systems prior to endorsement by Management Committee and reviewing business risk and the management of these risks.	Management Committee, on recommendation from the Finance, Audit and Risk Sub-committee, assisted by specialist advisors and senior staff where required.
F4	Approval of Annual Accounts	Management Committee on recommendation from the Finance, Audit and Risk Sub-committee
F5	Approval of Budget	Management Committee on recommendation from the Finance, Audit and Risk Sub-committee
F6	Monitoring financial performance and reporting to Management Committee	Chief Executive, Director of Finance and Corporate Services and the Finance, Audit and Risk Sub-committee
F7	Ensuring annual external audit carried out	Chief Executive, and Director of Finance and Corporate Services
F8	Agreeing and implementing remedial action identified in the course of the annual external audit	Finance, Audit and Risk Sub-committee (reporting to Management Committee and Director of Finance and Corporate Services
F9	Agreeing and overseeing the implementation of changes to accounting policies and practices	Finance, Audit and Risk Sub-committee, Chief Executive and Director of Finance and Corporate Services.
F10	Agreeing the opening and closure of bank or building society accounts  Holding of all bank and cheque books and other financial documentation	Management Committee  Director of Finance and Corporate Services and Chief Executive.

F11	Approve the terms of all insurances	Director of Finance and Corporate Services and Chief Executive.
F12	Agree internal management control systems	Finance, Audit and Risk Sub-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	Management Committee
F15	Approval of the setting of annual rents and service charges	Management Committee
F16	Agree to write off rent, rechargeable repairs or other tenancy related debt within the terms of Financial Regulations	Management Committee
F17	Agreeing process for appointment of new contractors and consultants under the terms of the procurement policy  Maintenance of supplier list of current contractors/consultants (Contracts Register)	Chief Executive and other senior managers  Governance and Compliance Manager
F18	Negotiating terms of loans to fund Association's short, medium and long term requirements and making recommendations to the Committee	Director of Finance and Corporate Services
F19	Approving loan terms or parameters	Management Committee
F19	Negotiating grant(s) to fund individual developments or acquisitions	Chief Executive with support from Director of Finance and Corporate Services
<b>Employment and employer responsibilities</b>		
Ref	Authority for	Delegated to
E1	Approve permanent additions and deletions to the staffing establishment	Management Committee

E2	Approve significant changes to terms and conditions of employment.	Management Committee, or where appropriate on recommendation from Staffing Sub-committee
E3	Development and negotiation of all issues relating to remuneration of staff, working environment, training and development and dignity at work.	Management Committee, on recommendation from Staffing Sub-committee. (As associate EVH members, we follow the recommendations by joint negotiating arrangements re key aspects of remuneration and staff terms and conditions)
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	Management Committee,  Finance Officer
E5	Recruitment of Chief Executive	Staffing Sub-committee
E6	Recruitment of senior staff	Chief Executive, Chairperson and other suitable Committee Members
E7	Line Management of Chief Executive	Chair as provided for under Protocol for Management and Appraisal of Chief Executive
E8	Line Management of senior staff	Chief Executive
E9	Line Management of all other staff	Appropriate Senior Manager or Manager
E10	Grievance and Disciplinary issues relating to Chief Executive	As provided for under Protocol for Management and Appraisal of Chief Executive
E11	Grievance and Disciplinary issues relating to senior staff	Chief Executive
E12	Grievance and Disciplinary issues relating to all other staff	Appropriate Senior Manager, Manager and HR / Corporate Services Officer
Housing & property management - customer service		
Ref	Authority for	Delegated to

H1	Signing tenancy agreements	All Housing staff, Housing Manager, Director of Housing and Customer Services and Chief Executive
H2	Entering into new management agreements or leases for supported or temporary housing  Renewing management agreements or leases for supported or temporary housing	Management Committee  Housing Manager, Director of Housing Services and Chief Executive
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	Management Committee, or as delegated to Chief Executive  Chief Executive or designated senior manager
H4	Instructing Recovery Action for breach of tenancy conditions	Housing Manager, Director of Housing and Customer Services or Chief Executive
H5	Approving Eviction	Delegated to the Director of Housing and Customer Services following approved policy on Eviction action.
H6	Approving the terms of the customer satisfaction survey and commissioning the project	Chief Executive or delegated senior officer
H7	Appointment of Contractors and Consultants for works, goods and services under the terms of the procurement policy, within budget and Scheme of Financial Delegation	Chief Executive as delegated to officers based on authorisation levels in Procurement Policy, Scheme of Financial Delegation and Financial Regulations,
H8	Agreeing savings or additional costs on individual contracts:  Up to 20% of agreed costs  Over 20% of agreed costs	Chief Executive  Management Committee

Acquisition, Development or Disposal of land or property		
Ref	Authority for	Delegated to
D1	Disposal of land and property, requiring any specific regulatory or statutory consents	Management Committee
	Disposal of land and property requiring any routine regulatory or statutory consents.	Management Committee
D2	Taking and granting of leases as approved in leasing policy	Director of Housing and Customer Services or Chief Executive
D3	Negotiating terms for the acquisition of sites or property and making recommendations to Management Committee	Chief Executive
	Approving Site or Property Acquisition	Management Committee
D4	Approving:	
	• in principle investment in new development or acquisition;	Management Committee
	• outline development proposals;	Chief Executive
	• the establishment of development contracts or offers to purchase;	Management Committee
	• associated terms and parameters.	Management Committee
D5	Negotiating or procuring development or acquisition contracts within set parameters	Director of Finance and Corporate Services and Chief Executive
D6	Agreeing savings to individual schemes:	
	Up to 10% of agreed costs	Chief Executive
	Over 10% of agreed costs	Management Committee

## Appendix 7 - Equality Impact Assessment

<b>Name of Policy to be assessed</b>	Standing Orders	<b>New policy or revision of existing?</b>	Revision of existing
<b>Person(s) responsible for assessment</b>		Kerry Clayton	
<b>1. Briefly describe the aims, objectives and purpose of the policy.</b>	To provide a governance framework which supplements the Rules of the association and to define the effective and proper conduct of the association, setting our roles and responsibilities and authority to conduct business on behalf of the association.		
<b>2. Who is intended to benefit from the policy? (e.g applicants, tenants, staff, contractors)</b>	A robust governance framework benefits all tenants, customers, employees, Committee members and contractors. This policy impacts on all areas of operation.		
<b>3. What outcomes are wanted from this policy? (e.g the measurable changes or benefits to members/ tenants / staff)</b>	Provide clear guidance on the mechanisms, accountabilities and processes used by Elderpark Housing to meet its legal and regulatory requirements and ensure effective control by the Management Committee in the operation of the association		
<b>4. Which groups could be affected by the policy? (note all that apply)</b>			
<b>Age</b>		<b>Disability</b>	✓
<b>Gender reassignment</b>		<b>Marriage and Civil Partnership</b>	
<b>Pregnancy and Maternity</b>	✓	<b>Race</b>	✓
<b>Religion or Belief</b>		<b>Sex</b>	
<b>Sexual Orientation</b>			
<b>5. If the policy is not relevant to any of the equality groups listed above, state why and end the process here.</b>			
<b>6. Have those affected by the policy / decision been involved?</b>			
No.			
<b>7. Describe the likely positive or negative impact(s) that the policy could have on the groups identified above.</b>	<b>Positive Impact(s)</b>	<b>Negative Impact(s)</b>	
	Section 7.2 of the policy states that all meetings will be held in a venue accessible to all eligible to attend with lift access to the meeting room. This section also states that papers can be provided in alternative format / langue if required and is practicable		

	Section 11 – leave of absence, such leave could be granted for pregnancy / maternity to allow a member to take time out but remain in the Committee.	
<b>8. What actions are required to address the impacts arising from this assessment? (This might include: additional data, putting monitoring in place, making adjustments, taking specific action to mitigate any potentially negative impacts)</b>	No current action required.	

Signed:	<i>Kerry Clayton</i>
Dated:	19 <sup>th</sup> March 2024

## Appendix 8 - GDPR Impact Assessment

<b>Name of Policy to be assessed</b>	Standing Orders	<b>New policy or revision of existing?</b>	Revision to existing
<b>Person(s) responsible for assessment</b>		Kerry Clayton	
<b>Briefly describe the aims, objectives and purpose of the policy.</b>	To provide a governance framework which supplements the Rules of the association and to define the effective and proper conduct of the association, setting our roles and responsibilities and authority to conduct business on behalf of the association.		
<b>Which type of data will be used by implementation of this policy? (e.g. personal, sensitive or special category)</b>	A robust governance framework benefits all tenants, customers, employees, Committee members and contractors. This policy impacts on all areas of operation.		
<b>What outcomes are wanted from this policy? (e.g. necessary to meet legal obligations)</b>	Provide clear guidance on the mechanisms, accountabilities and processes used by Elderpark Housing to meet its legal and regulatory requirements and ensure effective control by the Management Committee in the operation of the association		
<b>Which groups could be affected by the policy? (note all that apply)</b>			
Tenants	✓	Committee	✓
Employees	✓	Contractors	
<b>If the policy is not relevant to any of the data groups listed above, state why and end the process here.</b>			
<b>Have those affected by the policy / decision been involved?</b>			
NO			
<b>Describe the likely positive or negative impact(s) that the policy could have on the groups identified above.</b>	<b>Positive Impact(s)</b>	<b>Negative Impact(s)</b>	
	Minutes of meeting contain personal data of Committee members, employees and for the sole purpose of membership approvals, tenants personal data. As such anything considered to be confidential is redacted from the minutes before they are published. Full minutes are stored in a secure location only accessible by limited employees who are involved in		

	servicing / supporting the Committee. Reports that contain any personal / sensitive data / information are also stored in the secure location.	
<b>What actions are required to address the impacts arising from this assessment? (This might include: additional data, putting monitoring in place, making adjustments, taking specific action to mitigate any potentially negative impacts)</b>	No current action required	
Signed:	<i>Kerry Clayton</i>	
Dated:	19 <sup>th</sup> March 2024	