



**Ardenglen
Group
Standing Orders
&
Delegated Authorities**

Policy Title:	Standing Orders & Delegated Authorities
Risk Priority:	High
Policy Author:	Kenny Stocks
Date of Approval:	4th April 2017
Date for Next Scheduled Review:	April 2020
Review Body:	Board
Equality Impact Assessment Complete:	No
Policy Published on Web:	No
Scottish Social Housing Charter Standard	N/A
Scottish Housing Regulator Standard:	1 (+ Constitutional Requirements)
Scottish Housing Regulator Guidance:	1.1, 1.2, 1.3

Ardenglen Housing Association can provide this procedure on request, in large print, in Braille, on tape or in other non-written format, and in a variety of languages.

1. Introduction

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

2. The Board

- 2.1 The Board is responsible for
 - Providing effective leadership, control and direction
 - Exercising good governance across all of our activities
 - Ensuring we achieve our aims and objectives
 - Ensuring that we comply with all legislative and regulatory requirements
- 2.2 The Board has agreed a remit which specifies its responsibilities and duties which forms a separate document.
- 2.3 The Board of Ardenglen Housing Association will meet at least six times each year.
- 2.4 The Board of Ardenglen Developments will meet at least two times a year and will report to the Board of Ardenglen Housing Association at least two times a year. This report will cover:
 - The activities of Ardenglen Developments during the period
 - Progress against the Strategic Plan
 - Evidence to satisfy the terms of the Independence and Service Agreement
 - Any other information as may be requested by Ardenglen Housing Association from time to time.

2.5 Annually, the Board of Ardenglen Developments will agree a Strategic Plan for the forthcoming year, following which officers will be delegated to implement the Plan.

3. Delegation to Sub Committees

3.1 To ensure that the Association's business is managed efficiently, the Board can delegate some of its powers to sub committees, as described in the Rules and these Standing Orders

3.2 The following Standing Sub-Committees may be established to carry out such functions as referred or delegated to them by the Board:

- Audit & Risk Sub Committee
- Staffing Sub Committee

Their responsibilities are detailed in the remits which have been agreed by the Board and which form separate documents attached to these standing orders as appendices. These remits will be monitored regularly and formally reviewed at least every three years.

All sub-committees report to and are accountable to the Board.

3.3 If established, the Audit and Risk sub-committees will meet at least four times each year and will report on its activities to the next meeting of the Board.

3.4 The Staffing sub-committee will meet as and when necessary and will report on its activities to the next meeting of the Board.

3.5 Each of the sub-committees may obtain appropriate professional advice, without reference to the Board, to enable it to fulfil its responsibilities, subject to the provisions of these standing orders and the agreed remits.

3.6 The Board may also appoint special Sub Committees to carry out such functions as may be referred or delegated to them.

4. Hearings and Appeal Panel

4.1 The Board may establish hearing and appeals panels as required to hear, investigate and decide upon matters raised by breaches of the Code of Conduct of Board Members or breaches of conduct or performance of the Chief Executive.

4.2 Where appropriate, the Board may delegate authority for agreeing the membership and remit of individual panels to the Chief Executive and Chair.

4.3 Following consideration of any competent matter referred to it, the Appeals Panel will make a decision and report its actions to the Board. The Appeals Panel is accountable to the Board whose decision is final.

5. Working Groups and Advisory Panels

- 5.1 The Board may establish Working Groups and Advisory Panels to assist its consideration of specific issues. The Board will not normally delegate decision making authority as required and such groups must be formally established and a remit agreed by the Board. Working Groups will not normally be established for periods in excess of twelve months. The Board will decide the life span of Advisory Panels.
- 5.2 Remits for current Working Groups and Advisory Panels will be attached to these Standing Orders as separate documents.
- 5.3 The remits of any Working Groups and Advisory Panels will be kept under review and assessed upon completion.
- 5.4 All groups established under the terms of this section of the Standing Orders report to and are accountable to the Board.

6. Membership

6.1 The Board

- 6.1.1 Ardenglen Housing Association's Board will have not less than seven members appointed at the AGM. Membership of the Board will be not more than fifteen (including co-optees). The Rules set out the arrangements for the election, appointment and co-option of Board members and will always be followed. The members of the Board are Directors of Ardenglen Housing Association. Names of the Board must be accessible to the public.
- 6.1.2 The Board cannot act for longer than two months if its membership falls below seven. If at the end of that period it has not found new members then the only power it will have is to act to bring the Board members up to seven.
- 6.1.2 Ardenglen Development's Board will have no less than 3 and no more than 5 members, appointed by Ardenglen Housing Association as the parent organisation, under the terms of the Memorandum of Association of Ardenglen Developments. The members of the Board are Directors of Ardenglen Developments.
- 6.1.3 Where a Board member misses four consecutive meetings of the Board without first obtaining leave of absence, the Board will require that Board member resigns.

6.2 Ardenglen Housing Association Sub-Committees

- 6.2.1 Where sub committees are agreed, members of Ardenglen Housing Association's Audit and Risk sub-committee will be appointed by the Board at the first meeting following the AGM. There must be at least three members of the sub-committee. Co-opted members of the Board may be members of any

of the sub-committees, although they may not become office bearers and may not take part in any discussions or decisions relating to Ardenglen Housing Association's membership or the election of office bearers.

- 6.2.2 Sub-committees may not co-opt additional members beyond those appointed from the Board. Any Board member may attend meetings of a sub-committee of which they are not a member as an observer.
- 6.2.3 Where a sub-committee member fails to attend four consecutive meetings, without first obtaining leave of absence, the Board may require the Board member to resign from the sub-committee.

6.3 Hearing and Appeals Panels

- 6.3.1 Membership and the remit of any Appeals Panel established in accordance with **Section 4** of these Standing Orders will be determined by the Board at the time the remit is agreed or may be delegated to the Chief Executive and the Chair to determine.

6.4 Role of Members

- 6.5.1 The Board has agreed a job description for its members. At least annually, the Board will identify the range of skills, knowledge and experience that it requires to fulfil the terms of its agreed remit. It will publicise the job description and identify the areas of skills, knowledge and experience required when inviting nominations for election to the Board.
- 6.5.2 The Board of Ardenglen Housing Association may co-opt anyone who is suitable to join the Board, provided that the total membership, including co-optees, does not exceed fifteen and the number of co-optees does not exceed a third.
- 6.5.4 References to members of the Board in these Standing Orders include co-optees. In seeking co-options, the Board will have regard to the role description and identified skills, experience and knowledge required. People who are co-opted to the Board cannot take part in any discussions or vote on matters relating to membership or to the election of office bearers.
- 6.6 In the event of a dispute, a majority of those attending a meeting of the Board, sub-committee or working group may require a member to withdraw from the meeting if the member fails to recognise the authority of the Chair.

7. Personal Interest

- 7.1 The Board has agreed Codes of Conduct for Board members and staff, including arrangements for the declaration of conflicts of interest. All Board members and staff must declare relevant interests in line with our procedures and confirm at least annually that their declaration is accurate.

7.2 Any potential conflicts of interest must be declared at the start of a meeting of the Board, all sub-committees, Working Groups, Hearing or Appeals Panels or Advisory Panels. All agendas will contain a standing item for declaration of interests. All declarations will be recorded in the Minutes. Board members will not normally be permitted to remain during the discussion of a matter in which they have an interest, or to vote on it, and their withdrawal and return will be recorded in the Minutes. Where the members of the Board decide that the member may remain, they will not take part in the discussion nor participate in any vote on the matter. The reasons for the Board decision will be recorded in the Minutes.

8. Office Bearers – Ardenglen Housing Association

8.1 At its first meeting following the AGM, the Board of Ardenglen Housing Association will elect a Chair, Vice-Chair and Treasurer. The Board has agreed remits for the Chair, Vice-Chair and Treasurer which specifies their responsibilities and duties. (These are noted in Appendix 1).

8.2 The Chair cannot hold office continuously for more than five years.

8.3 The Chief Executive acts as the Secretary to the Board and as Group Company Secretary.

8.4 In the absence of the Chair, the Vice-Chair will undertake his/her duties. Co-optees cannot be elected, or act, as office bearers.

8.5 In the period between the AGM and the first meeting of the Board, the incumbent Chair will continue to act in that role “pro-tem”; failing him/her, the incumbent Vice-Chair. In the event that neither the Chair nor Vice-Chair remains as a member of the Board following the AGM, the elected Board will meet immediately after the AGM to elect office bearers to ensure that the efficient operation of business is not interrupted.

8.6 Chairs of sub-committees will be appointed by the respective sub-committees (at the first sub-committee meeting after the AGM), as will convenors of advisory groups and working parties.

8.7 Office Bearers must ensure that they liaise regularly and effectively with each other and with the Chief Executive and senior staff.

8.8 Sub-committee Chairs are responsible for reporting to the Board on the decisions and actions taken by the relevant sub-committee and for ensuring that appropriate recommendations are made on matters requiring Board approval.

8.9 Where a decision requires to be taken on a matter not previously considered by the Board or a sub-committee, outwith the schedule of meetings, and it is not practicable for a meeting (of either the Board or the relevant sub-committee) to be called, and failure to make a decision would be prejudicial to the interests of the organisation and/or its service users, the Chief Executive

has delegated authority to consult with the Chair, Chair of the relevant sub-committee and the other office bearers to make a decision and implement action, with a report being made to the next meeting of the appropriate sub-committee or the Board for homologation.

- 8.10 The Board and sub-committees may delegate authority to the office bearers to make decisions and take action in respect of specific issues and within agreed principles between meetings. All such decisions and actions must be reported to the next meeting of the Board or sub-committee.

9. Office Bearers – Ardenglen Developments

- 9.1 The Directors of Ardenglen Developments shall appoint a Chair and other such office bearers as they consider appropriate, with the written approval of Ardenglen Housing Association as the parent organisation.
- 9.2 The Chair of Ardenglen Housing Association cannot also chair Ardenglen Developments.

10. Meetings

- 10.1 All meetings will be held in venues which are accessible to all.
- 10.2 The Board of Ardenglen Housing Association will normally meet monthly at least 10 times per year on the first Tuesday of each month at 6.00pm.
- 10.3 Other Sub Committees, working groups or panels established in accordance with the Rules and these Standing Orders will meet in accordance with their remit and delegated authority on a timetable agreed by the Board
- 10.3 A schedule of all meetings of the Board and sub-committees will be agreed at the first Board meeting following the AGM.
- 10.4 In the event of a special meeting of the Board being called by the Chair, or two Board members, the provisions within the Rules which relate to special meetings will be applied.

11. Quorum – Ardenglen Housing Association

- 11.1 The quorum for meetings of the Board is four.
- 11.2 The quorum for meetings of sub-committees is three
- 11.3 Co-optees do not count towards determining the quorum at either Board or sub-committee meetings.
- 11.4 All members of an Appeals Panel must be present for a meeting to proceed.
- 11.5 The quorum for working groups and advisory panels will be determined by the Board.

12. Quorum – Ardenglen Developments

12.1 The quorum for meetings of the Board is 2 or the whole number nearest to one third of the total number of Directors, whichever is greater.

13. Business at Meetings

13.1 At least seven days' advance notice of meetings will be given. The Board may determine the form of the notice to be provided, which can include electronic form. Notice of meetings must include an agenda of the business to be transacted and all supporting papers.

13.2 Urgent business which has not been notified in advance of the meeting may be considered if a majority of those attending agree.

13.3 The Chair, respective sub-committee Chairs and the Chief Executive will liaise over the preparation of the Agenda for meetings of the Board and sub-committees.

13.4 Members of the Board, sub committees, working groups and advisory panels may propose items for inclusion on the Agenda for a meeting by contacting the Chair or the Chief Executive. The Chair will decide whether the item is to be included and the nature of any supporting papers required.

14. Chairing Meetings

14.1 Where the Chair is not present at the appointed start of a meeting of the Board, the Vice-Chair will preside or, failing him/her, the Board members present will appoint another member, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.

14.2 Where the Chair of a sub-committee or a working group or advisory panel is not present at the appointed start time, those members present may appoint one of their number, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.

14.3 The Chair will decide on all matters of order raised at meetings and will determine the order of debate. The Chair is responsible for:

- ensuring that members who wish to, are allowed to contribute
- allocating adequate time for contributors to speak
- ensuring voting procedures are in place and these are followed
- announcing votes at general meetings

14.4 The Chair may vary the order of business from that detailed on the agenda.

15. Time Management of Meetings

- 15.1 The decision of the Chair on length of speeches, debate and closure of debate, is final. The Chair will seek to ensure that all Board members are given adequate opportunity to debate all items on the agenda.
- 15.2 All Board business, including sub committees **should not exceed 2 hours.**
- 15.3 In exceptional circumstances, the meeting may be extended by a motion for suspension of standing orders, if supported by two-thirds of those present. Generally this should for a maximum of 30 minutes and will be limited to the particular item under consideration at the point of suspension of standing orders. Any business not dealt with at the end of a meeting will be carried forward to the next scheduled meeting or may be identified as business to be conducted at a Special Meeting held for that purpose and called in accordance with the Rules.

16. Staff Attendance at Meetings

- 16.1 The Chief Executive will normally attend all meetings of the Board and sub-committees with additional officers in attendance where appropriate.
- 16.2 The Chief Executive, in consultation with the Chair, may invite relevant staff to attend all or part of a Board or sub-committee meetings where appropriate.
- 16.3 Staff attending meetings of the Board or sub-committees will not be entitled to vote.
- 16.4 Staff may be required to leave a meeting of the Board or sub-committee in the event of specific agenda item(s) being deemed to be taken in Private. This is unlikely to happen frequently and the Chief Executive will normally remain during such discussions.
- 16.5 The Chief Executive will determine appropriate staff attendance and support for any working groups or advisory panels established by the Board.
- 16.6 The Chief Executive will attend meetings of hearing/appeals/advisory panels and working groups and act as Secretary, unless the matter being dealt with involves him or her directly.

17. Attendance of other Parties

- 17.1 The Board and sub-committees may invite external parties, such as advisors and consultants, to attend meetings to discuss specific items of business. Their attendance will normally be confined to the discussion of the specific item under consideration unless the Chair determines otherwise.
- 17.2 Members of the public will not generally be admitted to Management Committee or sub committee meetings with the following exceptions:

- With the approval of the Board people who are interested in becoming committee members may attend meetings as observers. In the event that committee members do not agree about whether to allow an observer to attend, this shall be decided by a vote of the members present (see Section 19, Voting).

18. Notice of Meetings, Agendas and Minutes

- 18.1 Agendas and reports will normally be issued no less than 5 and no more than 7 days prior to any meeting. While every effort will be made to ensure reports are circulated within these timescales, late circulation of a report will not prevent the agenda item being discussed, if a majority of the Board or sub-committee members present agree to this.
- 18.2 No business, other than on the Agenda, will be considered without the consent of two-thirds of those present
- 18.3 Items for discussion/motions should be intimated to the Chair or Secretary 7 days prior to the meeting.
- 18.4 Prior to the agenda being prepared, the Chief Executive or relevant senior staff member will discuss with the relevant Chair the order of business and to clarify the matters requiring decision.
- 18.5 Minutes of the Board will be taken by the Chief Executive acting as Company Secretary.
- 18.6 A minute of the Board meeting will be prepared as a draft and submitted to its next meeting for adoption.
- 18.7 Any member present at the relevant meeting may move the adoption of the minutes.
- 18.8 Once approved and inclusive of any amendments, the final minute shall be signed by the Association's Chair and retained as the official record of the Association.
- 18.9 Minutes of subcommittees will be taken by an appropriate staff member and presented to the next meeting of the Board for noting and approval of any recommendations relating to matters not delegated.
- 18.10 Minutes of Working Groups and Advisory Panels will be taken by an appropriate staff member and presented to the next meeting of the Board for noting and, where appropriate, approval, in accordance with the agreed remit and level of delegation.
- 18.11 In the case of Hearing or Appeals Panels, a report will be made to the Board or relevant sub-committee on the outcome of the Panel's consideration.

- 18.12 The Secretary has responsibility for ensuring the preparation and circulation of draft minutes for all meetings of the Board, sub-committees and Working Groups/Advisory Panels. Draft minutes will be agreed with the Chair of the meeting before being distributed to members.
- 18.13 All approved minutes will be available to anyone who wishes to see them, for example tenants or members of the public
- 18.14 A separate minute will be produced for any items of business which have been discussed in closed session, because the item is confidential or commercially sensitive. Minutes of business discussed in closed session will only be available to committee members and to any member of staff requiring access to the minutes to implement Board decisions.

19. Voting

- 19.1 Where a motion is proposed and seconded by two Board members present at a meeting and where another Board member indicates a direct negative, the matter shall be decided by a vote of those Board members present
- 19.2 Decisions at meetings will normally be made by a show of hands and will be carried by a majority. The number of votes cast for and against the motion or amendment shall be recorded in the minute as shall the number of abstentions.
- 19.2 Where the members present are equally divided, the Chair will have a second or casting vote.
- 19.3 A member may request that his/her dissent from a decision is recorded in the Minutes of the meeting. Any member making such a request must not actively dissociate themselves from or criticise the decision in public.
- 19.4 Two members may request that a secret ballot is held about a specific issue. The Secretary will make the necessary arrangements for the secret ballot and will count the results before passing them to the Chair to be declared.
- 19.5 A vote to suspend Standing Orders must be supported by a majority of those present and will apply only to the meeting at which the vote is taken.
- 19.6 Resolutions duly moved and seconded that do not attract a direct negative shall be deemed passed without dissent.
- 19.7 Decisions made by the Management Board will stand on record for at least 6 months and will not be discussed, questioned or put to a second vote within that period unless there are exceptional circumstances and only then with the consent of two-thirds of those present.

20. Any Other Competent Business

- 20.1 Any other competent business should be intimated to the Chair prior to the start of the meeting if possible giving 24 hours notice
- 20.2 The Chair will rule if the business is competent for discussion and/or decision at the meeting. The Chair will report on this decision to the meeting concerned. It will be open to the meeting, on the basis of a majority decision to reverse this decision or allow immediate discussion a/or decision.
- 20.3 Other business will be referred to a future meeting or delegated to the appropriate Sub Committee or Staff Member.

21. Business Conducted under Closed Session

- 21.1 Where Board business is of a confidential nature, the business will be conducted in closed session and a separate confidential minute will be produced. Staff members other than the Chief Executive and/or his substitute will normally leave the meeting during any confidential items. If the agenda item directly concerns the Chief Executive and it would be inappropriate for him/her to be present, the Chief Executive will also withdraw from the meeting.
- 21.2 In this situation a minute will taken by the Chair.

20. Adjournment

- 20.1 The Committee may adjourn meetings. A motion for adjournment which will follow the procedures set down in 19.1 above, will take precedence over all other motions.
- 20.2 When an adjourned meeting is resumed, proceedings will commence at the point at which they were broken off at the adjournment.
- 20.3 The time of a reconvened meeting may be agreed as part of the adjournment motion, failing which it will be decided by the Secretary.

21. Conduct of Members at Board Meetings

- 21.1 Committee members must observe the Code of Conduct when attending committee meetings. In particular, all members must:
 - Conduct themselves in a courteous and business like manner
 - Show respect for the authority of the Chairperson of a meeting
 - Show respect and consideration towards other committee members, the Association's staff and anyone else attending a meeting.
- 21.2 During meetings, the Chair of the meeting is responsible for determining if a Board member is acting in a way contrary to the Association's Code of Conduct for Board members. The Chair at his /her discretion or in response to a request from another Board member can censure a Board member, or members, on account of his/her behaviour at the meeting and request that the inappropriate behaviour ceases.

- 21.3 In the event of a failure to comply with such a request, or where the breach of the Code of Conduct, in the opinion of the Chair is sufficiently serious, the Chair at his/her discretion or in response to a request from another Board member, can propose a resolution to the meeting that the member or members in question be excluded from the remainder of the meeting.

Such a resolution, if seconded, will be voted on immediately by the remaining Board members who are not the subject of the resolution and shall be decided by a majority vote of such remaining members. If the motion is carried, the committee member or members concerned must then leave the meeting.

21. Openness and Confidentiality

- 21.1 Once they have been approved, minutes of the meetings of the Board will be available to the public on our website or on request from our office.
- 21.2 Some items may require to be treated as confidential (for example those relating to individuals or groups of individuals) or commercially sensitive and be considered in Private and therefore will be excluded from public access. A majority of those attending the meeting where such items are under discussion may agree to categorise that item as confidential or commercially sensitive, in accordance with the terms of our Openness and Confidentiality Policy.
- 21.3 Items categorised as confidential or commercially sensitive and considered in Private will be the subject of a separate, confidential Minute that will be withheld from public availability.
- 21.4 To ensure equality of treatment amongst tenants and to protect their confidentiality, information presented at committee meetings shall not divulge personal information (such as names, address, property reference etc) relating to an individual tenant.
- 21.5 Board Members should ensure that confidential information acquired as a result of his/her position as a Board Member:
- is not disclosed to anyone except those with a right to know and
 - is not used for the personal advantage of either himself/herself or of others known to them

Such use of confidential information would constitute a grave betrayal of trust and a serious breach of the Code of Conduct.

22. Emergencies

- 22.1 Nothing in these Standing Orders will prevent the effective implementation of approved emergency procedures that will apply in the event of a disaster or emergency situation arising.

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

23. Delegated Authority

23.1 The Board is responsible for all decisions taken and actions carried out by or on behalf of the organisation. The Board recognises that good governance depends on a clear definition and understanding of the authorities which attach to Board and staff members. It also recognises that the successful implementation of strategies and plans require the establishment of effective and appropriate levels of delegation to ensure that activities and decisions are not unnecessarily delayed.

23.2 The Scheme of Delegated Authority has been approved by the Board for that purpose. **(These are noted in Appendix 2).**

23.3 All matters not specified in the Scheme of Delegated Authority are reserved to the Board, unless the matter is urgent, in which case, the Chair and the Chief Executive are authorised to take decisions and implement action, provided a report is made to the next meeting of the Board for homologation. It will be for the Chair to decide whether a special meeting of the Board should be called for that purpose, in accordance with the Rules.

23.4 Delegated authority to staff relates to operational responsibilities.

23.5 Office Bearers, acting with senior staff, have authority to:

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

23.6 The Chief Executive, in consultation with senior staff has authority to:

- Ensure the effective implementation of strategies, policies and plans
- Represent Ardenglen 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.

24. Code of Conduct

- 24.1 The Association expects the highest standard of integrity in the management of its affairs. All Board members are required to sign and adhere to the Association's Code of Conduct and to disclose any relevant interests in the Register of Interests, which will be maintained by the Secretary
- 24.2 The Register of Interests will be available for public inspection at the Association's Office.
- 24.3 The Code of Conduct is an important part of Ardenglen's governance arrangements and Board Members are responsible for ensuring that they are familiar with the terms of this Code and that they always act in accordance with its requirements and expectations. Board members must also ensure they are familiar with any policies which are linked to this code.
- 24.4 If a member of the Board appears to have breached any part of this Code, the matter will be investigated in accordance with the procedures set out in the Code of Conduct. A breach of this Code may result in action being taken by the Board to remove the member(s) involved.

25. Execution of Documents

- 25.1 Deeds and other legal documents may be subscribed either:
- By use of the Association's Seal and signature by an authorised person
 - By signature by an authorised person and witnessing as described in the Requirements of Writing (Scotland) Act 1995.
- 25.2 Where the Seal is used, the Board's prior approval is required under the Rules. The deed or document should be signed by the Chair or Vice Chair. If an office bearer is not available, the document may be signed by another Board member, as provided for in the Association's Rules.
- 25.3 Where signature and witnessing is used to execute documents, the document may be signed by any Management Committee member, or by a member of staff who has authority to do so under the Scheme of Delegated Authority.

26. Revision of Standing Orders

- 26.1 The Standing Orders may only be altered or revoked by the Board if the motion for alteration or revocation is supported by two thirds of those present, excluding co-options.
- 26.2 The Standing Orders will be reviewed by the Board at least once every three years.

27. Training

- 27.1 The Association through its Internal Management Plan is committed to training and developing staff and committee members to their full potential in order to deliver a high quality of service in all areas of its business.
- 27.2 The employee induction programme includes an overview of this policy, including responsibilities for the promotion and delivery of openness and confidentiality as relevant to their job descriptions. Committee members and staff will receive updates on these issues and specific training as required.

28. Equalities and Diversity

- 28.1 This policy will be implemented in line with our Equality and Diversity Policy and is subject to an Equality Impact Assessment to assess the likely or actual effects of the policy to our customers in respect of their disability, age, gender, race, religion/belief, sexual orientation or gender identity to ensure equal and fair access for all.

29. Monitoring and Reporting

- 29.1 The Association will use appeals, complaints, comments or suggestions from users of this policy to monitor its effectiveness. These will also be used to prompt a review of the policy where necessary.

30. Review

- 30.1 This Policy will be approved by the Board. It will be reviewed every three years unless amendment is prompted by a change in legislation, or monitoring and reporting reveals that a change in Policy is required sooner.

31. Distribution

- 31.1 This policy will be provided to every employee and committee member and will be made freely available to any tenant, member or interested party.

21. Legal Framework

- Scottish Housing Regulator Regulatory Framework
- The Rules of Ardenglen Housing Association
- OSCR

22. Related Policies

- Code of Conduct
- Entitlements and Benefits Policy
- Equalities and Diversity

--- END OF POLICY ---

APPENDIX 1 – OFFICE BEARER REMITS

Remit of the Chair

The Chair is elected by the Management Committee from among its membership after each AGM to serve until the next AGM in terms of Rule 55

The general role of the Chair is to uphold the Rules of the Association, to defend the rights of members, to act as the main spokesperson and representative of the Association and to act as an official signatory.

The Chair has a major role in relation to the conduct of meetings of the Board:

- To preserve order and ensure each member has a fair hearing
- To ensure that no member may speak more than once on any motion until certain every member has had the opportunity to speak
- To impose a time limit on any business
- To determine the order in which members may speak
- To rule on any point of order unless challenged by at least 3 members and the challenge is endorsed by a vote of two thirds of those members present
- To ensure proceedings operate within the standing orders
- To ensure that time is spent on items of significance rather than managerial minutiae
- To allow or otherwise the discussion of items not to the agenda of any particular meeting

The Chairperson may speak to any particular motion. Where challenged as set out above, he/she may be required to leave the Chair until the matter is dealt with

The Chairperson has, in addition to his/her own vote, a casting vote in the event of a tie

The Chairperson is an automatic member of every sub committee. The Chairperson shall not, however, be entitled to election as Chair of a sub committee or another Group company.

The Chairperson has power in an emergency situation to take decisions subject to reporting to the first meeting thereafter. If in the view of the

Chairperson the matter in question is of major importance to the Association, the decision shall be referred to an Emergency Committee comprising those office bearers who are available within the required timescale. Any such decision shall be reported to the first meeting thereafter for ratification.

The Chairperson has power in an emergency situation to interpret the delegated authority functions of a sub committee.

Remit of the Vice Chairperson

The Vice Chairperson is elected by the Management Committee from among its membership after each AGM.

The general role of the Vice Chairperson is, in the absence of the Chairperson, to uphold the Rules of the Association, to defend the rights of members, to act as the main spokesperson and representative of the Association and to act as an official signatory.

The Vice Chairperson shall have the authority and responsibilities of the Chairperson in relation to the Association and specifically to the Management Committee in all aspects in the temporary absence of the Chairperson. The Vice Chairperson shall not however, be an automatic member of all sub committees.

Remit of the Company Secretary

The role of Company Secretary is delegated to the Chief Executive

The general role of the Secretary is to ensure that the work of the Board is properly conducted.

The formal duties of the Secretary are as set out in Rule 62.3.

APPENDIX 2 – SCHEDULE OF DELEGATED AUTHORITIES

Governance		
Ref	Delegated Authority For:	Delegated To:
DA. G1.1	Approving Annual Returns to the Scottish Housing Regulator and Scottish Government	Board
	Signing Annual Returns to the Scottish Housing Regulator and Scottish Government	Chair, with approval from Board
	Submission of Returns to the Scottish Housing Regulator and Scottish Government	Chief Executive
DA. G1.2	Signing Annual Returns to OSCR	Chair, with approval from Board
	Submission of Returns to OSCR	Chief Executive
DA. G1.3	Signing Annual Returns to Financial Services Authority	Chair, in consultation with Chair of Audit and Risk Sub-Committee, and agreed by Board
	Submission of Returns to FSA	Chief Executive
DA. G1.4	Approval of strategic and operational policies	Board
DA. G1.5	Approval of authorised signatories	Board
DA. G1.6	Approval of recommendation to the AGM on the appointment of the Auditors	Board, on recommendation from the Audit and Risk Sub-Committee
DA. G1.7	Approval of appointment of internal auditors	Board, on recommendation from the Audit and Risk Sub-Committee
DA. G1.8	Agree any remedial action identified by the internal auditor	Chief Executive
DA. G1.9	Preparation and issue of notice, agenda, papers and minutes for meetings of Board	Chief Executive, in consultation with Chair/Vice Chair
DA. G1.10	Preparation and issue of notices, agenda, papers and minutes sub-committees	Chief Executive or appropriate Senior Officer
DA. G1.11	Preparation and issue of notices, agenda, papers and minutes of Hearing/Appeals/Advisory Panels, and Working Groups (parties/groups/panels)	Chief Executive, (unless the subject of a hearing or appeal) in consultation with respective Chairs
DA. G1.12	Approval of draft minutes of sub-committee meetings	Appropriate Chair
DA. G1.13	Preparation and issue of notice, agenda, papers and minutes for AGM	Company Secretary in consultation with Chair
DA. G1.14	Approval and Monitoring of all Registers required by Regulators	Board
DA. G1.15	Maintenance of all Registers required by Regulators	Chief Executive
DA. G1.16	Agreeing inclusion of new Contractors and	Board

	Consultants. Maintenance of list of current contractors/consultants	Appropriate Senior Officer
DA. G1.17	Making/approving statements to the press or other public statements	Chair and/or Chief Executive
DA. G1.18	Disposal of land and property requiring specific consent Disposal of land and property covered by general consent	Board Board
DA. G1.19	Taking and granting of Leases	Board
DA. G1.20	Approving Pension, death in service benefit arrangements and related Deeds. Signature of Trust Deed documents Day to day operation and signatory	Board Chair and Company Secretary Finance and Business Support Manager
Finance & Business Support		
Ref	Delegated Authority For:	Delegated To:
DA. FBS2.1	Approve additions and deletions to the staffing establishment	Staff Sub-Committee (or Board)
DA. FBS2.2	Approve changes to terms and conditions of employment	Staff Sub-Committee (or Board)
DA. FBS2.3	Development and negotiation of all issues relating to remuneration of staff, working environment, training and development and dignity at work	Staff Sub-Committee (or Board)
DA. FBS2.4	Recruitment of Chief Executive	Office Bearers (or as agreed by the Board)
DA. FBS2.5	Recruitment of senior staff	Office-bearers and Chief Executive
DA. FBS2.6	Recruitment of other staff	Chief Executive or designated line manager/s
DA. FBS2.7	Line Management of Chief Executive	Chair
DA. FBS2.8	Line Management of senior staff	Chief Executive
DA. FBS2.9	Line Management of all other staff	Designated Line Managers
DA. FBS2.10	Grievance and Disciplinary issues relating to Chief Executive	Chair and Office Bearers
DA. FBS2.11	Grievance and Disciplinary issues relating to senior staff	Chief Executive
DA. FBS2.12	Grievance and Disciplinary issues relating to all other staff	Designated Line Managers
DA. FBS2.13	Approving borrowing and investment strategies and principles	Board (see also Financial Control Framework)
DA. FBS2.14	Agreeing Financial Control Framework	Board, on recommendation from Audit and Risk Sub-Committee
DA. FBS2.15	Approval of Annual Accounts	Board, on recommendation from Audit and Risk Sub-Committee
DA.	Approval of Budget	Board, on recommendation from Audit and

FBS2.16		Risk Sub-Committee
DA. FBS2.17	Monitoring financial performance and reporting to Board	Chief Executive, Finance & Business Support Manager and Audit and Risk Sub-Committee
DA. FBS2.18	Ensuring annual audit carried out	Chief Executive and Finance & Business Support Manager
DA. FBS2.19	Agreeing and implementing remedial action identified in the course of the annual audit	Audit and Risk Sub-Committee, reporting to Board
DA. FBS2.20	Agreeing and overseeing the implementation of changes to accounting policies and practices	Audit and Risk Sub-Committee, reporting to Board
DA. FBS2.21	Agreeing the opening and closure of bank or building society accounts Holding of all bank and cheque books and other financial documentation	Board Finance & Business Support Manager
DA. FBS2.22	Approve the terms of all insurances	Finance & Business Support Manager
DA. FBS2.23	Agree internal management control systems	Audit and Risk Sub-Committee (or Board)
DA. FBS2.24	Incur and instruct payment of all items of budgeted expenditure within the terms of agreed budgets and financial regulations	Chief Executive and officers specifically identified in Financial Regulations
DA. FBS2.25	Agree action to address short term cash flow difficulties	Board

Housing Services

Ref	Delegated Authority For:	Delegated To:
DA. HS3.1	Signing tenancy agreements	Operational staff as appropriate
DA. HS3.2	Approve the offer of a tenancy or lease in one of our properties to one of our people or to someone closely connected to them.	Office Bearers
DA. HS3.3	Approval of the setting of annual rents and service charges	Board
DA. HS3.4	Agree to the writing off of arrears within the terms of financial regulations	Board, on recommendation from Audit and Risk Sub-committee
DA. HS3.5	Agree to the writing off of rechargeable repairs or equivalent within the terms of financial regulations	Board, on recommendation from Audit and Risk Sub-committee
DA. HS3.6	Instructing Recovery Action for breach of tenancy conditions	Housing Officers
DA. HS3.7	Agreeing Eviction	Board
DA. HS3.8	Approving the terms of the periodic satisfaction survey and commissioning	Head of Housing Services
DA. HS3.9	Appointment of approved contractors	Head of Housing Services

Procurement

Ref	Delegated Authority For:	Delegated To:
DA. P4.1	Up to £15,000	Staff as per authority levels and procurement manual

	£15,000+	Board (no additional approval required if contained in the Annual Budget)
Development		
Ref	Delegated Authority For:	Delegated To:
DA. D5.1	Negotiating terms for the acquisition of sites and making recommendations to Board Approving Site Acquisition	Chief Executive Board
DA. D5.2	Approving our submissions to the Local Authorities Strategic Housing Investment Plans (SHIP)	Board
DA. D5.3	Approving outline scheme proposals	Board
DA. D5.4	Agreeing savings to individual schemes: Up to 10% of agreed costs Over 10% of agreed costs	Chief Executive Board
DA. D5.5	Negotiating terms of loans to fund individual developments and making recommendations to the Board	Chief Executive and Finance & Business Support Manager
DA. D5.6	Ensuring borrowings and investments comply with statutory and regulatory requirements and Rules	Chief Executive and Finance & Business Support Manager, Board
DA. D5.7	Negotiating grant(s) to fund individual developments	Chief Executive and Finance & Business Support Manager
DA. D5.8	Appointment of Contractors and Consultants – New development	Chief Executive, Board
DA. D5.9	Approval of Claims against Contractors/Consultants Intimation of claims	Board Chief Executive and Finance & Business Support Manager
Regeneration		
Ref	Delegated Authority For:	Delegated To:
DA. RG6.1	Appointment of Regeneration Consultants	Regeneration Manager, Board
DA. RG6.1	Approval to contract or commit resources with regeneration partners	Regeneration Manager, Board
Authorised Signatories		
Ref	Delegated Authority For:	Delegated To:
DA. AS7.1	Legal documents requiring the use of the Seal	Normally Chief Executive/Company Secretary together with appropriate Board members as and when required
DA. AS7.2	Contracts: Employment Development Consultants For Works, Goods and Services	Chief Executive Chief Executive Chief Executive with operational staff as appropriate
DA. AS7.3	Annual Returns to Regulators and Scottish Government (including The Scottish Housing Regulator and OSCR)	Chair and/or Chief Executive

DA. AS7.4	Invitations to Quote or Tender	As per Procurement Strategy
DA. AS7.5	Tenancy Agreements	Operational staff as appropriate
DA. AS7.6	Shared Ownership Occupancy Agreements	Operational staff as appropriate
DA. AS7.7	Mortgage to Rent Documentation	Chief Executive
DA. AS7.8	Scottish Government funding documentation	Chief Executive
DA. AS7.9	Development Grant Claims	Chief Executive or Finance & Business Support Manager or Housing Services Manager
DA. AS7.10	Loan documentation	Finance & Business Support Manager
DA. AS7.11	Bank Signatories (for authorisation of cheques and/or electronic fund transfers)	As per Financial Control Regulations
DA. AS7.12	Administrative Processing – i.e. ordering goods and services, authorising payroll transactions and initiating payments	As per Financial Control Regulations
DA. AS7.13	Selecting and signing leases for Commercial Tenants	Chief Executive or Finance & Business Support Manager