



## Standing Orders & Scheme of Delegated Authority

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## 1. Introduction

- 1.1 The Standing Orders and Scheme of Delegated Authority (SoDA) have been approved by the Management Committee (Committee) of Linthouse Housing Association (LHA) as a framework for the effective and proper conduct of business. Our Scheme of Delegated Authority is detailed in Appendix One. The Standing Orders and Scheme of Delegated Authority are consistent with the Financial Regulations within which we operate.
- 1.2 The purpose of the Standing Orders and SoDA is to act as a source of guidance to MC members and staff about how decisions are made, where authority rests and how it can be exercised. This guidance sets out the processes to support LHA governance in business as usual and unforeseen emergency circumstances.
- 1.3 All matters that are not specified in these Standing Orders are reserved to the Committee. Staff act as advisors to the Committee and when authority is delegated to staff, the delegated authority is in respect of operational and delivery matters.
- 1.4 The Standing Orders take account of and are consistent with 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.
- 1.5 The Chairperson will be responsible for the interpretation of the rules if the rules are silent, and they may seek advice from LHA's governance solicitor on interpretation.
- 1.6 The Standing Orders and associated appendices can only be amended with the approval of the Committee. They will be reviewed at least every three years.

## 2. The Management Committee

- 2.1 The Committee is responsible for:
  - Providing effective leadership, control, and direction of LHA's affairs.
  - Exercising good governance across all our activities.
  - Ensuring we set and achieve our strategic aims and objectives.
  - Ensuring that we comply with all legislative and regulatory requirements.
- 2.2 The Committee has agreed a remit which specifies its responsibilities and duties which is provided in Appendix Two of this document.
- 2.3 The Committee will meet at least six times each year. Seven days' notice is required for a committee meeting. The meetings are normally held monthly on a Tuesday evening with a committee recess in July and December.
- 2.4 The Committee will meet once per year to agree a Business Plan which outlines the LHA approach to services, strategy, and funding.

### 3. Sub-Committees

- 3.1 The Management Committee has established two Sub-Committees to which it has delegated authority for decision and recommendation making activities in specified areas.

The Sub-Committees are:

- Audit and Assurance
- Staffing

The responsibilities of each of the Sub-Committees are detailed in the remits which have been agreed by the Committee. Appendix Three details the Audit and Assurance Sub-Committee remit and Appendix Four is the Staffing Sub-Committee remit. These remits will be monitored annually and formally reviewed every three years.

The Management Committee also has a Policy Working Group, its remit is detailed in Appendix Five.

- 3.2 Sub-Committees and Working Groups are accountable to the Management Committee.

### 4. Hearing and Appeals Panels

- 4.1 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 by Committee Members.
- 4.2 Where appropriate, the Management Committee may delegate authority to the Chair for agreeing on the membership and remit of any panels. Where the matter involves the conduct of the Chair, the Association will act under advice from our legal advisors. Matters concerning any breaches by a member of staff will be referred to the Chair of the Staffing Sub-Committee where it will be dealt with through the disciplinary process.
- 4.3 Following consideration of any competent matter referred to it, the Hearing/Appeals Panel will decide and report its actions or recommendations to the Committee. The Hearing/Appeals Panel is accountable to the Management Committee whose decision is final.

### 5. Working Groups and Advisory Panels

- 5.1 The Management Committee may establish Working Groups to assist in its consideration of specific issues. The Committee will normally delegate decision-making authority as required. Such groups must be formally established, and a remit and life span of the group agreed upon by the Committee. Working Groups, except for the Policy Working Group will not normally be established for periods more than twelve months.

Remits for Working Groups as they are created will be approved by the Management Committee and reasons for the creation of the group recorded in the Minutes of the meeting at which they are created.

- 5.2 The remits of any Working Groups and Advisory Panels will be kept under review and assessed upon completion of the specific issue.
- 5.3 All groups established are accountable to the Management Committee.

## 6. Committee Membership

### 6.1 Management Committee

6.1.1 The Management Committee will ensure that its membership comprises no less than seven members. Membership of the Committee will be no more than fifteen (including co-optees). The presence of co-optees at Management Committee meetings will not be counted when establishing whether a meeting is quorate and able to take place as required by Rule 48 and the presence of co-optees will not count towards the quorum for Sub-Committee meetings. The Rules set out the arrangements for the election, appointment and co-option of Committee members and will always be followed.

6.1.2 Where a committee member fails to attend four consecutive meetings of the Committee without first obtaining leave of absence, they will automatically cease to be a member of the Committee.

6.1.3 The Chair and other office bearers plus membership composition of the Audit and Assurance and Staffing Sub-Committees will be agreed upon at the first Management Committee meeting following the AGM each year. The Management Committee may if it so wishes, appoint the Chairs of Sub-Committees at this same meeting. The Chair of the Management Committee will be eligible to join either Sub-Committee but not be appointed as Chair of the relevant Sub-Committee.

6.1.4 Co-opted members of the Committee may be members of any of the Sub-Committees and ad hoc Working Groups, although they may not become office bearers and may not take part in any discussions or decisions relating to Rules, membership, or the election of office bearers.

### 6.2 Sub-Committees

Sub-Committees may not co-opt additional members beyond those appointed from the Management Committee unless by specific agreement of the Committee. Any Committee member may attend meetings of any Committee of which they are not a member as an observer, except in circumstances where a conflict of interest would exist.

### 6.3 Hearing and Appeals Panels

Membership and the remit of any Hearing/Appeals Panel established in accordance with Section 4 of these Standing Orders will be determined by the Management Committee at the time the remit is agreed.

### 6.4 Advisory Groups and Working Parties

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

## 6.5 Role of Committee Members

6.5.1 The Management Committee has agreed on a role for its members included in the Committee Members Handbook. At least annually, the Committee will identify the range of skills, knowledge, diversity and objectivity that it needs for its decision making. It will publicise any current or projected vacancies and identify the areas of skills, knowledge, diversity and objectivity that it needs when inviting nominations for election to the Management Committee.

6.5.2 The Management Committee may co-opt anyone suitable to join the Committee provided that the total membership, including co-optees, does not exceed fifteen and the number of co-optees does not exceed one-third of the total number of Committee members at any one time.

6.5.3 References to members of the Management Committee in these Standing Orders include co-optees. In seeking co-options, the Committee will have regard to the role description and identified skills, experience and knowledge required. People who are co-opted to the Committee cannot take part in any discussions or vote on matters relating to the Rules, membership or the election of office bearers.

6.5.4 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 in respect of Management Committee and relevant Sub-committee Chair.

6.5.5 Any Management Committee member unable to attend a meeting must submit apologies to the Secretary or member of the Corporate Services Team in advance of the start of the meeting.

## 7. Personal Interest

7.1 The Management Committee has adopted and agreed the SFHA Model Code of Conduct for Management Committees and staff members including arrangements for the declaration of conflicts of interest which are available in the Committee Members Handbook and the Staff Induction Pack. All Management Committee members and staff must declare relevant, personal, or other external interests in line with our procedures and confirm at least annually that their declaration is accurate. Both management committee and staff members are required to read and sign their respective codes of conduct annually. A management committee member or co-optee cannot participate in LHA governing body meetings until they sign a code of conduct.

7.2 Any potential conflicts of interest must be declared at the start of a meeting of the Committee, Sub-Committees, Working Group or Hearing/Appeals Panel. All agendas will contain a standing item for declaration of interests. If while serving on the Committee a member has any conflict of interest in any contract or other matter about to be discussed at a meeting, they must tell the Committee. They will be required to leave the meeting while the matter is discussed and will not be allowed to vote on the matter or to stay in the meeting while any vote on the matter is being held. If that person is inadvertently allowed to stay in the meeting and vote on the matter, their vote will not be counted. All

declarations will be recorded in the Minutes. The Member's withdrawal and return times will also be recorded in the Minute.

- 7.3 All agendas will contain a standing item for Declarations of Ethical Behaviour and Notifiable Events.

## 8. Office Bearers

- 8.1 At its first meeting following the AGM, the Management Committee will elect a Chair, Vice-Chair, and Company Secretary, and may elect a Treasurer (subject to agreeing a remit). The Committee has agreed remits for the Chair and Company Secretary which specify their roles, responsibilities, and duties. These form Appendix Six and Seven respectively of these Standing Orders. An office bearer cannot hold more than one office bearer position. The maximum term of continuous office the Chairperson can serve is 5 years.
- 8.2 The Company Secretary can be a member of the Management Committee, or the Committee can appoint the Chief Executive Officer or other staff member to perform this.
- 8.3 In the absence of the Chair, the Vice-Chair will undertake their duties. Co-optees cannot be elected, or act, as office bearers.
- 8.4 In the period between the AGM and the first meeting of the Management Committee, the incumbent Chair or, failing them, the incumbent Vice-Chair will continue to act in that role temporarily. If neither the Chair nor Vice-Chair remains a member of the Management Committee following the AGM, the elected Committee will meet immediately after the AGM to elect office bearers to ensure that the efficient operation of business is not interrupted. The CEO will conduct the proceedings to elect the Chair and office bearers and will then pass the role to the newly elected Chairperson.
- 8.5 The Management Committee will appoint members of advisory groups or working parties.
- 8.6 Office bearers must liaise effectively with each other and with the CEO and senior staff.
- 8.7 Sub-Committee Chairs are responsible for reporting to the 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. The Chief Executive Officer or other staff member may provide secretarial support for this function.
- 8.8 Where an urgent decision requires to be taken on a matter out with the schedule of meetings, and it is not practicable for a meeting (of either the Committee 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 Officer has delegated authority to consult with the Chair and the Chair of the relevant Sub-Committee, or another committee member to make a decision and implement action. A minimum of one office bearer and a committee member are required to approve the decision. A report will then be made to the next meeting of the Management Committee or appropriate Sub-Committee for homologation.

- 8.9 Where a decision is required that is not urgent but cannot wait until the next management committee meeting then a report will be issued to all Committee Members detailing the reason for a decision being required out with the Committee cycle and asking for committee approval by email within 7 days of the date of the email. A clear majority of the Committee members responding to the request will carry the decision. A minimum response from the Committee will be the quorum required to allow a meeting to proceed. If this is not reached, then section 8.8 will be used. Any decisions reached using the 7-day rule will be reported to the next available Management Committee meeting.
- 8.10 The Committee and Sub-Committees may delegate authority to the Chair or other office bearers acting with the named members of staff to make decisions and act in respect of specific issues on which the Committee have been briefed and set agreed principles and parameters for progressing and deciding upon issues between meetings. Where the committee delegate authority in this manner it will be recorded in the Minute of the meeting and the delegated actions must be reported to the next meeting of the Committee or Sub-Committee.

## 9. Meetings

- 9.1 All meetings may be held in a hybrid format, in person and allowing access via Microsoft Teams or other video conference software or by phone, and at venues which are accessible to all in a way that allows members to hear and comment. Where meetings are held in a hybrid format it is expected that all members and staff will be visible.
- 9.2 A schedule of all meetings of the Committee and Sub-Committees will be agreed upon in December of each year for 12 months. In accordance with the Rules seven days' notice will be given for general management committee meetings and fourteen days' notice for general membership meetings.
- 9.3 In the event of a special meeting of the Committee being called by the Chair or two Committee Members, the Secretary will arrange the meeting 10-14 days after receipt of the request and the only issue will be that notified by the member requesting the meeting.

## 10. Quorum

- 10.1 The quorum for meetings of the Management Committee is four. Co-optees do not form part of the quorum.
- 10.2 The quorum for meetings of Sub-Committees and Policy Working Group is three. Co-optees do not form part of the quorum.
- 10.3 All members of a Hearing/Appeals Panel must be present for a meeting to proceed.
- 10.4 The quorum for working groups/advisory panels will be decided by the Committee.
- 10.5 If a quorum is not reached for a Management Committee or a Sub-Committee meeting within 20 Minutes of the planned start time of the meeting the meeting will be cancelled. Any urgent decisions required in the interest of the organisation and/or our customers will be taken in accordance with Section 8 and reported to the next scheduled meeting.



## 11. Business at Meetings

- 11.1 At least seven days advance notice of meetings will be given. The notice will be in electronic format or paper copies issued by post (on request). Notice of meetings must include an agenda of the business to be transacted and all supporting reports. The template used for the agenda is provided in Appendix Eight and reports in Appendix Nine.
- 11.2 The report's author will consider before completion of the report if there are any clear conflicts of interest for management committee members and note potential conflicts in the introduction and agree with the CEO/Chairperson on how this should be addressed before circulation of the report. The approach taken will be recorded in the Minute of the meeting under Declarations of Interest.
- 11.3 Management Committee members may direct questions to the authors of the reports for clarification between the report being issued and the date of the meeting. Staff will ensure all queries raised are answered and shared with the full Committee at the meeting as part of their briefing on the report in advance of requesting a decision on the report from the Committee.
- 11.4 In exceptional circumstances late reports for meetings may be issued subject to agreement of the Chair if it can be issued to members 48 hours in advance of the meeting set to consider the contents of the report.
- 11.5 Tabled reports or papers for the meeting covering urgent business which has not been notified in advance of the meeting may be considered if a majority of those attending agree. Consideration of tabled reports should only be in circumstances where failure to consider the report would hinder the organisation's ability to deliver for our tenants or progress the interests of the business.
- 11.6 Staff or advisors to the Management Committee may use presentations on the evening of the meeting to support the Management Committee's consideration of an issue or to summarise key points of a written report issued in advance of the meeting.
- 11.7 The Chair, respective Sub-Committee Chairs and the CEO will liaise over the preparation of the agenda for meetings of the Management Committee and Sub-Committees. Agendas will be marked with items for decision, consideration and information, or for approval to reflect the priority of the business decisions required from the Committee. Estimated time will be allocated to each item on the agenda to assist the Chair in managing the meeting.
- 11.8 Members of the Management Committee, Sub-Committees, ad hoc Working Groups, Hearings and Appeals Panels may propose items for inclusion on the agenda for a meeting by contacting the Chair of the relevant Committee or the CEO. The Chair will decide whether the item is to be included or when it will be considered, and the nature of any supporting papers required to assist the Committee in reaching a decision.
- 11.9 Items members want to raise under AOCB must be within the remit of the Committee, notified to the Chair at the start of the meeting, and added with the agreement of those

present. The Chair reserves the right to refuse to add an item under AOCB in favour of adding it as an agenda item to a future meeting.

## 12. Chairing Meetings

- 12.1 A detailed remit for the role of Chairperson is provided in Appendix Six.
- 12.2 Where the Chair is not present at the appointed start of a meeting of the Management Committee, the Vice-Chair will preside over the meeting or, failing them also not being present, the Committee members present will appoint another member, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.
- 12.3 Where the Chair of a Sub-Committee or a working group/advisory panel is not present at the appointed start time, those members present may appoint one of their numbers, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.
- 12.4 The Chair may vary the order of business from that detailed on the agenda.
- 12.5 All contributions from members must be directed via the Chair. Committee Members must remain quiet and maintain order while this is happening.

## 13. Length of Meetings

- 13.1 The expectation is that Committee meetings will not last longer than 2 hours. However, Committee Members at a meeting may approve, by majority, to set aside this time limit and extend the meeting to conclude the business in hand.
- 13.2 Whilst the Rules do not impose time limits on the extension of meetings, the Chair with the consent of the Committee may propose that any substantial business not dealt with within half an hour's extension of the meeting may 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.
- 13.3 A meeting should not extend beyond three hours in total.

## 14. Staff and External Advisors' Attendance at Meetings

- 14.1 The Chief Executive Officer (CEO) will normally attend all meetings of the Committee and Sub-Committees with additional officers in attendance where appropriate. The role of the CEO is to act as an advisory role to the committee.
- 14.2 The CEO, in consultation with the Chair, may invite relevant staff to attend all or part of a Management Committee or Sub-Committee meetings where appropriate to present their reports and answer questions.
- 14.3 Staff attending meetings of the Management Committee or Sub-Committees will not be entitled to vote and must observe the Standing Orders in terms of protocol and etiquette.
- 14.4 Staff may be required to leave a meeting of the Management Committee or Sub-Committee in the event of specific agenda item(s) being deemed to be taken in Private

(a written record of the discussions and any decisions reached in private will be taken and passed to the CEO or Corporate Services Manager if the discussion involves the CEO). Unless the confidential item directly involves the CEO, the CEO will normally remain during such discussions and take a Minute of the meeting.

- 14.5 The CEO will determine appropriate staff attendance and support for any working groups or advisory panels established by the Committee.
- 14.6 The CEO will attend meetings of hearing/appeals/advisory panels and working groups and act as Secretary, unless the matter being dealt with involves them directly in which case the Chair of the meeting will decide and if necessary, engage a secretary to support the meeting.
- 14.7 The Management Committee 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 relevant Chair determines otherwise.
- 14.8 The Management Committee can meet independent advisors without officers present when this would be deemed in the best interest of the organisation and customers for example, meeting with auditors external and internal on completion of annual audits to enable these advisors to discuss freely with Committee areas under their remits. A written Minute of the meeting without officers present will be prepared and where appropriate recorded in the Minute of the next full Management Committee meeting. Where this would not be appropriate, the Minute will be retained by a suitably senior member of staff.

## 15. External Relationships

- 15.1 The Management Committee will engage with the Resident's Panel (RP) to ensure the voices of customer representative bodies are heard by the Management Committee. Minutes of the meetings of each of the Resident's Panel meetings should be issued to the Management Committee for information and scrutiny reports presented by members of the Resident's Panel.
- 15.2 Observers interested in the work of LHA may attend all or part of Management Committee meetings at the discretion of the Chairperson and abide by the Code of Conduct for Management Committee members for the duration of the meeting.

## 16. Minutes

- 16.1 Rules require Minutes of General, Management Committee and Sub-Committee meetings to be kept by the Secretary as supported by the Corporate Services Team. The format of the Minute taking must include a written record of attendance and apologies; identification of any absences due to leave of absence; clear record of key points of discussion and decisions taken; means of reaching the decision (consensus/agreement of the majority/formal secret ballot); if vote called, the outcome of the vote, and record of abstentions: summary of discussions around the item put to a vote; contributions of individual MC members and responses by staff will be recorded using their initials in the Minute.

- 16.2 A draft Minute of Management Committee meetings will be prepared and circulated to the Chair within seven working days of the meeting. They will be presented to the next meeting for approval by the Committee and signature by the Chair.
- 16.3 A draft Minute of Sub-committee meetings will be prepared and circulated to the Chair of the Sub-committee within seven working days of the meeting. 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 not delegated.
- 16.4 Updates on Working Groups and Advisory Panels will be presented to the next meeting of the Management Committee as written reports for noting or approval, as appropriate, in accordance with the agreed remit and level of delegation, and recorded in the meeting Minute.
- 16.5 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 once the process has been concluded.
- 16.6 The Secretary has responsibility for ensuring the preparation and circulation of draft Minutes for all meetings of the Committee, Sub-Committees and Working Groups/Advisory Panels. In practice, this is delegated to the Corporate Services Team. Draft Minutes are then agreed with the Chair of the meeting before being distributed to members as part of the information pack for the next meeting. The Minute will then be approved by being proposed and seconded by someone, other than the Chair who was present at the meeting.
- 16.7 The Corporate Services Team will be responsible for ensuring approved Management Committee Minutes are accurately checked for confidential or business sensitive information and redaction of the same before placing the Minutes on the Association's website.

## 17. Decisions/Voting

- 17.1 Decisions at Management Committee meetings will normally be made by a show of hands, except where a poll is requested or required, and will be carried by a majority. Votes cannot be taken on resolutions that conflict with any of the provisions of our Rules or the law.
- 17.2 Where the members present are equally divided, the Chair of the Management Committee will have a second or casting vote.
- 17.3 A member may request that their dissent from a decision be recorded in the Minutes of the meeting. Any member making such a request must not actively disassociate themselves from or criticise the decision in public.
- 17.4 Two members of the Committee may request that a secret ballot be held about a specific issue. The Secretary will make the necessary arrangements for the secret ballot and will count the results before passing them to the Chair to be declared.
- 17.5 A vote to suspend Standing Orders must be supported by two-thirds of those present and will apply only to the meeting at which the vote is taken.

## 18. Openness and Confidentiality

- 18.1 Once they have been approved, Minutes of the meetings of the Committee will be available to the public on our website or on request from our office, within 7 working days of approval by the Committee, and be available for two years on the website.
- 18.2 Some items may require to be treated as confidential, e.g. those relating to individuals or groups of individuals, commercially sensitive discussions, or where an exemption under the Freedom of Information (Scotland) Act 2002 applies, and these may be considered in private. Any items in the Minute that are considered confidential, sensitive, commercial, or exempt will be redacted from the publicly available Minute.

## 19. Emergencies

- 19.1 Nothing in these Standing Orders will prevent the effective implementation of approved emergency procedures that will apply in the event of a disaster or emergency arising.
- 19.2 Where urgent or emergency decisions are required, and it is not practicable to hold a meeting of the Committee or Office Bearers, the Chair (or in their absence, the Vice-Chair) and Chief Executive Officer (or in their absence, most 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 CEO and Committee at the earliest opportunity.

## 20. Delegated Authority

- 20.1 The Management Committee is responsible for all decisions taken and actions carried out by or on behalf of the organisation. The Committee recognises that good governance depends on a clear definition and understanding of the authorities which attach to the Committee and staff members. It also recognises that the successful implementation of strategies and plans requires the establishment of effective and appropriate levels of delegation to ensure that activities and decisions are not unnecessarily delayed.
- 20.2 The Scheme of Delegated Authority has been approved by the Committee and is set out in Appendix One for that purpose.
- 20.3 All matters not specified in the Scheme of Delegated Authority are reserved to the Committee, unless the matter is urgent, in which case, the Chair and the CEO are authorised to take decisions and implement action, provided a report is made to the next meeting of the Committee for homologation. It will be for the Chair to decide whether a special meeting of the Committee should be called for that purpose, in accordance with the Rules.
- 20.4 Delegated authority to staff relates to operational matters and carrying out committee decisions. The CEO is responsible to the Management Committee for the implementation of policy and the day-to-day running of all aspects of the organisation's activities. The Committee, therefore, delegates authority to the CEO to enable the discharge of responsibilities expeditiously, without necessarily referring to the Committee. Appendix One has a comprehensive list of where authority sits within LHA and how it is delegated to the Committee, Sub-Committees, and staff.

## 21. Annual General Meeting

21.1 A detailed procedure for calling and holding an Annual General Meeting is provided in Appendix 10.

## 22. Special General Meetings

22.1 All general meetings other than the annual general meetings are known as special general meetings. The Secretary will call a Special General Meeting if:

- the Committee requests one, or,
- 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.

22.2 The only business discussed at the meeting will be the issues raised in writing to the Secretary by the members requesting the meeting. The Secretary will 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.

## 23. Version Control

Version Number	Name	Author	Notes
2.0	Revised SOs	CEO	Sense checked by TC Young

## Appendix 1 Scheme of Delegated Authority

1. Governance & Purpose		
Level 1 Management Committee	Level 2 Sub-Committees	Level 3 Staff
<p>1. Approval of applications for shareholding members (co-optees cannot vote on this).</p> <p>2. Appointment of LHA Chair and Office Bearers (co-optees cannot vote on this).</p> <p>3. Establishment and dissolution of Sub-Committees, working parties, and advisory panels. Approval of thereof their membership, terms of reference, and delegated powers.</p> <p>4. Approval of LHA's Rules, Scheme of Delegated Authority, Standing Orders and Financial Regulations implementation and variation of the same.</p> <p>5. Approval of LHA's Codes of Conduct for Management Committee Members and employees, and all related governance policies. Enforcement of code of conduct concerning Committee members or the Chairperson</p> <p>6. Implementation of processes to investigate alleged breaches of the Code of Conduct by a Committee Member</p> <p>7. Appointment of Co-optees and filling of casual vacancies on the committee.</p>	<p>1. Appointment of Sub-Committee Chair where permissive power is not exercised by the Management Committee.</p> <p>2. Approval of Minutes of Sub-Committee meetings</p> <p>3. The Chair of Sub-Committees report to the full Management Committee on recommendations from the Sub-Committee which require the Management Committee's decision</p>	<p>1. The CEO is responsible for providing advice and support to the Committee by producing reports, discussion documents, presentations strategies etc: ensuring the provision of appropriate/relevant professional independent advice to ensure governance is compliant.</p> <p>2. Maintaining the register of members and all other governance registers and reporting annually to the Management Committee on completion</p> <p>3. Performance of those functions of the Secretary that have been delegated to staff</p> <p>4. Submission of Returns to the Scottish Housing Regulator, GCC, and Scottish Government - CSM</p> <p>5. Submission of Returns to OSCR - CSM</p> <p>6. Submission of Returns to the FCA - CEO/FMD</p> <p>7. Preparation and issue of notice, agenda, papers, and Minutes for meetings of the Management Committee, Sub-Committees, Working Groups - CEO/CSM in consultation with respective chairs</p>



1. Governance & Purpose (Cont.)		
Level 1 Management Committee	Level 2 Sub-Committee	Level 3 Staff
<p>8. Approval of payments or benefits where required by LHA's policies</p> <p>9. Timely submission of all required LHA's regulatory compliance reports</p> <p>10. Approval of authorised signatories</p> <p>11. Approval of draft Minutes of Management Committee meetings</p> <p>12. Approval and Monitoring of all Register of interest etc required by Regulators</p> <p>13. Approval of contractors and consultants on approved lists where one exists</p> <p>14. Setting organisational culture, mission, vision and values, strategy, objectives through approval of the Annual Business Plan (BP). The BP is central to LHA's organisational and strategic decisions.</p> <p>15. Approval of disposal of land or property and taking or granting of leases covered by Regulatory general or specific provisions of SHR Notifiable Events Guidance</p>		<p>8. Ensuring all MC meetings are appropriately constituted, conducted, and recorded concerning constitutional requirements.</p> <p>9. Enforcement of the staff Code of Conduct unless the breach relates to the CEO then issue referred to the Chair.</p> <p>10. Preparation and issue of notices, agenda, papers, Minutes of Hearing/Appeal/Advisory Panels - CEO (unless they are subject of the hearing or appeal) in consultation with the respective Chairs</p> <p>11. Preparation and issue of notice, agenda, papers, elections carried out for MC as required, Minutes for AGM- Secretary/CSM in consultation with the Chair and CEO</p> <p>12. Evidencing organisational culture and values through service delivery and policy development.</p> <p>13. Submission of Notifiable Events (NE) relating to disposals, governance, financial and other relevant in accordance with the NE Policy.</p> <p>14. Making/approving statements to the press or other public statements - Chair acting with the CEO or relevant Dept Directors in the CEO's absence</p>



1. Governance & Purpose (Cont.)		
Level 1 Management Committee	Level 2 Sub-Committee	Level 3 Staff
<p>16. Ensure effectiveness of governance arrangements by compliance with legislation governing the form of legal entity LHA is and requirements regarding length of tenure and appraisal of Committee and Chairperson.</p> <p>17. Review performance towards achieving Objectives and Key Performance Indicators detailed in the Business Plan.</p> <p>18. Leadership of MC recruitment and succession planning, appraisal, and management of conflicts of interest for committee members</p>		<p>15. Annual timetable for the production of the Business Plan, departmental operational plans, and proposed Key Performance Indicators (KPI's) relevant to all areas of the business</p>

2. Strategy, Policy, Compliance & Performance		
Level 1 Management Committee	Level 2 Sub-Committees	Level 3 Staff
<p>1. Approval and review of overall strategies, plans, and policies that fall within the strategic role of the Management Committee, unless delegated to Sub-Committees</p> <p>2. Set out a clear purpose and focus for LHA by annually reviewing and approving the Business Plan which outlines the organisation's aims, values, short, long and medium-term strategic plans, supporting financial projections, Key Business Objectives, and Key Performance Indicators to measure outcomes for our customers and other stakeholders</p> <p>3. Set culture for LHA defining how our values will be exhibited in communications, reflected in our policies and interactions between Committee, staff, customers and key stakeholders</p> <p>4. Ensuring legal compliance in tenancy issues, allocations and letting, homelessness, health and safety, employment, equalities, environmental, Freedom of Information, charities, whistleblowing, procurement, and contractual terms.</p> <p>5. Monitoring customer satisfaction with services and investment and complaints at an aggregate level</p>	<p>1. Monitoring service/organisational performance for matters within each Sub-Committee remit</p> <p>2. Review of compliance issues within each Sub-Committee remit</p> <p>3. Policy reviews and consideration of new policies required will be carried out by the Policy Working Group (PWG) except for Human Resources Policy which will sit with the Staffing Sub-Committee (SSC).</p>	<p>1. Supporting Management Committee engagement in the annual Business Planning process.</p> <p>2. Implementation of LHA's Business Plan and other strategies approved by the Management Committee and reporting regularly on outcomes and plans to address any adverse variances</p> <p>3. Exercising operational control over service delivery, direction, and performance to achieve the purpose of LHA as outlined in the Business Plan.</p> <p>4. Providing advice and support through the production of reports, discussion documents, presentations, and draft strategies for Management Committee consideration and decision</p> <p>5. Advising Committee on all legal obligations and identifying where the Management Committee may need to take external professional or independent advice</p> <p>6. Provide regular reports to the Management Committee and Sub-Committees in relation to all aspects of LHA's performance outcomes for customers and other stakeholders</p>

2. Strategy, Policy, Compliance & Performance (Cont.)		
Level 1 Management Committee	Level 2 Sub-Committee	Level 3 Staff
<p>6. Approval to start legal proceedings (except for actions relating to tenancy breaches which are delegated to management).</p> <p>7. Deciding LHA's response to regulatory reports including the Annual Engagement Plan with support from the CEO</p> <p>8. Deciding LHA's response to regulatory reports including the Annual Engagement Plan with support from the CEO</p> <p>9. Approval of annual Strategy and Development Funding Plan (SDFP) before submission to GCC</p> <p>10. Quarterly Reviews of the implementation and achievement of Key Business Objectives (KBO's) and Key Performance Indicators (KPI) detailed in the Business Plan</p> <p>11. Oversight of remedial action recommended by management in any areas where LHA fails to meet KBO's and KPI's.</p> <p>12. Oversight of tenant satisfaction surveys</p>		<p>7. Ensuring implementation of all necessary procedures (internal and external) to achieve compliance with the law</p> <p>8. Presenting Operational Plans to evidence delivery of the Business Plan, to ensure a clear focus on KBO's, KPI's, and securing customer satisfaction.</p> <p>9. Preparation of Strategy and Development Funding Plan for Management Committee decision</p> <p>10. Commissioning or conducting tenant satisfaction surveys, reporting on them and acting on outcomes and views</p>

3. Financial Management		
Level 1 Management Committee	Level 2 Audit & Assurance Sub-Committee	Level 3 Staff
<p>1. Review of cashflows, 30-year financial projections/forecasts to ensure underlying financial assumptions are reasonable, have been stresses tested against scenarios to demonstrate LHA's financial viability</p> <p>2. Approval of annual budget and Annual Rent Review</p> <p>3. Approval of all borrowing terms for loans, overdrafts or granting of security over housing stock</p> <p>4. Approval of loan portfolio returns to the SHR</p> <p>5. Commitment of expenditure in line with the Business Plan, Rules, and Financial Regulations</p> <p>6. Monitoring compliance with loan covenants</p> <p>7. Approval of quarterly management accounts, review of expenditure against budget, and approval of budget variances above £10,000</p> <p>8. Approval of Financial Regulations</p> <p>9. Approval to dispose of any property assets</p>	<p>1. Consideration and oversight of drawdown of loan funding to ensure value for money for LHA.</p> <p>2. Oversight of the annual external audit process</p> <p>3. Consideration and recommendation to the Management Committee of Treasury investments</p> <p>4. Consideration of budgeted expenditure, for all matters within the subcommittee remit</p> <p>5. Approval of office/business insurance when the policy is retendered</p> <p>6. Agreeing and overseeing the implementation of changes to accounting policies and practices as advised by our finance agent/treasury management advisor</p> <p>7. Approve the rolling programme of Internal Audit and consider the independent reports on internal control systems</p>	<p>1. All financial transactions shall take account of approved delegated authorities detailed in the financial regulations.</p> <p>2. Commitment/authorisation of budgeted expenditure and for managing budgets allocated to individual managers' areas of responsibility within the terms of the financial regulations</p> <p>3. Electronic transfer of funds and signature of cheques per the financial regulations</p> <p>4. Maintenance and control of LHA's bank accounts (including payments and moving money by electronic means)</p> <p>5. Responsibility for security and control of all assets, cash and materials relating to each manager's section</p> <p>6. Treasury management transactions and executive decisions relating to investments and cash management, under the financial regulations</p> <p>7. Payroll administration, control of petty cash, and payment to LHA's employees and committee members</p>

3. Financial Management (Cont.)		
Level 1 Management Committee	Level 2 Audit & Assurance Sub-Committee	Level 3 Staff
<p>10. Approval of Annual Accounts on the recommendation of Audit &amp; Assurance Sub-Committee (AASC)</p> <p>11. Approving borrowing and investment strategies and principles after detailed consideration by the AASC</p> <p>12. Approval to open or close bank accounts</p> <p>13. Approval to write off bad debts above £100 in value</p> <p>14. Approval of thresholds for CEO delegations for movement of budget heads up to £10,000.00</p> <p>15. Approving applications for company credit cards</p> <p>16. Arrange external audit within 4 months of the end of each financial year</p> <p>17. Receive finalised audited report and statement at least 1 week before the Annual General Meeting.</p> <p>18. Approving Treasury Management Policy</p> <p>19. Approving Investment Institutions</p>	<p>8. Receive and review quarterly risk management reports and make recommendations to the management committee on the risk appetite of LHA</p>	<p>8. Administration of taxation payments, including those relating to VAT, PAYE, and national insurance</p> <p>9. Recommendation to AASC and MC on Treasury Management investments and to committee on terms of loan funding</p> <p>10. Ensure annual audit is carried out in time for the AGM (FMD)</p> <p>11. Agreeing and implementing remedial action identified during the annual audit - FMD &amp; CEO</p> <p>12. Monitor compliance with the Property Factors (Scotland) Act 2011 and associated Code of Conduct.</p> <p>13. Advise the Management Committee on the annual management fee to be charged to owners and the increase required to reflect costs of service delivery</p> <p>14. Monitor the costs and quality of service delivered to factored owners</p> <p>15. Maintaining LHA's registration a property factor and endure compliance with legal obligations</p>

3. Financial Management (Cont.)		
Level 1 Management Committee	Level 2 Audit & Assurance Sub-Committee	Level 3 Staff
<p>20. Periodic budget oversight and monitoring</p> <p>21. Approval of budget variances over £10,000</p> <p>22. Recommend appointment of external auditor to AGM</p> <p>23. Approval of CEO expenses (Chair)</p> <p>24. Ensuring borrowings and investments comply with statutory and regulatory requirements and rules - with advice and assistance from CEO/FMD</p> <p>25. Approving new loan funding for investment in existing stock or new build</p>		<p>16. Approval of actions and enforcement in relation to factoring debt</p> <p>17. Income collection from rents and rent arrears management up to the decision to enforce a decree for eviction</p> <p>18. Identifying and report actual costs of services out with rents or any costs not passed to tenants or owners when reviewing existing or implementing new service levels</p>

4. Staff Management		
Level 1 Management Committee	Level 2 Staffing Sub-Committee	Level 3 Staff
<ul style="list-style-type: none"> <li>1. Approval of annual budget for all staffing and organisational management costs</li> <li>2. Approval of any major restructuring of staffing or organisational resources</li> <li>3. Recruitment and appointment of LHA's CEO and Senior Leadership Team</li> <li>4. Creation and continuation of temporary posts exceeding 12 months</li> <li>5. Annual performance appraisal of CEO (Chairperson and other office bearers)</li> <li>6. Approval of staff pay levels by grade using EVH guidelines taking independent advice on all requirements or requests to review existing staff grades and grades for new posts</li> <li>7. Approval of pension arrangements</li> <li>8. Approval of ICT Strategy which includes recommendations on major purchases of hardware and software</li> <li>9. Pursuing or defending employment-related litigation (e.g. Employment Tribunal)</li> <li>10. Appoint Members of the Management Committee to the Staffing Sub-Committee</li> </ul>	<ul style="list-style-type: none"> <li>1. Considerations and make recommendations to the Management Committee of LHA workforce support, appraisal and requirements in line with EVH standards and good practice</li> <li>2. Scrutiny and approval of LHA's HR policies ensure that as a minimum standard, the Terms and Conditions offered by EVH are reflected in all HR policies</li> <li>3. Consideration of staff regrading requests with professional HR support to test any proposal to increase or decrease a grade using EVH grading guidance. Make recommendations to the Management Committee on the outcome of any assessments.</li> <li>4. Formation of ad hoc panel if required, to conduct grievance or disciplinary or appeal hearings where committee involvement is required.</li> <li>5. Monitoring LHA's policy on health and safety at work ensuring systems are in place to fulfil LHA's obligations and consider periodic independent audits of the same by ACS</li> </ul>	<ul style="list-style-type: none"> <li>1. Advising Committee on resource requirements to deliver the Business Plan</li> <li>2. Ensuring the necessary staff complement with required knowledge, skills, and expertise</li> <li>3. Recruitment for all posts up to and including Grade 8, filling of temporary posts for up to 12 months, and securing agency cover where needed within the established staffing budget.</li> <li>4. Monitoring and overseeing effective staff performance including Staff Performance and Development Appraisals</li> <li>5. Issuing employment contracts and payroll administration</li> <li>6. Managing and supporting staff including staff training and development</li> <li>7. Approval of overtime within budget allowance</li> <li>8. Implementing grievance/disciplinary process as required</li> <li>9. Management of the LHA office and other facilities</li> <li>10. Ensuring compliance with pensions legislation for all staff and pension administration - FO/FMD</li> </ul>

4. Staff Management (Cont.)		
Level 1 Management Committee	Level 2 Staffing Sub-Committee	Level 3 Staff
<p>11. Any employment matters which require Management Committee approval under the LHA Entitlements, Payments and Benefits Policy.</p> <p>12. Approval of organisational structure permanent additional posts or deletions of existing posts to the workforce of LHA</p> <p>13. Management of CEO - Chairperson</p> <p>14. Grievance and disciplinary issues of the CEO - Chair and Office bearers</p> <p>15. Oversee the LHA framework for business continuity and disaster recovery</p> <p>16. Oversee LHA's Health and Safety Policy produced by ACS for EVH members with advice from SSC and CE</p> <p>17. As full members of EVH accepting changes negotiated with the Union to Terms and Conditions as basic minimum and any decisions to enhance the same on the recommendation of the SSC.</p>	<p>6. Operational involvement in selection interviews for posts Grade 9 and above</p> <p>7. Monitor delivery of major ICT changes if directed to do so by the Management Committee.</p> <p>8. Consideration and recommendation to the Management Committee of significant changes to the Terms and Conditions of employment which are discretionary for full members of EVH to establish LHA as an employer of choice.</p> <p>9. Oversight of the implementation of key employment policies</p>	<p>11. All operational HR issues falling within the conditions of service and established policies</p> <p>12. Line management of second-tier senior staff- and Corporate Services Team portfolio - CEO</p> <p>13. Line Management of the Property Services Team and responsibility for that department work portfolio - Director of Property Services</p> <p>14. Line Management of Housing Management &amp; Community Empowerment Team and responsibility for that department work portfolio - Director of Housing &amp; Community Empowerment</p> <p>15. Implementing Grievance &amp; Disciplinary Procedures designated line manager</p>



5. Audit & Assurance		
Level 1 Management Committee	Level 2 Audit & Assurance Sub-Committee	Level 3 Staff
<ol style="list-style-type: none"> <li>1. Appointment of Audit &amp; Assurance Sub-Committee Members</li> <li>2. Appointment of Internal and External Auditors (re-appointment and removal)</li> <li>3. Approval of annual financial statements</li> <li>4. Approval of LHA's overall risk management strategy, assessment of risk appetite, and risk registers at least annually</li> <li>5. Decision-making on matters raised by the Audit Committee or LHA's auditors that involve material risk to LHA's financial position, reputation, or ability to meet its statutory or contractual obligations.</li> <li>6. Make budgetary provisions to support the Audit &amp; Assurance Sub-Committee's work.</li> <li>7. Consider external auditors annual management letter/ letter of representation</li> <li>8. Meet annually without staff present after the external audit is complete to receive a report from the external auditor</li> <li>9. Receive recommendations from the AASC to sign off the Annual Assurance Statement for submission to the SHR</li> </ol>	<ol style="list-style-type: none"> <li>1. Advise the Management Committee on the appointment and remuneration of internal and external auditors (including any circumstances involving the resignation or termination of the auditor's appointment)</li> <li>2. Issue of external auditors' letter of engagement and approval of proposed programme/plan for the annual audit</li> <li>3. Approval of internal auditor's programme of internal audits</li> <li>4. Review audit recommendations and the external auditor's Management Letter, and advise the Management Committee on agreed recommendations and actions required</li> <li>5. Monitor the effectiveness of the external and internal audit services</li> <li>6. Review the annual financial statements and obtain assurance on the statement of internal controls, before submission to the Management Committee for approval</li> </ol>	<ol style="list-style-type: none"> <li>1. Identify risks in all reports of material importance to the Management Committee and Sub-Committees and provide assurance on how the risks will be mitigated.</li> <li>2. Implement LHA's Risk Management policy, and update Strategic and Operational Risk Maps quarterly for consideration by the AASC.</li> <li>3. Conduct all routine liaison with the external and internal auditor to allow them to fulfil their assurance roles</li> <li>4. Provide a management response to the external and internal auditor's recommendation with submission of the reports to the Management Committee and AASC</li> <li>5. Ensure AASC is kept up to date with the progress of the annual financial statement in time for the AGM.</li> <li>6. Advise the Committee on insurance levels required to cover LHA's assets from risk</li> <li>7. Maintain up-to-date stock conditions information to mitigate risks of a decrease in the value of physical assets.</li> </ol>

5. Audit & Assurance (Cont.)		
Level 1 Management Committee	Level 2 Audit & Assurance Sub-Committee	Level 3 Staff
	<p>7. Agree any remedial action required by the internal auditor and consider an annual report to close all agreed actions off as complete.</p> <p>8. Consider and review quarterly management accounts</p> <p>9. Review LHA's risk management registers quarterly instruct reviews to of any strategic or operational risks to obtain assurances about control measures to mitigate the risks</p> <p>10. Review key risks and make recommendations to the Committee on any changes to risk maps requiring a review of LHA's risk appetite</p> <p>11. Consider and review updates to the Assurance Continuous Review Improvement Plan (ASCRIP) as the key tool for demonstrating the foundation of LHA's Annual Assurance Statement</p>	

6. Housing & Community Empowerment		
Level 1 Management Committee	Level 2 Sub-Committee	Level 3 Staff
<p>1. Approval of LHA's policies, strategies, and budgets for housing management and community empowerment (wider role, tenant participation and consultation) services.</p> <p>2. Consideration and approval of rent setting and rent charge policy to ensure LHA is financially sustainable</p> <p>3. Review and approval of Annual Return on the Charter (ARC) reports in relation to HMCE work portfolio</p> <p>4. Monitor quarterly performance reports based on Business Plan Key Objectives and Key Performance Indicators for HMCE work portfolio.</p> <p>5. Approval of payments and benefits as required by LHA policy in relation to allocations or any discretionary payments</p> <p>6. Considering and approving requests to enforce decrees for eviction.</p> <p>7. Considering and approving requests at least annually to write off rent arrears, rechargeable repairs, and factoring debts within the terms of the financial regulations and approved procedural parameters.</p>		<p>1. Delivery of services to tenants and other customers in accordance with all requirements and expectations</p> <p>2. Supporting and acting on customer feedback, reporting to the Committee</p> <p>3. Drafting LHA's policies, strategies, and budgets for housing management and community empowerment services for consideration by the management committee.</p> <p>4. Managing Performance, drafting key performance indicators (KPIs) and key business objectives (KBO's) to deliver strategies set out by the Committee in the business plan</p> <p>5. Reporting performance to the committee on KPI's and KPO's and making recommendations on how to improve performance when it falls below target or service levels set by LHA for the HMCE work portfolio.</p> <p>6. Allocation of empty homes in line with Allocations policy and developing an annual local lettings plan which considers GCC requirements for section 5 referrals for approval by the Committee</p>

6. Housing & Community Empowerment (Cont.)		
Level 1 Management Committee	Level 2 Sub-Committee	Level 3 Staff
<p>8. Approving temporary disposals by way of lease agreements when required in line with SHR guidance on notifiable events.</p> <p>9. Approving the terms and specifications for customer satisfaction surveys to at least the minimum requirements of the ARC.</p> <p>10. Approval of annual rent review after consulting tenants</p> <p>11. Receive an annual report on the work of the Residents Panel and review their service scrutiny report recommendations</p> <p>12. Consider an annual report on the award of one-off payments as redressor discretionary disturbance for service failures made by management</p> <p>13. Acceptance of grant offers for the HMCE work portfolio and quarterly review of performance on grant funding applications and grants secured.</p>		<p>7. Assessment and resolution of tenant complaints and appeals in relation to HMCE work portfolio</p> <p>8. Assessing applications for housing in line with LHA Allocation policy</p> <p>9. Working with GCC to deliver accommodation to section 5 referrals</p> <p>10. Granting of tenancy agreements, and leases to third parties for social housing stock and lease agreements for LHA's commercial properties.</p> <p>11. Offering information and advice to tenants on all tenancy matters to build positive relationships</p> <p>12. Making and managing grant applications for wider role services</p> <p>13. Manage management agreements for LHA property e.g. CIC Group Unit</p> <p>14. Collection of rents, rent arrears and other charges to maximise income</p> <p>15. Initiate and manage legal actions for recovery of debts/tenancies up to the stage of enforcing the decree for eviction</p> <p>16. Implement the Tenant Involvement and wider role strategy/plans</p>

6. Housing & Community Empowerment (Cont.)		
Level 1 Management Committee	Level 2 Sub-Committee	Level 3 Staff
		<p>17. Manage neighbour disputes and anti-social behaviour</p> <p>18. Delivery of estate management /inspections in partnership with PST and other relevant statutory or voluntary stakeholders.</p> <p>19. One-off payment of up to £500 as redress for service failures - DHCE/DPS. CEO above £500 to a maximum of £1000.</p>

## Appendix 2 Remit of The Management Committee

The membership arrangements for the Management Committee are defined in the Rules.

### 1. Responsibilities and Principles

In addition to its formal responsibility to the Shareholders, the Management Committee will be responsible to the tenants, the local communities it serves, the Scottish Housing Regulator (SHR) and other key stakeholders for the good governance of the Association.

The Management Committee provides strategic leadership of LHA and as such, will confine itself to consideration of strategy, policy, overriding performance issues, major new developments, overall responsibility for the finances of the Association, ensuring statutory and regulatory compliance, effective supervision of the Chief Executive Officer (CEO), (and through the CEO, the staff) and the work of its Sub-Committees and any other structure it creates to support its business.

Achievement and delivery of the Association's strategies, objectives, policies and plans and management of day-to-day operations will fall to the CEO, Department Directors, Department Managers, staff team and any agents engaged to support them.

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

The functions of the Management Committee are:	How will the Management Committee discharge its functions?
1. Define and ensure compliance with the values and objectives of the Association and ensure these are set out in every Business Plan and Annual Report on the Charter.	1. Annual Review of the Business Plan and supporting Annual Business Plan Delivery Plan. Bi-annual review of team's operational delivery plans and quarterly review of performance.
2. Establish policies, plans, and strategies to achieve those objectives.	2. By receiving and considering proposals on strategic options, strategies, plans and policies from staff
3. Approve each year's financial statements and audited accounts before publication and approve each year's budget including setting rent and service charges.	3. By reviewing the budget for the coming year, consulting with tenants on the rent increase, and reviewing and approving the accounts as recommended by the Audit & Assurance Sub-Committee.
4. Establish and oversee a framework of delegation and systems of control.	4. By creating Standing Orders, deciding the role and remit, composition, and terms of reference of the Management Committee, Sub-Committees, and staff structure of the Association.

<b>The functions of the Management Committee are:</b>	<b>How will the Management Committee discharge its functions?</b>
5. Agree policies and make decisions on all matters that create significant financial or other risk to the Association, or which affect material issues of principle.	5. By developing a risk management policy and risk register that is overseen by the Audit & Assurance 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. By ensuring an up-to-date Policy suite for the Association
6. Monitor the Association's performance in relation to these plans, budget, controls, key performance indicators, customer satisfaction, and implementation of decisions.	6. By receiving Minutes of each Management Committee meeting, Audit & Assurance Sub-Committee, Staffing Sub-Committee, and management accounts. The Committee Chairs/CEO /Director of Property Services/ Director of Housing and Community Empowerment /Finance Agent to inform the Committee of significant issues.
7. Appoint and manage the Chief Executive Officer (CEO) and deal with all employment and performance issues relating to this key role	7. The Management Committee appoint, and the Chairperson acts as line manager to post holder ensuring HR good practice applied to other staff also applies to the CEO.
8. Satisfy itself that the Association's affairs are conducted in accordance with accepted standards of openness, accountability, performance culture, customer focus and propriety.	8. By considering the SHR's Regulatory Standards of Governance and Financial Management and compliance with the same in each paper that is presented to it for consideration.
9. Take appropriate specialist advice.	9. The Chair, Management Committee and Sub-Committees as supported by the Executive Team may initiate external advice as required subject to approval by the Committee if there are significant impacts on the budget.
10. Contribute constructively to Committee business following the code of conduct to maintain effective working relationships with senior staff.	10. By providing effective scrutiny of proposals and reports with an awareness of LHA's aims and objectives by discussing and focusing on issues for decision.

### **3. Specific Tasks**

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

- a) Business Plan, Delivery Plan, investment programme, Asset Management Strategy, financial and operational performance.
- b) Borrowing and treasury management strategies.
- c) Reviewing the Performance/ Appraisal of the Chief Executive Officer.
- d) Compliance and Assurance – Ensuring LHA complies with the requirements of the Scottish Housing Regulator (SHR) standards, other relevant statutory bodies, its Rules, all legislation related to the form of organisation LHA is, and all legislation relating to its objectives and services. Paid staff have a key role in supporting and advising office bearers and the Committee fulfils all these duties.
- e) Encourage participation by tenants in the work of the Association. Ensure that decision-making is open and accountable to tenants, other service users/stakeholders and the wider community.
- f) To receive reports from the Internal and External Auditors, on at least an annual basis, or as otherwise required by the Committee from time to time, on the effectiveness of the system of internal controls.
- g) New housing developments and business, approach to acquisitions of existing housing stock/community initiatives/ tenancy support issues.
- h) Reviewing the Management Committee's effectiveness.
- i) Risk Monitoring and acting on the Risk Register.
- j) Staffing establishment increases outside the budget, which are not self-financing through grant funding.
- k) Sales or other disposals of land and property.

**4. Officers Reporting to Management Committee** - Chief Executive Officer and such other Officers as appropriate.

**5. Officer Servicing Management Committee & CEO** - The designated officer from the Corporate Services Team.

**6. Agendas, Minutes and Reports**



Agendas, Reports and Minutes of Meetings of the Management Committee/Sub-Committees will be circulated to all Members not later than seven days before the meeting. Only in exceptional circumstances, late reports for meetings may be issued subject to the agreement of the Chair if they can be issued to members 48 hours in advance of the meeting set to consider the contents of the report.

#### **7. Observers**

Members of staff and other interested parties may be permitted to attend and observe meetings of the Management Committee except for confidential business at the sole discretion of the Chair.

#### **8. Performance Monitoring**

To monitor the Association's performance against the standards and outcomes contained within the Scottish Social Housing Charter and to review and approve the Annual Return on the Charter (ARC). To monitor performance against the Key Business Objectives (KBO's) and the Key Performance Indicators (KPI's) outlined within the Association's Business Plan.

## Appendix 3 Terms of Reference Audit & Assurance Sub-Committee

<b><i>Audit and Assurance Sub-Committee</i></b>
<ul style="list-style-type: none"><li>• Ensuring that LHA has effective systems for management, control, assurance, risk management, and monitoring the effectiveness of these systems.</li><li>• Monitoring the implementation of approved recommendations contained in internal audit reports, external audit reports and management letters.</li><li>• Initiating reports and investigations into any aspect of LHA's activities, as required.</li><li>• Ensuring that matters within its remit are conducted in accordance with the law, regulatory requirements, and other good practice guidance.</li></ul> <p>In support of this remit, LHA's Scheme of Delegated Authority (contained elsewhere in the Standing Orders) sets out in detail the specific matters for which the MC has delegated authority to the Audit and Assurance Committee, and those matters that have been further delegated to management. The role of this Sub-Committee is to further advise the Management Committee on risk management policies and processes, including the Association's systems of internal control and on the appointment and remuneration of the external auditor.</p>
<b>Matters reserved for the Management Committee which the Audit &amp; Assurance Sub-Committee advises on:</b>
<p>The Audit and Assurance Sub-Committee will have an Annual Work Programme setting out the key areas it intends to review during the year. The plan will be reviewed at each meeting and will relate to the Housing Association. The broad areas it will focus its activities upon are the control environment; external audit; internal Audit and Assurance.</p> <p>More specifically:</p> <ol style="list-style-type: none"><li>1. Overseeing the process for <b>selecting the external auditor</b> and making appropriate recommendations through the Management Committee to the members/shareholders to consider at the AGM.</li><li>2. Overseeing the process for <b>selecting the internal audit service</b> provider and recommending them for appointment by the Management Committee.</li><li>3. Recommending the external and internal audit <b>fees</b> for Management Committee approval.</li><li>4. Reviewing the Association's statement on <b>internal control</b> systems prior to endorsement by the Management Committee and reviewing the policies and process for identifying and assessing business risks and the management of those risks by the Association.</li><li>5. Review of the <b>Assurance Statement – Continuous Review and Improvement Plan (AS-CRIP)</b> prior to it being presented to the Management Committee for approval and submission.</li></ol>

6. **Reviewing, and challenging where necessary, the actions and judgements of management**, in relation to the interim and annual financial statements before recommendation of approval by the Management Committee, paying particular attention to:
  - critical accounting policies and practices, and any changes in them.
  - the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed.
  - the clarity of disclosures.
  - significant adjustments resulting from the audit.
  - the going concern assumption.
  - compliance with accounting standards.
  - compliance with regulatory and other legal requirements.
7. Ensure effective coordination between internal and external audits.
8. Actively identifying and managing strategic risks and ensuring risk consideration and management are embedded in the organisation.
9. Regularly reviewing its terms of reference and its effectiveness and recommending any necessary changes to the Management Committee.
10. Review of management accounts bringing to the attention of Management Committee any major areas of concern.
11. Review the annual budget and rent and other service charge settings and make recommendations to the Management Committee along with any areas of concern.
12. Commitment to resources not previously approved within existing budgets.

**Matters Specifically Delegated to the Audit & Assurance Sub-Committee by the Management Committee**

**Management and Control Systems**

- To advise the Management Committee on the effectiveness of LHA's management and control systems for ensuring propriety, regularity, competence, value for money, and accountability.
- To provide assurance to the Management Committee through the internal and external validation of the key information underpinning reports of strategic, statutory, or material financial consequence provided to the Management Committee.

- To review the statement of internal controls prepared for the Management Committee as part of LHA's annual accounts, and to obtain assurance regarding the accuracy and adequacy of the information provided.
- To advise the Management Committee on the resourcing, training and support required to ensure that the Audit and Assurance Sub-Committee and other Sub-Committees can discharge their duties competently.

#### **Internal and External Audit**

- To advise the Management Committee on the scope, independence, appointment, remuneration and effectiveness of the Group's external auditors, and the scope of their work.
- To approve the external auditor's Letter of Engagement.
- To communicate with the external auditors on audit approach and scope, reporting, timetables, and findings.
- To review the Statutory Accounts and meet with the external auditor.
- To receive the external audit management letter, and to report on it to the Management Committee.
- To advise the Management Committee on the scope, independence, appointment, remuneration and effectiveness (or required resourcing) of the internal audit service.
- To review the long-term plan for internal audit and assurance, and to approve the annual audit plan.
- To review all audit recommendations (external and internal) and monitor the implementation of agreed recommendations relating to internal audit reports, external audit reports, and management letters
- To monitor the effectiveness of the external and internal audit services.

#### **Internal Audit: Key Areas for external scrutiny and independent validation**

- Obtain assurance about the data on which LHA's financial reporting and controls are based:
- Budget and Business Plan assumptions and supporting data, Cashflow inputs and outcomes, Treasury Management Strategy, Objectives and Outcomes, To review covenant compliance and ensure systems are in place to prevent breaches.

	<ul style="list-style-type: none"> <li>• Compliance with legal and Scottish Housing Regulator’s requirements, including SHR Regulatory Standards and Guidance, Procurement, as safety and other tenant safety issues.</li> <li>• To keep under review the latest guidance and codes from the SHR and the Auditing Practices Board and ensure the applicable recommendations are implemented.</li> </ul>
Frequency Mtg	The Audit and Assurance Committee Sub-Committee meets four times per year
Chair and members	The Chair and subcommittee members are appointed by the Management Committee following each Annual General Meeting based on outcomes of Committee Conversations
Composition of Committee	The membership of the Audit and Assurance Sub-Committee is drawn from the Management Committee with a minimum of three and a maximum of 7 members. The selection of members is based on preference, skills, and competencies.
Quorum:	A quorum will be <b>three</b> members of the Audit and Assurance Sub-Committee. Co-optees will not count towards the quorum
Additional points:	<ol style="list-style-type: none"> <li>1. The Minutes of the Audit and Assurance Sub-Committee will be reported to the next Management Committee meeting and can be in draft form.</li> <li>2. The Chair of the Audit and Assurance Sub-Committee may access expert independent advice by requesting the CEO to organise it, or with approval from the Chair of the Management Committee where advice relates to the CEO’s performance or conduct.</li> <li>3. In circumstances where a vote is required and the votes are equal, the Chair of the Audit and Assurance Sub-Committee has a casting vote.</li> <li>4. The CEO and other senior officers/advisers as required will normally attend Audit and Assurance Sub-Committee meetings.</li> </ol>

#### Appendix 4 Terms of Reference Staffing Sub-Committee

Name of Committee	<b>Staffing Sub-Committee</b> - The role of this Committee is to respond to a range of staffing issues as set out below to fulfil LHA aims of attracting and retaining high calibre motivated staff. The Staffing Sub-Committee may also be asked by the Management Committee to address specific staffing policy matters as and when required.
Matters reserved for the Management Committee which the Sub-Committee advises on	<p>The Staffing Sub-Committee will lead on the following matters and report back to the Management Committee which will make the final decision except where the Management Committee has given full delegated authority.</p> <ol style="list-style-type: none"> <li><b>1) Preparation of Recruitment of the Chief Executive Officer:</b> selection of appropriate qualified and experienced HR Consultant to assist, drawing up a job description, and person specification, setting salary grade with advice from HR consultants; shortlisting of candidates; agreeing on the selection panel for initial interviews of candidates, recommendation to the Management Committee of proposed appointment.</li> <li><b>2) Disciplinary Action or Dismissal of the Chief Executive Officer</b> including commissioning of any independent investigation; appointment of appropriately qualified professional support both HR and legal; recommendation to the Management Committee.</li> <li><b>3) Grievance hearings</b> whether about or by the <b>Chief Executive Officer</b> including the commissioning of an independent investigation if required, hearing of grievance; appointment of appropriately qualified professional support if required; recommendation to the Management Committee.</li> <li><b>4) Staffing Policy or Staff Restructure Issues.</b> The Management Committee delegates detailed consideration to the Staffing Sub-Committee human resource policy, staff restructure proposals for it to advise the 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. In the event of a full staff restructure, a remit will be developed to guide the role and responsibility of the staffing sub-committee, Management Committee and CEO.</li> <li><b>5) Commitment to resources not previously approved within existing budgets.</b></li> </ol>

Matters specifically delegated to the Sub-Committee	<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 relevant policies. The second internal appeal against a decision will be heard and decided by the Staffing Sub-Committee.</li> <li>2) Matters relating to Health and Safety will also be delegated to and overseen by the Staffing Sub-Committee.</li> <li>3) Recruitment and selection for senior officers grade 8 and above will also be delegated to the Staffing Sub-Group or any other committee members with relevant recruitment training.</li> <li>4) Any practices consistent with maintaining 'firewalls' amongst Committee members to prevent conflicts where members are expected both to hear and receive appeals on disciplinary and grievance matters, consistent with relevant HR policies</li> </ol>
Frequency Mtg	The Staffing Committee meets as and when required and at least three times per year.
Chair and members	The Chair and subcommittee members are appointed by the Management Committee following each Annual General Meeting based on outcomes of Committee Conversations
Composition of Committee	The membership of the Staffing Sub-Committee is drawn from the Management Committee membership with a minimum of three and a maximum of 7 members. The selection of members is based on preference, skills, and competencies.
Quorum	A quorum will be <b>three</b> 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.</li> <li>2. The Chair of the Staffing Sub-Committee may access expert independent advice by requesting the CEO to organise it, or with approval from the chair of the Management Committee where the advice relates to the CEO's performance or conduct.</li> <li>3. In circumstances where a vote is required and the votes are equal, the Chair of the Staffing Sub-Committee has a casting vote.</li> <li>4. The CEO and other senior officers/advisers as required will normally attend Staffing Sub-Committee meetings.</li> </ol>

## Appendix 5 Remit of Policy Working Group

Name of Committee	<b>Policy Working Group</b>
Remit	<p>The remit of the Policy Working Group is to develop new policies and to carry out a comprehensive review of the Association's policies to confirm that they are 'fit for purpose' and to identify areas for new policy development. (This will involve consultation with a range of stakeholders to gain feedback and draw upon the relevant expertise). Feedback will be used as evidence to inform recommended changes and bring the Association's policies into line with current legislation (e.g. 2014 Housing Scotland Act), regulatory requirements and the needs of the Association's tenants and other customers.</p> <p>The Working Group will also identify those policies which are required by law to ensure that the Association is meeting its legal obligations. Officers will also be involved in developing staff procedures to ensure that policies are properly implemented.</p>
Matters reserved for Management Committee that Working Group will advise on	<p>The Policy Working Group will lead on specific issues relating to amendments to the Association's policies and report back to the Management Committee with recommendations. The Management Committee will make the final decision on these recommendations.</p> <p>Quarterly progress schedules will also be provided to the Management Committee by the Working Group.</p> <p>The Working Group will carry out detailed scrutiny of draft policies and provide feedback to the Management Committee.</p>
Frequency Mtg	The Policy Working Group will meet as often as required to fulfil its remit but at least four times per annum.
Chair and members	The Chair of the Policy Working Group will be nominated at each meeting by the Committee Members present.
Composition of Committee	Membership of the Policy Working Group will be drawn from the Association's staff and Management Committee.



## Appendix 6 Remit of the Chairperson

<p>Role of the Chairperson</p>	<p>The Chair of the Management Committee exercises important duties and responsibilities and should always remember that they are acting on behalf of the Committee and not in isolation. The Chair is supported by a Vice-Chair and this role description is relevant to their duties also. The position of Chair is defined in our Rules and the Chair must always act in accordance with the Rules.</p>
<p>Responsibilities of the Chairperson</p>	<p>The responsibilities noted here are complementary to and sit alongside any responsibilities noted in the Rules.</p> <p><b>1. Providing leadership to the Management Committee:</b></p> <ul style="list-style-type: none"> <li>• Represent the Association and present constructive views on its behalf.</li> <li>• Keep the composition, skills, and effectiveness of the Management Committee under review, and recommend action to remedy any deficiencies.</li> <li>• Ensure that the Management Committee seeks and receives appropriate professional advice as and when required.</li> <li>• Ensure that each Management Committee Member is annually appraised.</li> <li>• Ensure a harmonious and productive relationship exists between Management Committee Members and that disputes or issues of conflict are resolved quickly and satisfactorily.</li> </ul> <p><b>2. Providing leadership and line management of the Chief Executive:</b></p> <ul style="list-style-type: none"> <li>• Provide direction, leadership, ongoing support, and guidance to the Chief Executive through an agreed schedule of meetings.</li> <li>• Seek to develop and maintain excellent working relationships with the Chief Executive and senior staff.</li> <li>• Ensure, in the event of a vacancy, and in conjunction with other members of the Management Committee that the post of Chief Executive Officer is filled in a timely and orderly fashion, in accordance with employment legislation, good practice and LHA's recruitment policy and practice.</li> <li>• Ensure, in conjunction with other members of the Management Committee, and with the support of Employers in Voluntary Housing (EVH) that the remuneration of the Chief Executive Officer is considered on appointment and periodically, to reflect the size or complexity of the role/outputs secured and ensure recommendations are made to the Management Committee on any changes required.</li> </ul>

- Where necessary initiate any disciplinary action against the Chief Executive.
  - Arrange for the annual appraisal of the Chief Executive Officer with the Chair of the Staffing Sub-Committee and report any key issues to the Management Committee
- 3. Ensuring the efficient and proper conduct of the Management Committee business:**
- Chair all general meetings of the Association in accordance with our Rules.
  - Chair all meetings of the Management Committee, in accordance with the Rules and the Standing Orders and ensure the efficient and proper conduct of the Management Committee business.
  - Ensure that the views of all Management Committee members are sought before any major decision is taken at meetings.
  - Decide on any points of order arising at any meetings of the Management Committee.
  - Keep order and make sure that every member has a fair hearing and an opportunity to express their views on the subject under discussion.
  - Decide all matters of order, relevancy and at his/her discretion, alter the order of business at any stage of the meeting.
  - Exercise a second and deciding vote in the event of a tie in the vote of the Management Committee
- 4. Acting under delegated authority on behalf of the Management Committee:**
- Initiate any investigation under the terms of our Code of Conduct for Management Committee members.
  - Ensure that business is efficiently and accountably conducted between Management Committee meetings.
  - Sign cheques and documents requiring the Management Committee or the Chair's authorisation.
  - Take decisions on behalf of the organisation in conjunction with the CEO in the event of emergencies that occur outside the regular meeting cycle and report these back to the Management Committee for homologation

Development	<ul style="list-style-type: none"> <li>• The Chair is offered training and support from the CEO or external courses, and conferences where appropriate to help them develop their skills concerning the responsibilities associated with the post.</li> </ul>
Relations	<ul style="list-style-type: none"> <li>• In exercising their responsibilities, the Chair may seek the advice and support of the Vice-Chair or other office bearers and may be guided by the advice of the Chief Executive or external advisers engaged for this purpose. However, the Chair remains solely responsible for the decisions that lie within the responsibilities of the post, and their decision in these matters are final.</li> <li>• The relationship between the Chair and Chief Executive Officer as leaders of the Management Committee and of the staff group respectively, is vital to the effective governance of the Association. The relationship must be based on good and regular communication, mutual trust and support, and an understanding of respective roles and responsibilities.</li> </ul>

## Appendix 7 Remit of the Company Secretary

Role of Company Secretary	The Company Secretary exercises important duties and responsibilities on behalf of the Management Committee and the Association. The position of Secretary is referred to in our Rules and is a unique position that may be held by a member of the Management Committee directly or can be assigned by the Management Committee to an officer of the Association, normally the CEO.
Responsibilities of Company Secretary	<p>The responsibilities noted here are complementary to and sit alongside any responsibilities noted in the Rules.</p> <p><b>1. General Duties</b></p> <p>The Secretary will convene all Annual General Meetings and Special Meetings in accordance with the Rules and in conjunction with the Chairperson and CEO.</p> <p>The Secretary will convene all meetings of the Management Committee or Special Meetings of the Committee under the Rules and in conjunction with the Chair and CEO.</p> <p>The Secretary will ensure the taking, circulation and safekeeping of all governing body Minutes in conjunction with the CEO. The Secretary may call a Special Meeting of the Management Committee in accordance with the Rules.</p> <p>The Secretary will ensure the timeously preparation and submission of all returns to statutory and regulatory bodies in conjunction with the CEO. Annual Returns and the Keeping of Registers</p> <p><b>The Secretary will ensure that the following are maintained and in safe custody:</b> a) Register of Members, b) Register of Interests c) Share Books</p> <p>The Secretary, in conjunction with the CEO, will ensure that all members and persons with an interest in the Association are allowed to inspect the registers and books of the Association in accordance with the Rules.</p> <p><b>2. Financial Management</b></p> <p>The Secretary will ensure that proper books of accounts are maintained and that adequate financial controls operate.</p> <p>The Secretary will ensure that annual financial statements, in a form meeting statutory requirements, are prepared.</p> <p>The Secretary will also ensure that a copy of the latest Annual Accounts and Auditor's Report is on the LHA website and is made available for any member of the public to review upon request.</p>

Appendix 8 Template Agenda for Committee Meetings

Meeting to be held on **Tuesday xx xxxx 202x** at **6pm**  
at 1 Cressy Street and via Microsoft Teams

Time	Item No.	Minutes Allocated	Title	Author	Report Attached	Approval Required	For Noting	
6.00pm	1.		Apologies					
	2.		Declarations of Interest					
	3.		Declarations of Ethical Behaviour & Notifiable Events					
6.05pm	4.		Minute of Previous Meeting held XX/XX/XX					
6.10pm	5.		Matters Arising, Action Point Register					
6.15pm								
6.25pm								
			<b>Finance</b>					
6.30pm								
6.40pm								
6.55pm								
			<b>Operation/Strategy</b>					
7.15pm								
7.25pm								
7.35pm								
			<b>Any Other Competent Business</b>					
			<b>Date of Next Meeting/s:</b> Eg. List all NEXT Committee, Sub-Committee and working party meetings.					

Appendix 9 Template for Committee Reports

**Report  
Item Number**

<b>Classification</b>	Confidential/Open
<b>To</b>	Management Committee
<b>From</b>	Corporate Services Team
<b>Meeting Date</b>	
<b>Subject</b>	
<b>Appendices</b>	
<ol style="list-style-type: none"> <li>1. Purpose</li> <li>2. Background and Information</li> <li>3. Discussion</li> <li>4. Conclusion</li> <li>5. Recommendations</li> </ol>	

Regulatory Compliance	<b>Regulatory Standard 1</b> – The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.
Fit with Strategic Objectives and Business Plan	<b>Objective 2:</b> Deliver excellent services and performance.
Financial Impact	In line with agreed budget
Risk Assessment	None
Equality Impacts	None

## Appendix 10 Procedures for Annual General Meeting (AGM)

### 1. Notice for Meetings

The date of the AGM will be agreed by the Management Committee as part of the Annual Schedule of Committee Meetings

At least 14 days before the AGM is due to take place the Corporate Services Team will issue a written notice to every member of the Association. The notice can be sent by post or email and must give details of:

- The time, date and place of the meeting
- Whether the meeting is an annual or special general meeting
- The Agenda of the business being called.

In addition to the above, information on appointing a proxy will be included if a member is unable to attend, and a nomination form if intending to stand for election as a committee member.

### 2. Procedure at AGM

#### 2.1 Quorum

For a meeting to take place the following criteria must be met

- If the Association has 1-69 members at least seven members either present at the meeting or represented by a Proxy.
- If above 70 members, at least one-tenth of the membership must be present at the meeting or represented by a Proxy.

If not enough members are present in person or by representation within 30 Minutes of the meeting start time, the meeting will be rescheduled to the same day and time the following week. Notice of this will be provided by the Chairperson of the meeting at the meeting, written notice of the rescheduled meeting is not required.

If at the rescheduled meeting, there are not enough members present in person or by representation at the scheduled start time the meeting can still go ahead.

#### 2.2 Chairing the meeting.

The chair of the meeting will be the Association Chairperson who chairs all the committee meetings. If there is no chairperson or they are not present, the members present must elect a Member of the Committee to Chair the meeting. If no Committee Members are present, the Members must elect a member from those present to be Chair of the meeting.

If the Chairperson arrives after the meeting has started, they will take over as Chair of the meeting as soon as the current agenda item is concluded.

### 3. Proxies/Representatives

If a member is unable to attend a meeting, they can appoint someone to represent them at the meeting. The representative does not have to be a member of the Association; however, the Chairperson cannot be appointed as a representative for anyone.

To appoint a representative to act on their behalf, the member must complete the Proxy form included with the meeting notice and return it to LHA 5 days before the meeting is due to take place. One person can represent up to ten members at a meeting.

If a member wishes to withdraw the appointment of a representative, they must either complete the second proxy form in the AGM notice of the meeting or declare themselves as present before the meeting starts.

If there are any questions on whether a representative has the authority to act for someone, the Chairperson will make the final decision on this. The Chairperson will also update the meeting with any representative appointment/Proxy forms received but are not valid.

#### 4. Voting

If a decision requires to be put to a vote, the outcome will be determined by the majority of the members present. Voting will be by a show of hands or if required/requested by a poll.

Where a vote is by a show of hands, every member present in person has one vote. Where a vote is by a poll every member present in person or who has been appointed as a representative has one vote. Where an appointed proxy is present, and they have advised the Chairperson, the Chairperson will direct that the vote must be by poll. The election of Committee Members is conducted by poll.

If there is no majority on a vote, the Chairperson will have a second and deciding vote. The Chairperson's announcement on the decision of a vote will be final and conclusive and the decision will then be recorded in the Minute.

A poll can be required before or immediately after a vote by a show of hands if at least one-tenth of the members present at the meeting request this. A poll must take place as soon as the Chairperson has agreed to it and the result will stand as the decision of the meeting.

#### 5. Proceedings at a General Meeting

All speakers must direct their questions/comments to the Chairperson. All members must remain quiet and orderly while questions are being asked.

A member will not be allowed to speak more than once on any individual matter unless it is to explain something or ask for an explanation until every other member has had a chance to speak. A member will have the opportunity to speak a second time on a matter, only if the Chairperson agrees. Where the Chairperson raised the matter for discussion they will be permitted to make a final reply on the matter.

The Chairperson will decide how long each speaker is allowed to speak, allowing appropriate time for each speaker.

If any point raised is not covered in the Rules, the Chairperson will give their ruling. If the Chairperson's ruling is challenged by more than one person, they will step down and those present will decide the point raised on a majority vote. If the vote is tied the Chairperson's original ruling is carried.

Meetings must not last longer than two hours unless at least two-thirds of the members present agree after the end of that time to continue the meeting.