

FERGUSLIE PARK HOUSING ASSOCIATION



Standing Orders

Date of Last Review	January 2020
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Date of Next Review	February 2023
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Ferguslie Park Housing Association

Standing Orders

Section One

1. Scope

- 1.1 These Standing Orders describe the roles, responsibilities and powers of the organisations, sub-groups and individuals that make up the governance framework for The Ferguslie Group.
- 1.2 They take account of the Rules of Ferguslie Park Housing Association (FPHA), the Memorandum and Articles of Association of the New Tannahill Centre Ltd (NTC), relevant legislation and regulatory requirements. In the event of a conflict being identified between the terms of the Standing Orders and the Rules of FPHA, the Rules shall prevail.
- 1.3 They also provide a framework for the conduct of meetings, delegation of authority and reporting arrangements (including financial regulations) for FPHA to ensure that it is well governed and operates its business in an orderly and efficient way. They apply to all meetings of the FPHA management board and its sub-committees.
- 1.4 Section 2 of these Standing Orders describes arrangements operating between FPHA and NTC, and those that apply across The Ferguslie Group. NTC is permitted to create its own Standing Orders (with the prior consent of the FPHA management board), but they must comply and be consistent with the requirements of Section 2. Sections 3 to 5 apply only to FPHA.
- 1.5 These Standing Orders were approved in January 2020, will be reviewed at least every three years and cannot be amended without the approval of FPHA's management board.

Section Two

2. The Ferguslie Group

2.1 Group Structure

FPHA has taken NTC into its ownership as a wholly owned subsidiary. Together these two organisations make up The Ferguslie Group. FPHA is the parent organisation, having a controlling interest in NTC, which is its subsidiary. FPHA has taken account of the Scottish Housing Regulator's (SHR's) regulatory guidance on group structures in framing its inter-group legal and financial arrangements. Both group members aim to meet the regulatory expectations and requirements of SHR.

2.2 Independence Agreement

FPHA as group parent is responsible for maintaining overall control of its subsidiary, and establishing the framework within which the subsidiary is to operate. The subsidiary is responsible for managing its day to day operational business. The relationship between the parent and the subsidiary is set out in an Independence Agreement. The Independence Agreement will be reviewed at least every 5 years.

Key responsibilities of the parent (FPHA) under the Independence Agreement are:

- To approve the subsidiary's annual budgets and business plans
- Regular review of group governance arrangements
- Monitoring compliance with the provisions of the Independence Agreement, and in the event of non-compliance, taking appropriate action.

Key responsibilities of the subsidiary (NTC) are:

- Taking such actions as are necessary to ensure that its business objectives are furthered
- Running all operational, management and day to day aspects of its business
- Reporting to the parent management board as required
- Taking action on internal and external audit findings.

The parent (FPHA) has the right, under the Independence Agreement, to confirm or reject the appointment of any subsidiary governing body member, or to remove any person from that governing body, but will only exercise this latter right where it is satisfied that the circumstances require it, as set out within the terms of the Independence Agreement.

2.3 Group Strategy

It is the responsibility of the FPHA management board, in consultation with the NTC governing body, to develop a high-level group strategy and set medium-term objectives for the group, including determining the group strategic direction. The group strategy will be reviewed at least every three years, and the NTC governing body will participate in the review process.

2.4 Policies and procedures

It is the responsibility of the FPHA management board to determine which policies and procedures will apply to both FPHA and NTC (the group policies), and the frequency with which they are to be reviewed. A list of these policies, and their agreed review cycles, is set out in the Schedule of Policies, an updated version of which will be approved by the FPHA management board each year. The governing body of NTC will always be consulted about the introduction of any new group policies, or the review of existing policies, and

will be held accountable for the compliance of NTC with all agreed group policies.

NTC's governing body is entitled to agree its own operational policies, consistent with the sound operation and good governance of the organisation, subject to the prior approval of the FPHA management board.

2.5 Inter-group reporting

It is incumbent on FPHA, as group parent, to exercise effective and appropriate high-level control over its subsidiary, and establish clear limits within which it should operate. FPHA's management board has agreed an inter-group reporting framework, which sets out the reporting obligations that FPHA and NTC owe to each other.

This reporting framework enables FPHA to discharge its control obligations, clarifying where FPHA approval is required to NTC plans and activities, whilst enabling NTC to manage its day-to-day operations as it sees fit. It also facilitates effective inter-group communication and engagement.

2.6 Shared services

FPHA staff provide a range of services to NTC, and NTC staff provide certain services to FPHA. These arrangements are set out in a Shared Services Agreement that has been entered into between FPHA and NTC. It includes details of services, goods and equipment provided by FPHA to NTC, and vice-versa, and the basis for reimbursement of costs. Estimated costs are included within annual budgets, with actual costs reimbursed generally on a quarterly basis. The operation of this agreement will be reviewed annually between the two organisations.

2.7 Role of governing bodies

The management board of FPHA is its governing body and the lynchpin of the governance framework. It is responsible for directing the affairs of the organisation and its business in an effective, accountable and independent manner, while ensuring that all decisions are taken in the best interests of current and future tenants, and of the Association.

The FPHA management board will agree the terms of its remit to ensure that it exercises good governance over the affairs of FPHA and the group as a whole, and meets legislative and regulatory requirements. Its agreed remit is attached as **Appendix 1**. It will also agree the remit of the NTC governing body, in consultation with its members.

The management board may not exercise any powers which are reserved to the association in general meetings, either by its Rules or by statute.

The board of NTC is its governing body, and it is responsible for directing the affairs of that organisation and its business.

2.8 Responsibilities of governing body members

It is the responsibility of all governing body members, in exercising their role as board members or directors, to act in the best interests of the organisation, and not to place any personal or other interests ahead of their primary duty to that organisation. They must seek to ensure that the organisation acts in a manner which is in accordance with its objects, and to act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person. All governing body members must accept collective responsibility for decisions taken by their governing body.

2.9 Code of Conduct and declarations of interest

The FPHA management board has approved a policy setting out a Code of Conduct for governing body members, which applies to all appointed and co-opted members of the FPHA management board and its sub-committees, and the NTC board. This Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations. Appendices to this policy set out guidance on declaring and managing personal interests, and a protocol for dealing with any breaches of the Code.

No committee or board member may take office until they have signed this Code of Conduct. Thereafter, all board members must review and sign the Code annually.

Any board, management board or sub-committee member must declare any personal or other external interests on an annual and ongoing basis, following the process set out in FPHA's Protocol for declaring interests and managing conflicts of interest.

It is the duty of all affected by this policy to ensure that private or personal financial or other interests never influences their consideration of Association business.

If any board member has any conflict of interest in any matter about to be discussed at a meeting, they must declare it at the outset, and this declaration will be recorded in the minutes. Members will not be permitted to remain in the meeting during the discussion of a matter in which they have an interest, and never to vote on it.

No two FPHA management board members, who are closely connected, can become members of the same sub-committee, or serve as office bearers at the same time.

2.10 Entitlements, payments and benefits

FPHA's management board has approved a policy on Entitlements, Payments and Benefits, applicable to all group governing body members, sub-committee members, and staff. Governing body members and staff must not receive any payment or benefit unless it is permitted by the policy, nor use their position for personal gain of any sort. In making any payment or conferring any benefit, FPHA and NTC shall act at all times with transparency, honesty and propriety.

2.11 Confidentiality and external representation

All governing body and staff members must respect and maintain confidentiality, and must ensure that no information about FPHA or NTC is disclosed to anyone who is not entitled to receive it, both whilst an active governing body or staff member, and after leaving. This includes, but is not limited to, information relating to financial projections and budgets, business plans, strategies and programmes, and prospective contracts and targets; information which, acting reasonably, might be expected to be regarded as confidential; and reports and information labelled or identified as confidential.

Governing body members must always be positive ambassadors for FPHA and NTC, but must not speak in public on behalf of their organisation without specific authorisation to do so.

Section Three

3. Ferguslie Park Housing Association Meeting Arrangements

3.1 Governance structure

FPHA's management board has delegated a number of its responsibilities to two standing sub-committees, and may also establish additional sub-committees or other sub-groups to support the work of the management board, as required. Delegated authority has also been conferred on the staff team employed at the behest of the management board, led by the Chief Executive.

The Chief Executive will lead and manage the staff team, to implement the plans, strategies and policies approved by the management board, and direct its operations, supported by the management team. It is the responsibility of the Chief Executive and management team to work effectively with the management board, facilitating good governance. It is the responsibility of the management board to both support and, where necessary challenge the Chief Executive and management team.

3.2 Role of the FPHA Management Board

The management board is responsible for:

- Providing leadership, control and direction to FPHA
- Ensuring that FPHA achieves its aims and objectives

- Ensuring that FPHA complies with all statutory and regulatory requirements

3.3 Role of the Sub-Committees

The management board has established an Audit & Risk Sub-Committee to advise it and take action in respect of those matters that are described in the sub-committee's remit which is attached as **Appendix 2a** to these Standing Orders. This sub-committee operates on a group-wide basis, and has delegated authority from both the FPHA and NTC governing bodies.

The management board has further established a Staffing Sub-Committee to advise it and take action in respect of those matters that are described in its remit, which is attached as **Appendix 2b**.

All Sub-Committees report to the FPHA management board. Their remits cannot be altered without the approval of the management board.

The Chair and members of any sub-committee will be appointed by the FPHA management board. Sub-Committee Chairs must be full members of the FPHA management board.

3.4 Role of FPHA management board members

The FPHA management board has agreed a role description for its members (**Appendix 3**). All management board members will be required to accept the terms of this role description, and agree to meet the expectations and perform the duties set out therein. At least annually, the management board will identify the range of skills, knowledge, experience and diversity that it requires to fulfil the terms of its remit, and will seek to recruit any additional management board members required to fill any identified gaps.

3.5 Office Bearers

FPHA must have a Chair, a Secretary and any other Office Bearers the management board considers necessary. The board has decided to appoint a Vice-Chair, both to support the Chair in discharging the responsibilities of that role, and to act in their stead if she/he is absent or unavailable.

These Office Bearers will be controlled, supervised and instructed by the management board. A senior staff member may hold the office of Secretary. The remaining Office Bearers must be elected board members, and cannot be co-optees.

At its first meeting following the AGM, the management board will elect a Chair and Vice-Chair to act for the year ahead. In the period between the AGM and the next scheduled meeting of the management board, the incumbent Chair will continue to act in that role "pro-tem", failing him/her, the incumbent Vice-Chair. In the event that neither the Chair nor Vice-Chair remains as a member of the management board following the AGM, the elected management board will hold

a special meeting immediately after the AGM to elect office bearers to ensure that the efficient operation of the business of FPHA is not interrupted.

The administration of the annual election of Chair will be carried out by the Secretary at the relevant board meeting.

It is the role of Office Bearers to represent the Association and positively promote its activities when doing so. They will be required to undertake training to equip them for their roles.

3.6 Role of Management board Chair

The Chair is responsible for the leadership of the management board and ensuring its effectiveness in all aspects of its role and remit. Such powers as are required to allow the Chair to properly discharge the responsibilities of the office will be delegated to her/him. Among the responsibilities of the Chair (see Rule 59.5 for a full list) are that:

- management board meetings are conducted effectively
- the management board works effectively with senior staff
- decisions and actions arising from meetings are implemented
- where necessary, urgent decisions are made under delegated authority for the effective operation of FPHA between meetings
- FPHA is represented appropriately at external events
- the management board receives professional advice when it is needed
- appraisal of the performance of board members is undertaken, and the Chief Executive's appraisal is carried out in accordance with agreed policies and procedures

The Chair can be re-elected, but cannot hold office continuously for more than five years.

3.7 Vice-Chair, Secretary, etc

The Vice-Chair, in the temporary absence of the Chair of the management board, shall have the authority and responsibilities of the Chair to uphold the Rules of FPHA, to chair meetings, to act as the main spokesperson and representative of FPHA and to sign official documents.

At the first meeting following the AGM the management board will:

- Appoint the Chair and members of the Audit and Risk Sub-Committee
- Appoint the Chair and members of the Staffing Sub-Committee

The Chair of the management board cannot be appointed as Chair of any Sub-Committee.

The management board has decided to designate the Chief Executive to act for the time being in the role of Secretary, and to discharge the duties of the

Secretary as set out in rule 59.3 of FPHA's Rules. There is no requirement to re-elect the Secretary from year to year.

As an employee of the Association, the Secretary may not be a member of the management board or of any of its Sub-Committees.

3.8 Meetings

The management board will meet at least six times in each calendar year, in accordance with Rule 48. The board will agree a schedule of all meetings in January each year for the following financial year. Additional special meetings of the board may be arranged to deal with exceptional items, or during periods of very high workload.

There will be a summer recess for all board-related meetings during the month of July. Meetings will only be convened during this period in situations of considerable urgency.

The Chair or two members of the management board can request a special meeting of the management board by writing to the Secretary with details of the business to be discussed. No other business may be discussed at such a meeting other than the business for which the meeting has been called.

All meetings will be held in a venue that is accessible.

3.9 Minutes

The Secretary has responsibility for ensuring the preparation and circulation of draft minutes for all meetings of the management board, in accordance with the style and formats set out in the approved minute-taking protocol. Where the Secretary is not a senior staff member, this responsibility will be delegated to the Chief Executive. Draft minutes will be agreed with the Chair of the meeting before being distributed to members.

Responsibility for the preparation of draft minutes of any sub-committee will lie with a management team member, as designated by the sub-committee.

Draft minutes of meetings will normally be prepared and circulated, whether by post or electronically, to members at least 7 days prior to the next meeting.

To be approved as a correct record of the meeting, minutes must be accepted by the board following a motion proposed and seconded by two members who were present at the relevant meeting. If there are insufficient members who were present at the relevant meeting, a member (or members) who was not present may propose or second acceptance. Once approved, and inclusive of any amendments, the final minute shall be signed by the meeting Chair and retained as the official record of the Association.

Draft minutes of each sub-committee meeting will be made available to the next following meeting of the FPHA management board, provided its meeting takes

place more than 10 days prior to the date of the next scheduled management board meeting.

3.10 Business at meetings

At least seven days' notice of meetings will be given. The management board may determine the form of the notice to be provided, which can include electronic form. Notice of meetings must include an agenda of the business to be transacted and all supporting papers. The late circulation of a report will not prevent the agenda item being discussed, provided that a majority of management or Sub-Committee members present agree.

All items of business notified on the agenda should normally be the subject of a written report.

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

The Chair and Chief Executive will liaise over the preparation of the agenda for meetings of the management board, and the Sub-Committee Chair with the relevant senior manager for meetings of Sub-Committees.

Members of the management board and Sub-Committees may propose items for inclusion on the agenda for a meeting by contacting the relevant Chair or the Chief Executive. The relevant Chair will decide whether the item is to be included and the nature of any supporting papers required.

In the event of the management board considering matters relating to the employment of staff which have the potential to cause formal grievance or disciplinary action to be initiated, those members of the Staffing Sub-Committee who have been appointed to deal with appeals shall withdraw from the discussion and take no part in decision-making on the specific issue under deliberation (see Staffing Sub-Committee remit at Appendix 2b of these Standing Orders).

3.11 Chairing meetings

Where the Chair is not present 10 minutes after the appointed start of a meeting of the management board, the Vice-Chair will preside or, failing him/her, the board members present will appoint another member, who cannot be a co-optee, to act as Chair for that meeting.

Where the Chair of any Sub-Committee is not present 10 minutes after the appointed start time, those members present may appoint one of their number, who cannot be a co-optee, to act as Chair for that meeting.

The Chair will decide on all matters of order raised at meetings and will determine the order of debate. If any point arises which is not covered in

FPHA'S Rules or Standing Orders, the Chair will give her/his ruling which will be final.

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

3.12 Conduct at meetings

Board members, when attending meetings, must:

- Conduct themselves in a courteous and business-like manner.
- Show respect for the authority of the Chair of the meeting.
- Show respect and consideration towards other board members, staff members and anyone else attending a meeting.

All speakers must direct their words to the Chair. All board members must remain quiet and maintain order while this is happening. The Chair will decide who can speak and for how long.

The Chair is responsible for ensuring that all members who wish to contribute to a discussion are able to do so and that the debate is conducted in an orderly and equitable manner.

Board members should not raise concerns about their personal issues with the Association, or on behalf of family, neighbours or friends at management or sub-committee meetings.

A majority of those attending a meeting of the management board or a Sub-Committee may require a member to withdraw from a meeting if the member is being obstructive or abusive or fails to recognise the authority of the Chair.

3.13 Length of meetings

Meetings will not last for more than two-and-a-half hours, unless a majority of those present agree. In the event that it is agreed that a meeting of the board can continue beyond this time, the total duration cannot exceed four hours.

Board members may propose the adjournment of meetings. The time of a reconvened meeting may be agreed as part of the adjournment motion, failing which it will be decided by the meeting Chair.

3.14 Staff attendance

The Chief Executive and management team will attend all meetings of the management board to advise board members on the matters under discussion. Staff members cannot vote on any matter being considered by the board and may be asked to leave by the Chair during confidential discussions.

Relevant senior managers will normally attend meetings of Sub-Committees to advise members on matters under discussion.

Any staff attending meetings may contribute to the discussion on any agenda item, whilst ensuring that the contributions of board members are prioritised.

3.15 Attendance of external parties

The management board and Sub-Committees may invite other parties, such as consultants and other advisors to attend meetings. Their attendance will normally be confined to a specific item of business.

Members of the public will not be admitted to management board or Sub-Committee meetings.

3.16 Voting

All matters for decision will normally be decided by a show of hands, unless a poll is requested by two or more members. A simple majority of those present and eligible to vote will be sufficient to decide the matter. Where the votes are divided equally for and against the issue, the Chair will have a second and deciding vote.

A member may request that his/her dissent from a specific decision is recorded in the minute, provided the request is made at the meeting at which the decision was taken. This does not excuse the member from the requirements of collective responsibility for the decision taken.

Resolutions duly proposed and seconded that do not attract any objection or contrary views will be deemed passed without dissent.

A member may propose a motion or amendment to any matter under discussion. The Chair will decide if the motion or amendment is competent. All motions and amendments must be proposed and seconded by members eligible to vote on the matter under discussion. Where only one amendment to a proposal is made, the Chair will call a vote on the amendment first. If more than one amendment is proposed, the Chair will determine the order of voting until a successful amendment is achieved and then call a vote on the amended proposal.

3.17 Openness and confidentiality

FPHA is open about the way it conducts its affairs, and positive about how it responds to requests for information. In line with this approach, minutes of the meetings of the management board will be available to the public, once they have been approved. They will be available via FPHA's website.

Some items and reports considered at board meetings may require to be treated as confidential, for example those relating to individuals or groups of

individuals, or commercially sensitive. It is the responsibility of the Chief Executive to determine whether any item or report due for consideration at an upcoming management board meeting should be designated as confidential, in line with FPHA policies, and in consultation with the Chair where any judgement may be required in relation to such a decision. It will be for the Chair to decide at the meeting which, if any, staff members remain in attendance when confidential items are discussed. Such items will be the subject of a separate, confidential minute, which will not be made available to the public, or the staff team.

It is the responsibility of the Secretary to ensure that for all confidential items considered by the management board there is a clear audit trail of reports and papers and minutes supporting any confidential decisions, and that these are filed and stored securely, whether in paper or electronic format.

Information presented at board meetings shall not divulge personal information (such as name, address, scheme details, etc.) relating to an individual tenant or service user.

3.18 Urgent decisions

The Chair has delegated authority to make decisions on urgent matters between management board meetings. Where it is essential for the effective operation of FPHA that a decision that would normally be taken at a board meeting has sufficient urgency that it must be taken between meetings, the following process will operate:

- The Chief Executive, or in her/his absence, the Head of Operations or most senior manager present will alert the Chair, or in her/his absence the Vice-Chair, that an urgent matter has arisen on which a decision under delegated urgency procedures, or Chair's Action, must be taken.
- The Chair will decide whether the matter requires an urgent decision, and whether it can be decided under Chair's Action, or by reference to the management board as a whole. Matters requiring to be approved by the management board will involve variation from agreed policy or business plans; significant expenditure (more than £20,000), or unbudgeted expenditure; or actions judged to be high risk.
- Matters to be decided by Chair's Action will be set out in writing, with a clear recommendation, to be signed as approved and dated by the Chair, or Vice-Chair.
- Matters to be decided by the management board will be set out in writing to all board members, highlighting any proposed variation from policy, plans, budget, etc, clearly identifying costs, risks, and recommendations for action. The decision will not be acted upon unless a 75% majority of board members confirm their agreement in writing (including by email).
- All decisions made under this urgency procedure will be referred to the next following management board meeting for noting and recording in the minutes.

3.19 Emergencies

FPHA has approved a Disaster Recovery Plan that sets out the arrangements that will apply in the event of a disaster or emergency situation arising. Nothing in these Standing Orders will prevent the effective implementation of the approved Plan. Where emergency decisions are required and it is not practicable to hold a meeting of the management board or Office Bearers, the Chair and Chief Executive will take all necessary decisions to fulfil FPHA's responsibilities to service users or partners. All such decisions and actions must be reported to the management board at the earliest opportunity.

3.20 Execution of documents

FPHA shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995. The use of the common seal is not required. The seal must only be used if the management board decides this. When the seal is used, the deed or document must be signed by the Secretary, or a member of the management board or any other person duly authorised to sign on FPHA's behalf, and recorded in the seal register.

Section Four

4. Scheme of Delegation of Authority

4.1 The management board can delegate its powers to sub-committees, Office Bearers or staff (see Rule 51). Any such delegation must be set out in writing in standing orders, schemes of delegated authority, or other appropriate documentation.

- Details of delegation to sub-committees are set out in the sub-committee remits (see Appendix 2) and the Scheme of Delegated Authority (see Appendix 4)
- Details of delegation to Office Bearers are set out below
- Details of delegation to management and staff are also set out in Appendix 4

Financial management arrangements, and the respective responsibilities and authority of management board, management and staff, are separately set out in Financial Regulations, including approval of commitment to expenditure. Arrangements for the authorisation and payment of invoices and other expenditure requests are included in FPHA's Financial Procedures.

4.2 The management board is responsible for all of the affairs of FPHA and for all activities carried out on its behalf. It is recognised that the effective operation of FPHA's business depends on appropriate action being taken when required, in accordance with agreed policies.

- 4.3 The management board has agreed the following **general** and **specific** delegated authorities to ensure that the work of FPHA is carried out efficiently and effectively and is not unnecessarily delayed whilst awaiting decisions that fall within previously agreed policies. All matters not specified are reserved to the management board.

General matters

- 4.4 Where authority is delegated to a Sub-Committee and one or more members of staff, the authority delegated to staff relates to operational (i.e. day to day) responsibility, in accordance with agreed job descriptions.

4.5 Office Bearers

The Office Bearers – the Chair and Vice-Chair, but not the Secretary if this position is held by a member of staff - have delegated authority to:

- represent FPHA on official business
- implement FPHA's agreed emergency procedures and disaster recovery policy;
- take decisions on urgent matters between meetings, as set out in Section 3 of these Standing Orders.

Any authority for signing formal documents on behalf of FPHA conferred on the Chair may also be exercised by the Vice-Chair in the Chair's absence.

4.6 Chief Executive and senior staff

The Chief Executive, in consultation with the management team, has authority to:

- Ensure the effective operational implementation of FPHA's strategies, policies and procedures
- Represent FPHA on official business, consistent with the agreed strategies, plans and policies of FPHA
- Carry out all necessary actions on behalf of FPHA to comply with legal and regulatory requirements, in accordance with FPHA's Rules and these Standing Orders

The Chief Executive and management team may further delegate to other members of the staff team in accordance with roles and responsibilities set out in job descriptions.

Specific arrangements for delegation

These are set out in **Appendix 4**.

Section Five

5. FPHA Financial Regulations

- 5.1 Management board and staff responsibilities with respect to the financial management of FPHA's affairs are set out in the approved Financial Regulations.
- 5.2 FPHA's Financial Year runs from 1 April – 31 March.
- 5.3 The Head of Finance and/or Finance Agent is responsible for the preparation of a draft budget for consideration by the management board. Overall responsibility for compliance with the agreed budget rests with the Chief Executive and management team.
- 5.4 Minor changes within the budget to individual income and expenditure totals which do not affect the overall budgeted outcome, or impact negatively on service delivery may be authorised by the Chief Executive. Any such changes will be reported to the management board in the next following quarterly review of the management accounts.
- 5.5 Processes describing arrangements for certification that expenditure is arithmetically correct, approving invoices for payment and signing cheques, BACS payment schedules, and other appropriate matters, are set out in FPHA's financial procedures. These procedures are the responsibility of the Head of Finance and/or Finance Agent, in consultation with the Chief Executive, to put in place and update from time to time.
- 5.6 In the temporary absence of the Chief Executive, the Head of Operations will assume the same levels of authorisation and cheque signatory delegated authority as the Chief Executive.

APPENDIX 1

Management Board Remit

1. Role of the management board

- 1.1 The management board of Ferguslie Park Housing Association (FPHA) is responsible for all aspects of the Association's activities. It may delegate some of its functions to sub-committees and employed staff, in accordance with its Rules and Standing Orders.
- 1.2 The management board is responsible for:
 - Providing leadership, control and direction to FPHA
 - Ensuring that FPHA achieves its aims and objectives, and good outcomes for its tenants and other service users
 - Ensuring that FPHA complies with all statutory, constitutional and regulatory requirements

2. Membership

- 2.1 The management board is made up of at least seven members elected by its membership, with a current maximum of fifteen members. The names of management board members will be published on FPHA's website, and in annual reports and other appropriate documents.
- 2.2 Full board members must be aged 18 or over, meet the board eligibility requirements as set out in the Rules, be a member of Ferguslie Park Housing Association, and be elected at an AGM of the Association.
- 2.3 In the event that the maximum number of board members are not appointed following any AGM, the management board may co-opt additional persons to fill any vacancies, subject to any such co-optees never comprising more than one-third of the board's membership at any given time.
- 2.4 In the event that an elected board member leaves the board between annual general meetings, this creates a casual vacancy, and the board may appoint a new member to fill this casual vacancy, until the next AGM.
- 2.5 Both co-optees and board members appointed to fill casual vacancies must retire at or before the next following AGM.
- 2.6 In seeking to fill casual vacancies or appoint co-optees, the management board will apply its agreed Board Recruitment Policy, and seek to identify suitable persons with the requisite skills and attributes to create an appropriately balanced board.
- 2.7 If a board member is unable to attend board meetings for a period of months, and requires a leave of absence from the board for personal or other reasons, this must be approved by the management board and recorded in the minutes.

Such leave may only be granted for a period of 3 months, at the end of which it must be reviewed. Any further extension may not exceed 3 months.

- 2.8 If any board member misses four management board meetings in a row without special leave of absence being granted by the board, they will cease to be a board member.
- 2.9 Management board members will elect a Chair and Vice-Chair annually at their first meeting following the AGM. Co-opted members cannot be elected to these positions. In the absence of the appointed Chair at any meeting, it will be chaired by the Vice-Chair. In the absence of both, the remaining members will elect one of themselves to chair the meeting.

3. Responsibilities and Functions

3.1 Purpose and values:

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

The management board will:

- Develop and keep under review FPHA's vision, mission statement, aims and objectives. It will oversee their dissemination to tenants, service users, partners and stakeholders.
- Agree and keep under review a Code of Conduct for governing members and for staff. It will ensure that all board members and staff uphold the terms of the relevant Code and that any alleged breaches are investigated.
- Ensure that FPHA conducts its affairs honestly and with integrity and that the principles of equality and diversity are promoted.

3.2 Strategic development and operational planning

The management board will:

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

3.3 Policy development

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

The management board will:

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

3.4 Resources

The management board is responsible for:

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

The management board will:

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

3.5 Service delivery

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

The management board will agree:

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

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

3.6 Risk assessment and management

The management board is responsible for:

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

3.7 Compliance, control and accountability

The management board is responsible for:

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

The management board will:

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

3.8 Financial Management and Internal Control

The management board will:

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

3.9 Delegated Authority

The management board is responsible for:

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

3.10 Support and Evaluation

The management board is responsible for:

- Ensuring that its own effectiveness, both collectively and individually, and that of sub-committees is evaluated once a year.
- Ensuring that voluntary members and staff are adequately trained and supported to fulfil their roles and responsibilities.

The management board will ensure that:

- An annual review of the skills required by FPHA to fulfil its activities and functions effectively, including those relating to governance, is carried out. It will agree and monitor the implementation of an annual strategy to address any requirements.
- An annual staff and board member training plan is developed, agreed, adequately resourced and effectively implemented.

4. Authority

- 4.1 The management board is responsible for directing the affairs of FPHA and its business, and may do anything lawful which is necessary or expedient to achieve the objects of the association.

5. Meetings

- 5.1 The management board must meet at least six times a year.

- 5.2 A quorum for any meeting will be four full board members. Co-optees do not count towards the quorum.

5.3 All proceedings must be minuted, with draft minutes presented to the next following meeting for approval, evidenced by signature of the Chair.

6. Attendance and servicing

6.1 The Chief Executive and other management team members will normally attend management board meetings. Other staff and external parties such as consultants and advisors may attend at the invitation of the board.

6.2 All staff, including the Chief Executive if appropriate, may be asked to leave the meeting during confidential items.

6.3 From time to time, the board will meet without any staff present.

6.4 The Chief Executive is responsible for servicing this meeting, including liaising with the Chair regarding the agenda for meetings; for co-ordinating the preparation and distribution of papers for the meeting, according to agreed timescales; and arranging for minute-taking in accordance with the agreed minute-taking protocol.

7. Review

7.1 This remit was approved by the management board in January 2020. It can only be amended with the approval of the management board.

7.2 It will be reviewed not later than February 2023.

APPENDIX 2a

Group Audit & Risk Sub-Committee Remit

1. Role of the Sub-Committee

- 1.1 The Group Audit & Risk Sub-Committee has been established by the FPHA management board to ensure that the Ferguslie Group (both FPHA and NTC) has in place and operates appropriate controls to safeguard its assets and manage associated risks. It has delegated authority to take decisions and approve actions in accordance with this remit and the terms of the approved scheme of delegation of authority. It is a sub-committee of the FPHA management board.

2. Membership

- 2.1 Members of the Audit & Risk Sub-Committee will be appointed annually by the FPHA management board at its first meeting following the AGM. To promote continuity, and to retain the benefits of experience gained, sub-committee members are expected to be willing to serve for up to three years consecutively. Changes to the membership or chairmanship of the Audit & Risk Sub-Committee prior to the next AGM must be approved by the management board.
- 2.2 There will be a minimum of three FPHA or NTC governing body members forming the membership of the Audit & Risk Sub-Committee, which will have a maximum membership of six members. At least one independent member of the NTC board will be a member of the Audit and Risk Sub-Committee. Not more than a third of its members may be co-optees, and all co-options must be approved by the FPHA management board.
- 2.3 The FPHA management board should satisfy itself that normally at least one member of the Audit & Risk Sub-Committee has recent and relevant financial experience. This can be achieved by co-option.
- 2.4 The Chair of the Audit & Risk Sub-Committee will be appointed annually by the management board, and must be a full FPHA management board member. In the absence of the appointed Chair at a meeting, the remaining members shall elect one of themselves to chair the meeting.
- 2.5 The Chairperson of the management board cannot be the Chair of the Audit & Risk Sub-Committee, and will not normally be a member.

3. Responsibilities

3.1 General

- 3.1.1 To advise the management board on whether there is an appropriate culture of control throughout the organisation.
- 3.1.2 To oversee the annual report to the management board on the effectiveness of the system of internal control throughout the organisation.
- 3.1.3 To review regularly (as required by the agreed review schedule) the framework and process for risk assessment and management incorporated within the Risk Management Policy, making recommendations for change where appropriate.
- 3.1.4 To ensure effective co-operation between internal and external audit providers.

3.2 Financial reporting

- 3.2.1 To review and monitor the integrity of the annual financial statements.
- 3.2.2 To ensure that any changes in accounting policy, any significant adjustments resulting from audit, the assessment of going concern, and compliance with accounting standards and legal, funder and regulatory requirements are all the subject of careful review.

3.3 External audit

- 3.3.1 To meet with the external auditors in order to agree, monitor and review a planned programme of work.
- 3.3.2 To review and if appropriate recommend to the management board that it approves the annual audited accounts, and make recommendations on the response to any audit management letters, reports and investigations.
- 3.3.3 To obtain assurance that external audit recommendations, which have been approved by the management board or the Audit & Risk Sub-Committee, are implemented by management as timetabled.
- 3.3.4 To discuss with the external auditor any problems, reservations or issues arising from the audit process or other work, to review and monitor their independence and objectivity, and annually appraise the effectiveness and value for money of the external audit service.
- 3.3.5 To make recommendations to the management board for approval in a general meeting on the appointment, reappointment and removal of the external auditor.
- 3.3.6 To determine and oversee the process for the selection and appointment of the external auditor, making recommendations to the management board on any appointment.
- 3.3.7 To recommend the fees and terms of engagement of the external auditor.

3.4 Internal Audit

- 3.4.1 To review and approve the internal audit needs assessment and strategy, and the annual internal audit plan. To monitor the delivery of the plan, approving any changes made during the year in the context of a three-year audit plan.
- 3.4.2 To receive and consider reports from the internal auditor and the proposed management response, and to obtain assurance that internal audit recommendations are implemented by management as timetabled.
- 3.4.3 To receive and review the annual report from the internal auditor.
- 3.4.4 To review and appraise the effectiveness of the approach, nature and scope of internal audit activities, and compliance with professional standards, good practice guidance and any performance indicators.
- 3.4.5 To consider and make recommendations to the management board on internal audit arrangements, including the appointment, reappointment or otherwise, fees, terms of engagement, etc. of the internal auditor.
- 3.4.6 To determine and oversee the process for the selection of the internal auditor where required.

3.5 Internal control and risk management

- 3.5.1 To keep under review the effectiveness of the internal controls and risk management system.
- 3.5.2 To undertake at least annually a comprehensive review of FPHA's strategic risk maps.
- 3.5.3 To receive at each meeting a summary report on material new and emerging risks, and on material changes in existing risk ratings or the risk climate.
- 3.5.4 To provide assurance to the management board that risk management and internal controls are embedded in the culture of the organisation.
- 3.5.5 To commission special investigations into matters of particular concern relating to internal control, independently of the management board.
- 3.5.6 To receive reports relating to actual or attempted fraudulent activity, and to ensure that the impact of such alleged activity on the framework of internal controls is properly assessed, recommending changes where appropriate.

3.6 Other responsibilities

- 3.6.1 To receive, as appropriate, reports on any governance, regulatory or compliance issues which may affect the operation of the Audit & Risk Sub-Committee, or the scope or extent of its responsibilities.
- 3.6.2 To ensure that appropriate business continuity and contingency plans are in place and are tested regularly.

- 3.6.3 Audit & Risk Sub-Committee members shall be provided with appropriate and timely training both by way of induction for new members, and on an ongoing basis for all members.

4. Accountability and assurance

- 4.1 The Audit & Risk Sub-Committee is accountable to the FPHA management board for the fulfilment of responsibilities delegated to it under this remit and FPHA's scheme of delegated authority, as set out in Standing Orders. Sub-Board members must receive adequate training to enable them to discharge these responsibilities appropriately.
- 4.2 The management board will obtain assurance on the Audit & Risk Sub-Committee's work via minutes which will be presented for information to the next available management board meeting (in draft form, if necessary). The Chair of the Audit & Risk Sub-Committee will ensure that key issues are brought promptly to the attention of the management board, and has the right to speak on matters of concern at any board meeting.
- 4.3 The Audit & Risk Sub-Committee will present a report annually to the management board on its work.

5. Authority and access

- 5.1 The Audit & Risk Sub-Committee has an unfettered right of access to all information within the organisation. It expects the active co-operation of any employees so as to be able to carry out its responsibilities. It may obtain independent legal or other professional advice, within reasonable budgetary constraints.
- 5.2 The Chair of the Audit & Risk Sub-Committee will meet as necessary with the external and internal auditors. The auditors will have direct access to the Chair of the Audit & Risk Sub-Committee to ensure the independence of the audit functions.

6. Meetings

- 6.1 The Audit & Risk Sub-Committee will meet at least three times a year.

7. Attendance

- 7.1 The Audit & Risk Sub-Committee shall meet on its own when required.
- 7.2 Senior staff and others may attend all or part of meetings at the invitation of the board. Attendees will normally include:
- Chief Executive
 - Most senior finance officer/Finance Agent
 - Minute Secretary
 - Internal auditor
 - External auditor as required

- Other staff as required

7.3 At least annually, the Audit & Risk Sub-Committee shall meet in a closed session with the external and internal auditors.

8. Quorum

8.1 A quorum for any meeting will be three Sub-committee members. Co-optees do not count towards the quorum.

9. Review date

9.1 This remit was approved by the management board in January 2020. It can only be amended with the approval of the board. It will be reviewed no later than February 2023.

APPENDIX 2b

Staffing Sub-Committee Remit

1. Role of the Sub-Committee

- 1.1 The Staffing Sub-Committee has been established by the management board to support the delivery of staffing-related objectives set out in Ferguslie Park Housing Association's (FPHA's) business plan, and to advise it on matters relating to staffing and human resource matters, including pay and terms and conditions of service, and health and safety, and equalities and diversity matters.
- 1.2 It is a sub-committee of the FPHA management board, and is accountable to the management board for the fulfilment of its responsibilities. It has delegated authority to make decisions and approve actions in accordance with this remit and the terms of the approved scheme of delegation of authority, as set out in FPHA's Standing Orders.
- 1.3 At all times, the Sub-Committee will ensure that its activities are carried out in accordance with FPHA's Rules, Standing Orders, relevant policies, the Scottish Housing Regulator's requirements and expectations, relevant legislation and recognised good practice. The Sub-Committee cannot undertake any functions that are reserved to the management board, nor can it act without the management board's approval on any matters not specifically delegated to it within the terms of this remit.

2. Membership

- 2.1 Members of the Staffing Sub-Committee will be appointed annually by the management board, at its first meeting following the AGM. Appointments to the Staffing Sub-Committee will normally be for a minimum of three years, subject to continuing membership of the management board and this annual appointment process, in order to gain experience in dealing with staff matters, and to ensure stability and consistency of treatment for employees.
- 2.2 Membership of the Staffing Sub-Committee will be a minimum of three elected management board members, and a maximum of six members. Not more than a third of its members may be co-optees, and all co-options must be approved by the management board.
- 2.3 The Chair of the Staffing Sub-Committee will be appointed annually by the management board, and must be an elected management board member, but cannot be the Chairperson of the management board. In the absence of the appointed Chair at a meeting, the remaining members shall elect one of themselves to chair the meeting.
- 2.4 Changes to the membership or Chair of the Staffing Sub-Committee prior to the next AGM must be approved by the management board.

3. Responsibilities

3.1 General

- 3.1.1 To oversee the human resources aspects of FPHA's business, taking decisions and approving actions in relation to FPHA's role as employer in specific areas of delegation.
- 3.1.2 To ensure that FPHA is effectively discharging its obligations with respect to health and safety management.
- 3.1.3 To keep under review and improve outcomes in respect of FPHA's objective to eliminate discrimination, advance equality and foster good relations in all areas of its work.

3.2 Staff recruitment and induction

- 3.2.1 To oversee the process for the selection and recruitment of staff, particularly for those roles where management board members are designated to participate in the recruitment process. To approve significant changes to job descriptions.
- 3.2.2 To receive assurance about the effective application of the staff recruitment and induction policies.

3.3 Appraisal, training and development

- 3.3.1 To receive assurance about the effective application of the staff appraisal and supervision system, and training and development policies, including reports regarding the implementation and outcome of the annual training plan.

3.4 Pay and terms and conditions of employment

- 3.4.1 To make decisions about discretionary matters relating to overtime, annual or other leave entitlement, or other issues arising in interpreting the application of the EVH terms and conditions of service – FPHA is a full member of Employers in Voluntary Housing (EVH), and as such adopts all relevant pay awards (subject to affordability). Approval of any pay awards is a management board responsibility. All staff are employed under EVH Terms and Conditions of Employment. Any decision about future membership of EVH is the management board's responsibility.

3.5 Grievance, discipline and redundancy

- 3.5.1 To conduct hearings (normally by a panel of three Staffing Committee members designated by the Chair of the Staffing Committee) and make and communicate decisions on the outcome of all **grievances** at stage 3 of the

EVH grievance procedure, all in accordance with the EVH Terms and Conditions of Employment.

- 3.5.2 To administer appropriate stages of the EVH **disciplinary procedure**, including conducting all hearings to address allegations of gross misconduct (normally by a panel of three members – see 3.5.1 above). This Disciplinary Panel has delegated authority to instruct any appropriate sanction arising from such hearings, up to and including dismissal.
- 3.5.3 Any serious complaint or grievance made against the senior member of staff must be handled in accordance with Appendix 2 of the Scottish Housing Regulator’s regulatory guidance on notifiable events. The Chair of the management board should agree with the Chair of the Staffing Sub-Committee how the matter should be dealt with, and notify the Regulator accordingly. Any necessary independent professional advice should be taken. Normally, this will involve investigation by an independent, external party, and a hearing conducted by the Staffing Sub-Committee.
- 3.5.3 To conduct and make decisions about appeal hearings (normally by a panel of three members – see 3.5.1 above) for any staff dissatisfied with their **selection for redundancy**, all in accordance with the EVH Terms and Conditions of Employment. Such panel members should take no part in the selection process of those to be made redundant. It should be noted that the management board has responsibility for organisation development matters, including any staff structure reviews or changes to the staffing establishment.

3.6 Absence management

- 3.6.1 To oversee the effective application of the absence management system, receiving periodic reports on sickness absence, and the application of agreed policies and procedures to staff with long-term absence.

3.7 Health and Safety

- 3.7.1 To ensure that FPHA is fulfilling all its health and safety obligations as set out in the EVH Terms and Conditions of Employment, including reporting of accidents, wearing of protective clothing and first aid training.
- 3.7.2 To ensure that up-to-date versions of all policies and procedures, including the Health and Safety Manual, are available on the staff intranet system, and that updates to the Manual are pro-actively monitored, with appropriate action implemented in a timely way. Also that an appropriate induction/training programme for staff and board is in place and operating effectively
- 3.7.3 To ensure that periodic independent compliance audits are carried out, and agreed recommendations are followed up and implemented.

3.8 Equal opportunities and diversity

- 3.8.1 To receive assurance on the effectiveness of training programmes and actions taken in pursuit of achieving the objectives set out in FPHA’s equalities and diversity policies and procedures.

3.9 Policy review

- 3.9.1 To oversee the review of all policies designated within FPHA's policy schedule as Human Resources policies, plus any health and safety and equalities policies, including the manner of review, ensuring that the agreed review cycle is maintained, and careful scrutiny of all proposals for change.
- 3.9.2 To agree a final draft of each such reviewed policy, for recommendation to the FPHA management board for adoption.

4. Accountability and assurance

- 4.1 The Staffing Sub-Committee is accountable to the management board for the fulfilment of responsibilities delegated to it under this remit and FPHA's scheme of delegated authority, as set out in Standing Orders. Sub-Committee members must receive adequate training to enable them to discharge these responsibilities appropriately.
- 4.2 The management board will obtain assurance on the Staffing Committee's work via minutes which will be presented for information to the next management board meeting (in draft form, if necessary). The Chair will ensure that key issues are brought promptly to the attention of the management board.
- 4.3 The Staffing Sub-Committee will conduct an annual self-assessment of the effectiveness of its work, and make changes as appropriate to improve its performance.
- 4.4 The Staffing Sub-Committee will present a report annually to the management board on its work.
- 4.5 The Staffing Sub-Committee may obtain independent legal/professional advice, within reasonable budgetary constraints.

5. Meetings

- 5.1 The Staffing Sub-Committee will meet at least three times a year.

6. Quorum

- 6.1 A quorum for any meeting will be three full board members. Co-optees do not count towards the quorum.

7. Attendance

- 7.1 The Staffing Sub-Committee shall meet on its own when required.
- 7.2 Senior staff and others may attend all or part of meetings at the invitation of the board. Attendees will normally include:
- Chief Executive
 - Minute Secretary
 - Other staff as required

7.3 The Chief Executive is responsible for servicing this sub-committee, including liaising with the Chair regarding the agenda for meetings; lead responsibility for co-ordinating the preparation and distribution of papers for the meeting according to agreed timescales; and arranging for minute-taking.

8. Review

8.1 This remit was approved by the management board in January 2020. It can only be amended with the approval of the management board, and will be reviewed no later than February 2023.

APPENDIX 3

Role of Management Board Members

1. Introduction

This statement sets out the roles and responsibilities associated with being a Management Board member of Ferguslie Park Housing Association. It should be read in conjunction with the association's Rules and Standing Orders.

Ferguslie Park Housing Association is a Registered Social Landlord and a Scottish Charity and is based on the principles of good governance and takes account of (and is compliant with) the expectations of the Regulatory Standards of Governance and Financial Management for Scottish RSLs and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).

Ferguslie Park Housing Association encourages people who are interested in the Association and its activities to seek membership of the association. Ferguslie Park Housing Association encourages members to seek election as a member of its Management Board and is committed to ensuring broad representation from the communities that it serves.

2. Key expectations

The Board's role is to ensure that the association is managed in the best interests of its tenants; efficiently, effectively and in accordance with the requirements of the law, regulatory and financial requirements and best practice. The Board should conform to the highest standards of performance and conduct.

The Board operates under the leadership and guidance of the Chair and works in partnership with the Chief Executive and the Senior Management Team.

Ferguslie Park Housing Association has agreed a Code of Conduct for Board members, which every member is required to sign on an annual basis.

Each member must accept and share collective responsibility for the decisions taken by the Management Board. Each Board member is expected to contribute actively and constructively to the work of the association. All members are equally responsible for the decisions made.

Each member must always act only in the best interests of the association, its tenants and other service users, and not on behalf of any interest group, constituency or other organisation. Board members cannot act in a personal capacity to benefit themselves or someone they know.

The roles and responsibilities set out in this statement apply to all members of the Board, including co-opted members.

3. Key responsibilities

The key responsibilities associated with being a Board member of Ferguslie Park Housing Association are:

- To oversee and set the long-term strategic direction for the association

- To ensure that the Board fulfils its duties and responsibilities for the proper governance of the association
- To determine and regularly review the association's values, strategic aims and performance standards
- To promote and uphold the association's values
- To ensure the association is adequately resourced to achieve its objectives and meet its obligations
- To approve key policies to allow the organisation to achieve its objectives
- To ensure that performance is monitored and managed through internal controls and delegation
- To ensure that the association operates within and is compliant, with the relevant legal, financial and regulatory frameworks.

4. Duties and tasks to fulfil the key responsibilities

- Set the strategic objectives for the association
- Approve policies and plans to achieve those objectives
- Ensure that risks are assessed, reviewed regularly and an effective risk management framework is maintained
- Ensure they receive regular financial information, be satisfied as to the integrity of the financial information, and ensure that lender requirements are complied with
- Approve each year's accounts prior to publication and approve each year's budget and business plan
- Be satisfied that the association's affairs are conducted lawfully and in accordance with regulatory requirements and accepted standards of performance and probity
- Ensure there are appropriate mechanisms, both internal and external, to verify that the Board receives an accurate picture of how the organisation is performing
- Ensure that internal controls and systems are audited and reviewed regularly
- Monitor the association's performance in relation to plans, budgets, controls, decisions and against the Scottish Social Housing Charter
- Determine and oversee a framework of delegation and systems of control
- Appoint and, if necessary dismiss, the Chief Executive and participate in the appointment of the Management Team
- Attend and participate in reviews of the Management Board performance, and in an annual review of your individual contribution to the association's governance
- Ensure that tenants, other service users, association members and other stakeholders are effectively engaged with

- Act at all times in the best interests of the association, complying with the code of conduct and ensuring your behaviour as a Board member models the values of the organisation
- Represent Ferguslie Park Housing Association positively in the local and wider communities and when attending meetings and other events
- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the Management Board and sub-committees
- Contribute effectively to discussions and decision making
- Take part in training and other learning opportunities
- Respect and maintain confidentiality
- Treat colleagues with respect and foster positive and effective working relationships within the Management Board and between the Management Board and staff
- Be aware of and comply with the restrictions on payments and benefits
- Register any relevant interests as soon as they arise and comply with Ferguslie Park Housing Association policy on managing conflicts of interest
- Keep up to date on current developments and thinking in the housing sector

5. Time commitment

The annual time commitment for Board members is estimated as equivalent to 14 days, broken down as follows:

- Attendance at up to 11 regular meetings of the Management Board
- Reading and preparation for Board meetings
- Attendance at up to 8 sub-committee meetings
- Reading and preparation for sub-committee meetings
- Attendance at annual planning and review events (including individual review meetings)
- Attendance at Annual General Meeting
- Attendance at openings and site visits
- Attendance at internal briefing and training events
- External training and conference attendance (may include overnight stay or weekend)

Appendix 4

Scheme of Delegated Authority

1). Strategy, Policy and Performance

Reserved to Management Board	Delegated to Sub-Committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the policy of the Association, including changes to existing policy and any new activities. 2. Approval of the Association's Business Plan and all other plans or documents that fall within the strategic role of the Management Board. 3. Monitoring and overview of the financial, organisational and service performance of the Association. 4. Ensuring that the Association meets its legal, regulatory and constitutional obligations. 5. Entering into strategic partnerships, constitutional or otherwise, with other organisations, and agreeing the terms of any agreement for joint enterprises, cross-provision of services, etc. 	<ol style="list-style-type: none"> 1. Monitoring service/business performance for matters within each sub-committee's remit. 2. Review of policies falling within each sub- committee's remit, and recommendation to management board of any proposed changes. 	<ol style="list-style-type: none"> 1. Implementation of the Business Plan and other strategies approved by the Management Board. 2. Provision of regular reports to the Management Board and sub- committees in relation to all aspects of the Association's performance. 3. Preparation and issue of all information and publicity materials regarding service standards and performance.

1. Governance

Reserved to Management Board	Delegated to Sub-Committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the Association's membership policy. 2. Approval/refusal of applications for membership of the Association. 3. Appointment of the Association's office bearers. 4. The establishment and dissolution of sub-committees; approval of their remits and delegated powers; and appointment of their members. 5. Filling of any casual vacancies, and the appointment/replacement of co-opted members of the Management Board or sub-committees. 6. Removal of board members, where required. 7. Approval of the Association's delegated authority arrangements, Standing Orders and Financial Regulations. 8. Approval of the creation or dissolution of subsidiaries, and appointment of directors to subsidiaries and other bodies. 9. Approval of discretionary payments and benefits decisions. 10. Approval of use of the Association's seal. 		<ol style="list-style-type: none"> 1. Processing of applications for membership. 2. Maintaining the Association's register of shareholders. 3. Administration and cancellation of shares, as provided for in the Association's Rules. 4. Maintaining the Association's Register of Interests, and any other registers required by FPHA's Rules

2. Financial Management

Reserved to Management Board	Delegated to Audit/Risk Cttee	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the Association's annual budget, and any subsequent revisions. 2. Approval of quarterly management accounts. 3. Ensuring that the Association is meeting its obligations to funders. 4. Approval of financial projections and the Association's business plan including overall private borrowing strategy, limits and levels. 5. Approval of spending levels beyond those allowed for by sub-committees and staff, including additional borrowing outwith the business plan and/or existing borrowing limits. 6. Approval of the annual financial statements, prior to the Association's AGM. 7. Approval of any borrowing and the granting of security over the Association's assets. 8. Disposal of any property/assets. 9. Committing, authorising and signing off expenditure/payment by authorised signatories as set out in the Financial Regulations. 	<ol style="list-style-type: none"> 1. Authorisation of expenditure, where permitted by the Standing Orders and Financial Regulations. 2. Consideration of draft annual financial statements for recommendation to the Management Board. 3. Approval of accounting policy changes 4. Review of the Association's financial and risk management policies, recommending proposed changes to the management board. 5. Review of the Association's business continuity and contingency plans, including oversight of testing arrangements. 	<ol style="list-style-type: none"> 1. Implementation of the financial policies, plans and strategies approved by the Management Board and relevant sub-committees. 2. Expenditure within the Association's approved budget (subject to the limits specified in the Association's Financial Regulations, policies and procedures), including monitoring and reporting on financial performance. 3. Authorisation of expenditure in excess of the Association's approved budget, in emergency situations. 4. Authorisation of expenditure and the making of payments, in accordance with the standing orders and financial regulations/procedures. 5. The collection, security, banking and recording of all income received by the Association. 6. Maintenance and control of the Association's bank accounts (including payments and the moving of monies by electronic means), in accordance with the Association's Financial Regulations and Procedures.

3. Financial Management continued

Reserved to Management Board	Delegated to Sub-committees	Delegated to the Management
<p>10. Approval of write-off of irrecoverable debt</p> <p>11. Agreeing the opening and closure of bank or building society accounts, including details of authorised signatories</p> <p>12. Approval of the Treasury Management Policy, and monitoring compliance with same.</p>		<p>7. Treasury management transactions and executive decisions relating to investments and cash management, in accordance with the Association's Treasury Management Policy.</p> <p>8. Payroll administration, control of petty cash and the payment of expenses to the Association's employees and Management Board members within the terms of the relevant policy.</p> <p>9. Administration of taxation payments, including those relating to VAT, PAYE and National Insurance.</p>

4. Risk Management and Audit

Reserved to Management Board	Delegated to Audit/Risk Cttee	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the Association's Risk Management Policy. 2. Consideration of all matters involving substantive and material risks to the Association's solvency, reputation and ability to meet its statutory and contractual obligations. 3. Receipt of the external auditor's Management Letter and approval of the Association's formal response. 4. Receipt and approval of a report from the sub-committee on internal controls assurance, including the annual outcome of the internal audit process. 5. Formal appointment of the Association's external and internal auditors, and annual re-appointment of external auditor. 	<ol style="list-style-type: none"> 1. Monitor implementation of the Association's Risk Management Policy, reporting on any substantive and material risks to the Management Board. 2. Selection of the Association's external and internal auditors. 3. Issue of external auditor's Letter of Engagement and approval of proposed programme/approach. 4. Approval of internal audit needs assessment and programme of internal audit. 5. Review external/internal auditor recommendations and the external auditor's Management Letter, make recommendations to the Management Board regarding the response to that Letter, and monitor implementation of agreed recommendations. 6. Keep under review the effectiveness of internal control systems. 7. Monitor the effectiveness of external and internal audit services. 8. Instruct investigations into any irregularities or failures in FPHA's management and control systems. 	<ol style="list-style-type: none"> 1. Implementation of the Association's Risk Management Policy and procedures, including preparation and maintenance of risk maps. 2. Routine liaison with the external and internal auditor. 3. Implementation of auditors' recommendations and submission of monitoring/progress reports to Audit & Risk Sub-Committee.

5. Staffing, Employment and Health and Safety

Reserved to Management Board	Delegated to Staffing S/Cttee	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Appointment and appraisal of FPHA's Chief Executive. 2. Approve the Association's human resources, health and safety and equality and diversity policies. 3. Approval of staff structure changes, including any permanent increases or reductions in staffing establishment. 4. Approval of the Association's pay structure and terms and conditions of employment, including any annual pay increase. 	<ol style="list-style-type: none"> 1. Review of the Association's human resources policies, making recommendations to management board about any proposed changes. 2. Make decisions on discretionary areas in the EVH terms and conditions of employment including overtime payments, annual or other leave entitlement and individual job re-evaluation matters. 3. Review of Health and Safety Policy and monitoring of compliance with the Association's obligations. 4. Oversight of the Association's action plans, training, etc to achieve compliance with the Association's equality and diversity policies, objectives and legal obligations. 5. Consider and decide grievance, disciplinary or appeal against redundancy selection cases needing board involvement, including the power to impose any appropriate disciplinary sanction, including dismissal. 6. Oversight of recruitment, including arrangements for interview panels and for promotions; selection of senior staff. 	<ol style="list-style-type: none"> 1. Recruitment and employment of temporary staff (provided recruitment is approved and costs are within the approved staffing budget). 2. Advertising job vacancies (established and temporary posts). 3. Recruitment and selection of staff (other than the Association's Chief Executive and Management Team members), for Grades 1 to 6 including promotions and temporary posts. 4. Issuing of employment contracts. 5. All operational human resources management issues which fall within the conditions of service and the Association's established policies. 6. Payroll and pension's administration and payment of staff expenses and overtime payments. 7. Grievances and disciplinary action (excluding matters relating to the Chief Executive and individual cases requiring board involvement).

5. Staffing, Employment and Health and Safety continued

Reserved to Management Board	Delegated to Staffing Sub Committee	Delegated to the Management Team
	<p>7. Authority to obtain independent legal or other professional advice, subject to budgetary provision.</p>	<p>8. Operational management of the Association's responsibilities as an employer in relation to health and safety management.</p>

6. Housing Services

Reserved to Management Board	Delegated to sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of annual rent, service charge and other management charge increases. 2. Approval of the granting of tenancies or other tenancy-related matters in connection with the Association's Entitlements, Payments and Benefits Policy. 3. Hearing of appeals regarding complaints submitted by all service users. 4. Approval of all housing management related policies and service standards. 5. Approval and monitoring of strategies for service development and improvement. 6. Approval of the overall terms of the Association's tenancy agreement and other occupancy agreements. 7. Approval to enter into management agreements or leases with third parties relating to housing properties. 8. Scrutiny of performance and levels of tenant satisfaction in connection with the housing service. 		<ol style="list-style-type: none"> 1. Interpretation and implementation of the policies and service plans approved by Board. 2. Management of empty properties. 3. The allocation of properties, unless prior Board approval is required under the Entitlements, Payments and Benefits Policy. 4. The provision of accommodation for homeless persons, under Section 5 of the Housing (Scotland) Act 2001. 5. The granting and signing of Scottish Secure Tenancies, Short Scottish Secure Tenancies and any other forms of occupancy agreement approved by Board. 6. All matters relating to the management of tenancies. 7. The provision of tenancy support services in accordance with the Association's policies and budgetary arrangements. 8. Making all statutory payments to tenants and any discretionary payments within the terms of the Board's policies.

6. Housing Services continued

Reserved to Management Board	Delegated to Sub-committees	Delegated to the Management Team
<p>9. Approval of any proposal for eviction of any of the Association's tenants.</p> <p>10. Approval for the writing off of tenant or former tenant arrears, and rechargeable repair costs.</p>		<p>11. All matters relating to the collection of rents, service charges and factoring charges, arrears recovery, including issuing NOSP's, applications for court hearings to seek eviction and recommending decisions to seek eviction to management board for approval.</p> <p>12. Enforcement of decrees for eviction.</p> <p>13. Implementation of the Tenant Participation Strategy.</p> <p>14. All matters relating to neighbour relations and anti-social behavior, in accordance with approved policies, including initiation of ASBOs or equivalent.</p> <p>15. Implementation of the Estate Management Policy and all expenditure relating to estate management services, within the budget approved by the Management Board.</p> <p>16. The management of leases and management agreements with third parties.</p>

6. Housing Services continued

Reserved to Management Board	Delegated to Sub-committees	Delegated to the Management Team
<p>9. Authorisation of any property sales, whether as part of asset management strategy, or under right to buy arrangements</p>		<p>17. Assessment of tenant complaints and appeals, including the preparation of reports where complaints and appeals are referred for consideration by the Management Board.</p> <p>18. Processing of Right to Buy sales.</p>

7. Maintenance

Reserved to Management Board	Delegated to sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the Association's annual revenue and capital budgets for repairs and planned maintenance works, and their related works programmes. 2. Approval of the Association's overall asset management strategy and all other maintenance-related policies. 3. Settlement of any contractual claims. 4. Approval of the Association's procurement and tendering policies. 5. Approval of procurement arrangements and entering into contracts for maintenance works. 6. Approval of consultant and contractor procurement lists, including any additions and deletions. 7. Approval and monitoring of the Association's Scottish Housing Quality Standards and EESSH delivery plans. 		<ol style="list-style-type: none"> 1. Adding contractors to the Association's approved list on a trial basis pending full acceptance onto approved list. 2. Preparation of reports and recommendations on additions to or removal from approved list of consultants and contractors. 3. Selection and appointment of contractors and consultants within approved delegation/Financial Regulations. 4. Instructing all repairs and maintenance works, within the budgets approved by the Board and in accordance with the Financial Regulations 5. Implementation of gas servicing programme and all related matters, reporting to management board on performance against targets and any failure to meet the Association's legal obligations.

7. Maintenance

Reserved to Management Board	Delegated to sub-committees	Delegated to the Management Team
		<ul style="list-style-type: none"> 7. Instructing all works for which the Association is responsible under the tenancy agreement, including those of an emergency nature. 8. Applying the tenant recharge policy for the cost of repairs. 9. Quality management and inspections. 10. Preparation and issue of all information and publicity materials regarding service standards and performance. 11. Statutory and discretionary payments to tenants, within the policies approved by the management board. 12. Approval/refusal of tenant requests to carry out alterations/improvements, in accordance with policy. 13. Ensuring compliance with the Association's health and safety obligations, including keeping the management board informed of any failure to meet legal obligations. 14. Assessment of tenant/service user complaints and appeals, including the preparation of reports where complaints and appeals are referred for Board consideration.

8. Development

Reserved to Management Board	Delegated to Sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the Association's development strategy and Strategy and Development Funding Plan submission. 2. Purchase of any land and buildings for development. 3. Approval of any new development projects, including financial appraisal, housing mix, procurement strategy and methods, appointment of professional consultants, acceptance of HAG offers and entering into and signing construction contracts. 4. Approval of any development partnerships with other housing associations. 5. Settlement of contractual claims. 6. Approval of all development-related policies, including design and specification standards. 7. Monitoring of development progress, including scheme and contract expenditure, performance against grant planning targets, etc. 8. Approval of additional expenditure on individual contracts, in excess of any delegated authority to staff. 		<ol style="list-style-type: none"> 1. Authorising applications for statutory permissions and consents. 2. Selection of consultants and contractors, development agents, etc. subject to management board approval. 3. Supervision and performance review of professional consultants. 4. Issuing client instructions to the Association's professional consultants and contractors, as required. 5. Monitoring contract costs and progress. 6. Making HAG submissions to the relevant authority. 7. Making funding submissions re wider role to all relevant funding bodies, in line with approved strategies and business plan objectives. 8. Approval of home loss or disturbance payments.

8. Development

Reserved to Management Board	Delegated to Sub-committees	Delegated to the Management Team
		<p>9. Submission of applications for Section 66 consent from the Scottish Housing Regulator.</p> <p>10. Ensuring compliance with the Association's health and safety obligations, including the preparation of health and safety plans and files.</p> <p>11. Notifying the management board of any failure to meet the Association's statutory or contractual obligations, or of any circumstances where contracts are affected by material delays and/or cost increases in relation to the approved programme and contract sum.</p> <p>12. Approval of additional contract expenditure or other development-related expenditure, as provided for in Financial Regulations.</p> <p>13. Conducting a risk review in connection with any proposed new project, reporting risk scores and planned mitigation action as part of the project approval process.</p>

9. Approval, signing and submission of formal documents, and other matters

Reserved to Management Board	Delegated to Chair/Office Bearers	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approving annual returns to Scottish Government, OSCR and Scottish Housing Regulator 2. Agreeing authorised signatories for the purpose of completing legal documents with lenders, where the company seal is to be used, signing the annual financial statements, and generally entering into contracts on behalf of FPHA 	<ol style="list-style-type: none"> 1. Signing approved annual returns 2. Signing approved legal documents and agreements, in accordance with agreed delegation arrangements. 3. Line management of Chief Executive (Chair) 4. Approval of draft minutes of board/sub-committee meetings (Chair of the meeting) 	<ol style="list-style-type: none"> 1. Submitting signed annual returns 2. Signing agreed contracts, in accordance with delegated authority agreed by the management board 3. Submission of returns to the Financial Services Authority 4. Making statements to the press or other public statements on behalf of FPHA (Chief Executive only) 5. Preparation and issue of general, board and sub-committee meeting notices, agendas and papers, in consultation with meeting Chair