



**Drumchapel  
Housing**

Co-operative Limited

## **Standing Orders Policy**

**Approved by Board:** March 2023  
**Latest Review Date:** March 2028

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# Standing Orders

## 1. Introduction

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

## 2. The Management Board

- 2.1 The Board is responsible for
  - Providing effective leadership, control, and direction of DHC's affairs.
  - Exercising good governance across all of our activities.
  - Ensuring we set and achieve our aims and objectives.
  - Ensuring that we comply with all legislative and regulatory requirements.
- 2.2 The Board has agreed a remit which specifies its responsibilities and duties which is **Appendix 1** of this document.
- 2.3 The Board will meet at least six times each year.

## 3. Sub-Committees

- 3.1 The Management Board of DHC has one sub-Committee that deals with matters related to audit, risk and staffing. The Audit, Risk and Staffing sub-Committee's responsibilities are detailed in the remits which have been agreed by the Board as outlined in **Appendix 2**. These remits will be monitored regularly and formally reviewed at least every three years.
- 3.2 The sub-Committee reports to, and is accountable to, the Board.
- 3.3 The Audit, Risk and Staffing sub-Committee will meet at least three times each year and will report on its activities to the next meeting of the Board.
- 3.4 It may obtain appropriate professional advice on relevant matters without reference to the Board, to enable it to fulfil its responsibilities, subject to the provisions of these standing orders and the agreed remits.

#### **4. Hearing and Appeals Panels**

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

#### **5. Working Groups and Advisory Panels**

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

#### **6. Membership**

##### **6.1 Management Board**

- 6.1.1 The Board will have not less than seven members appointed at the AGM. Membership of the Board will be not more than fifteen (including co-optees). The Rules set out the arrangements for the election, appointment and co-option of Board members and will always be followed.
- 6.1.2 Where a Board member fails to attend four consecutive meetings without special leave of absence previously being granted by the Board, the members ceases to be a Board member.

##### **6.2 Audit, Risk and Staffing sub-Committee**

- 6.2.1 The members of DHC's Audit, Risk and Staffing sub-Committee will be appointed by the Board at the first Board meeting following the AGM. There must be at least three members on the sub-Committee and no more than six. Co-opted members of the Board may be members of the sub-Committees, although they may not become office bearers and may not take part in any discussions or decisions relating to DHC's membership or the election of office bearers.
- 6.2.2 Committees may not co-opt additional members beyond those appointed from the Board unless by specific agreement of the Board upon request. Any Board

member may attend meetings of any Committee of which they are not a member as an observer.

6.2.3 Where a Board member fails to attend four consecutive meetings, without first obtaining leave of absence, the Board may require the Board member to resign from the Committee.

### **6.3 Hearing and Appeals Panels**

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

### **6.4 Advisory Groups and Working Parties**

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

### **6.5 Role of Members**

6.5.1 The Board has agreed a role description for its members included at **Appendix 3**. At least annually, the Board will identify the range of skills, knowledge and experience that it requires to fulfil the terms of its agreed remit. It may publicise the job description and identify the areas of skills, knowledge and experience required when inviting nominations for election to the Board.

6.5.2 The Board may co-opt anyone who is suitable to join the Board, provided that the total membership, including co-optees, does not exceed fifteen and the number of co-optees does not exceed a third.

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

6.5.4 In the event of a dispute, a majority of those attending a meeting of the Board, sub-Committee or working group may require a member to withdraw from the meeting, if the member fails to recognise the authority of the Chair.

## **7. Personal Interest**

7.1 The Board has agreed Codes of Conduct for Board members including arrangements for the declaration of conflicts of interest which are attached as **Appendix 4**. All Board members and staff must declare relevant interests in line with our procedures and confirm at least annually that their declaration is accurate.

7.2 Any potential conflicts of interest must be declared at the start of a meeting of the Board, all Committees, Working Groups and Hearing/Appeals Panels. All agendas will contain a standing item for declaration of interests. All declarations will be recorded in the Minutes. Board members will not normally be permitted to remain

during the discussion of a matter in which they have an interest, or to vote on it, and their withdrawal and return will be recorded in the Minutes. Where the members of the Board decide that the member may remain, they will not take part in the discussion nor participate in any vote on the matter. The reasons for the Board decision will be recorded in the Minutes.

## **8. Office Bearers**

- 8.1 At its first meeting following the AGM, the Board will elect a Chair, Vice-Chair, Company Secretary. The Board has agreed a remit for the Chair (Vice Chair) and also the Company Secretary which specify their roles, responsibilities and duties. These form **Appendix 5 and 6** respectively of these standing orders.
- 8.2 The Company Secretary can be a member of the Board or the Board can appoint the Director to perform this role.
- 8.3 In the absence of the Chair, the Vice-Chair will undertake his/her duties. Co-optees cannot be elected, or act, as office bearers except for the position of Secretary.
- 8.4 In the period between the AGM and the first meeting of the Board, the incumbent Chair or failing him/her, the incumbent Vice-Chair will continue to act in that role temporarily. In the event that neither the Chair or Vice-Chair remains as a member of the Board following the AGM, the elected Board will meet immediately after the AGM to elect office bearers to ensure that the efficient operation of business is not interrupted.
- 8.5 Chairs of Committees will also be appointed by Board at the first meeting after the AGM, as will convenors of working parties.
- 8.6 Office bearers must ensure that they liaise regularly and effectively with each other and with the Director and senior staff.
- 8.7 The sub-Committee is responsible for reporting to the Board on the decisions and actions taken by the sub-Committee and for ensuring that appropriate recommendations are made on matters requiring Board approval.
- 8.8 Where a decision requires to be taken on a matter not previously considered by the Board or sub-Committee, out with the schedule of meetings, and it is not practicable for a meeting (of either the Board or the sub-Committee) to be called, and failure to make a decision would be prejudicial to the interests of the organisation and/or its service users, the Director has delegated authority to consult with the Chair of the relevant Committee to make a decision and implement action, with a report being made to the next meeting of the Board or appropriate Committee for approval.
- 8.9 The Board and sub-Committee may delegate authority to the office bearers to make decisions and take action in respect of specific issues and within agreed principles between meetings. All such decisions and actions must be reported to the next meeting of the Board or sub-Committee.

## **9. Meetings**

- 9.1 All meetings will be held in venues which are accessible to all, meetings can be held

virtually as per the Rules adopted 2021.

- 9.2 A schedule of all meetings of the Board and sub-Committee will be agreed at the last Board meeting of the year.
- 9.3 In the event of a special meeting of the Board being called by the Chair, or two Board members, the provisions within the Rules which relate to special meetings will be applied.

## **10. Quorum**

- 10.1 The quorum for meetings of the Board is four.
- 10.2 The quorum for meetings of sub-Committee is three.
- 10.3 Co-optees do not count towards determining the quorum at either Board or sub-Committee meetings.
- 10.4 All members of a Hearing/Appeals Panel must be present for a meeting to proceed.
- 10.5 The quorum for working groups and advisory panels will be determined by the Board.

## **11. Business at Meetings**

- 11.1 At least seven days' advance notice of meetings will be given. The Board may determine the form of the notice to be provided, which can include electronic form. Notice of meetings must include an agenda of the business to be transacted and all supporting papers.
- 11.2 Urgent business which has not been notified in advance of the meeting may be considered (tabled report) if a majority of those attending the meeting agree.
- 11.3 The Chair/sub-Committee Chair and the Director will liaise over the preparation of the Agenda for meetings of the Board and the sub-Committees.
- 11.4 Members of the Board, sub-Committee, working groups and appeal panels may propose items for inclusion on the Agenda for a meeting by contacting the Chair of the Board/sub-Committee or the Director. The Chair will decide whether the item is to be included and the nature of any supporting papers required.

## **12. Chairing Meetings**

- 12.1 Where the Chair is not present at the appointed start of a meeting of the Board, the Vice-Chair will preside or, failing him/her, the Board members present will appoint another member, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.
- 12.2 Where the Chair of the sub-Committee or a working group or advisory panel is not present at the appointed start time, those members present may appoint one of their number, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.

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

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

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

### **13. Length of Meetings**

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

### **14. Staff Attendance at Meetings**

14.1 The Director and second in command will normally attend all meetings of the Board and sub-Committee with additional officers in attendance where appropriate.

14.2 The Director, in consultation with the Chair, may invite relevant staff to attend all or part of a Board or sub-Committee meetings where appropriate.

14.3 Staff attending meetings of the Board or sub-Committee will not be entitled to vote.

14.4 Staff may be required to leave a meeting of the Board or sub-Committee in the event of specific agenda item(s) being deemed to be taken in Private. This is unlikely to happen frequently, and the Director will normally remain during such discussions.

14.5 The Director will determine appropriate staff attendance and support for any working groups or advisory panels established by the Board.

14.6 The Director will attend meetings of hearing/appeals/advisory panels and working groups and act as Secretary, unless the matter being dealt with involves him or her directly.

### **15. Attendance of other Parties**

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

### **16. Minutes**

16.1 The minute of the meetings will be presented to the next meeting for approval and signature by the Chair.

- 16.2 Minutes of the sub-Committee will be presented to the next meeting of the Board once they have been approved by the sub-Committee for noting and approval of any recommendations relating to matters not delegated.
- 16.3 Minutes of Working Groups and Advisory Panels will be presented to the next meeting of the Board for noting and, where appropriate, approval, in accordance with the agreed remit and level of delegation.
- 16.4 In the case of Hearing/Appeals Panels, a report will be made to the Board or sub-Committee on the outcome of the Panel's consideration.
- 16.5 The Secretary has responsibility for ensuring the preparation and circulation of draft minutes for all meetings of the Board, sub-Committee and Working Groups/Advisory Panels.

## **17. Voting**

- 17.1 Decisions at meetings will normally be made by a show of hands and will be carried by a majority.
- 17.2 Where the members present are equally divided, the Chair will have a second or casting vote.
- 17.3 A member may request that his/her dissent from a decision is recorded in the Minutes of the meeting. Any member making such a request must not actively dissociate themselves from or criticise the decision in public.
- 17.4 Two members may request that a secret ballot is held about a specific issue. The Secretary will make the necessary arrangements for the secret ballot and will count the results before passing them to the Chair to be declared.
- 17.5 A vote to suspend Standing Orders must be supported by a majority of those present and will apply only to the meeting at which the vote is taken.

## **18. Openness and Confidentiality**

- 18.1 Once they have been approved, minutes of the meetings of the Board will be available to the public on our website or on request from our office.
- 18.2 Some items may require to be treated as confidential (for example those relating to individuals or groups of individuals) or commercially sensitive and be considered in Private and therefore will be the subject of a separate Confidential Minute excluded from public access.

## **19. Emergencies**

- 19.1 Nothing in these Standing Orders will prevent the effective implementation of approved emergency procedures that will apply in the event of a disaster or emergency situation arising.
- 19.2 Where emergency decisions are required and it is not practicable to hold a meeting of the Board or Office Bearers, the Chair (or in his/her absence, the Vice-

Chair) and Director (or in his/her absence, senior staff members) will take all necessary decisions to fulfil our responsibilities to service users and partners. All such decisions and actions must be reported to the Board at the earliest opportunity.

## 20. Delegated Authority

20.1 The Board is responsible for all decisions taken and actions carried out by or on behalf of the organisation. The Board recognises that good governance depends on a clear definition and understanding of the authorities which attach to Board and staff members. It also recognises that the successful implementation of strategies and plans require the establishment of effective and appropriate levels of delegation to ensure that activities and decisions are not unnecessarily delayed. Management Board and Senior Officer remit and delegated authority is attached at Appendix 1.

20.2 The Scheme of Delegated Authority has been approved by the Board and is set out below for that purpose.

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

20.4 Delegated authority to staff relates to operational responsibilities.

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

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

20.6 The Director, in consultation with senior staff, has authority to:

- Ensure the effective implementation of strategies, policies and plans
- Represent DHC on official business, consistent with agreed policies and procedures
- Carry out all necessary legal and financial duties to ensure compliance with statutory and regulatory requirements.

20.7 The Board has agreed the following specific Scheme of Delegation:

### Governance

Ref	Authority for	Delegated to
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DA 1.1	Approving Annual Returns to the Scottish Housing Regulator and Scottish Government  Annual Returns to the Scottish Housing Regulator and Scottish Government  Submission of Returns to the Scottish Housing Regulator and Scottish Government	Board  Board Approval of designated officer  Director or designated officer
DA 1.2	Annual Returns to OSCR  Submission of Returns to OSCR	Board Approval of designated officer  Director or designated officer
DA 1.3	Annual Returns to Financial Services Authority  Submission of Returns to Financial Services Authority	Board Approval of designated officer  Director or designated officer
DA 1.4	Approval of strategic and operational policies  Approval of Tender Policy	Board  Board
DA 1.5	Approval of authorised signatories	Board
DA 1.6	Approval of recommendation to the AGM on the appointment of the Auditors	Board
DA 1.7	Approval of appointment of internal auditors	Board, on recommendation from Audit, Risk and Staffing Sub-Committee
DA 1.8	Agree any remedial action identified by the internal auditor	Audit, Risk and Staffing sub-Committee
DA 1.9	Preparation and issue of notice, agenda, papers and minutes for meetings of Board	Director, in consultation with Chair/Vice Chair
DA 1.10	Approval of draft minutes of Board meetings	Approved by Board at next meeting

DA 1.11	Preparation and issue of notices, agenda, papers and minutes of sub-Committee	Director, in consultation with Chair
DA 1.12	Preparation and issue of notices, agenda, papers and minutes of Hearing/Appeals/Advisory Panels, and Working Groups (parties/groups/panels)	Director (unless the subject of a hearing or appeal) in consultation with respective Chairs
DA 1.13	Approval of draft minutes of sub-Committee meetings	Approved at the next sub-Committee meeting
DA 1.14	Preparation and issue of notice, agenda, papers and minutes for AGM	Secretary, in consultation with Chair and Director
DA 1.15	Approval and Monitoring of all Registers required by Regulators	Board
DA 1.16	Maintenance of all Registers required by Regulators	Director
DA 1.17	Agreeing inclusion of new Contractors and Consultants.  Maintenance of list of current contractors/consultants	Board  Maintenance
DA 1.18	Making/approving statements to the press or other public statements	Chair and/or Director
DA 1.19	Disposal of land and property requiring specific consent  Disposal of land and property covered by general consent	Board  Board
DA 1.20	Taking and granting of Leases	Board
DA 1.21	Approving Pension, death in service benefit arrangements and related Deeds.  Signature of Trust Deed documents  Day to day operation and signatory	Board  Chair and Company Secretary  Director, Senior Management team

## Finance and Resources

Ref	Authority for	Delegated to
DA 2.1	Approve additions and deletions to staffing	Board
DA 2.2	Approve changes to terms and conditions of employment	Board
DA 2.3	Development and negotiation of all issues relating to remuneration of staff, working environment, training and development and dignity at work	Audit, Risk and Staffing sub-Committee
DA 2.4	Recruitment of Director	Board
DA 2.5	Recruitment of senior staff	Director
DA 2.6	Recruitment of other staff	Senior Management Team/Line Manager
DA 2.7	Line Management of Director	Chair
DA 2.8	Line Management of senior staff	Director
DA 2.9	Line Management of all other staff	Line Manager
DA 2.10	Grievance and Disciplinary issues relating to Director	Chair and Office Bearers External Independent Person
DA 2.11	Grievance and Disciplinary issues relating to senior staff	Director
DA 2.12	Grievance and Disciplinary issues relating to all other staff	Line Manager
DA 2.13	Approving borrowing and investment strategies and principles	Board
DA 2.14	Agreeing Financial Regulations and Procedures	Board
DA 2.15	Approval of Annual Accounts	Board
DA 2.16	Approval of Budget	Board
DA 2.17	Monitoring financial performance and reporting to Board	Director, Senior Management Team, Operational Management Team,

		Finance Agent
DA 2.18	Ensuring annual audit carried out	Director, Senior Management Team and Finance Agent
DA 2.19	Agreeing and implementing remedial action identified in the course of the annual audit	Board
DA 2.20	Agreeing and overseeing the implementation of changes to accounting policies and practices	Board
DA 2.21	Agreeing the opening and closure of bank or building society accounts	Board
	Holding of all bank and cheque books and other financial documentation	Senior Management Team
DA 2.22	Approve the terms of all insurances	Director
DA 2.23	Agree internal management control systems	Audit, Risk and Staffing sub-Committee
DA 2.24	Incur and instruct payment of all items of budgeted expenditure within the terms of agreed budgets and financial regulations	Director and officers specifically identified in Financial Regulations
DA 2.25	Agree action to address short term cash flow difficulties	Board

### Housing and Estate Management

Ref	Authority for	Delegated to
DA 3.1	Signing tenancy agreements	Operational staff as appropriate
DA 3.2	Approval of the setting of annual rents and service charges	Board
DA 3.3	Agree to the writing off of arrears and credits within the terms of financial regulations	Board
DA 3.4	Agree to the writing off of rechargeable repairs or equivalent within the terms of financial regulations	Board

DA 3.5	Instructing Recovery Action for breach of tenancy conditions	Housing Officers
DA 3.6	Agreeing Eviction	Board
DA 3.7	Approving the terms of the periodic satisfaction survey and commissioning the project	Senior Management Team/Operational Management

### Development and Property Management

Ref	Authority for	Delegated to
DA 4.1	Negotiating terms for the acquisition of sites and making recommendations to Board	Director
	Approving Site Acquisition	Board
DA 4.2	Approving our submissions to the Local Authorities Strategic Housing Investment Plans (SHIP) /Strategic Local Programmes (SLP)	Board
	Approval for In Principle Commitment/ Outline Scheme Proposals to new development/stock growth	Board
	Approval to invest in new development/ stock growth	Board
DA 4.3	Ensuring any targets specified in the Local Authority's Strategic Housing Investment Plan (SHIP)/Strategic Local Programmes (SLP) are achieved	Director
DA 4.4	Approving outline scheme proposals	Board
DA 4.5	Agreeing savings to individual schemes: Up to 10% of agreed costs	Director
	Over 10% of agreed costs	Board

DA 4.6	Negotiating terms of loans to fund individual developments and making recommendations to the Board	Director, Senior Management Team and Finance Agent
DA 4.7	Ensuring borrowings and investments comply with statutory and regulatory requirements and Rules	Board, Director, Senior Management Team and Finance Agent
DA 4.8	Negotiating grant(s) to fund individual developments	Director, Senior Management Team and Finance Agent
DA 4.9	Appointment of Contractors and Consultants	Board, Director, Senior Management Team
	Appointment of Contractors and Consultants – New development	Board
DA 4.10	Approval of Claims against contractors/Consultants	Board
	Intimation of claims	Director, Senior Management Team and Operational Management Team

### Authorised Signatories

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

Ref	Authority for	Delegated to
DA 5.1	Legal documents	Normally Company Secretary together with appropriate Board members as and when required
DA 5.2	Contracts: Employment	Director
	Development Consultants For Works, Goods and Services	Director and Senior Management Team

DA 5.3	Annual Returns to Regulators and Scottish Government (including The Scottish Housing Regulator and OSCR)	Director or designated officer
DA 5.4	Invitations to Tender	see Financial Regulations and Procedures
DA 5.5	Local Authorities Strategic Housing Investment Plans (SHIP)/Strategic Local Programmes (SLP)	Director
DA 5.6	Tenancy Agreements	Operational staff as appropriate
DA 5.7	Scottish Government funding documentation	Director, Senior Management Team and Operational Management Team
DA 5.8	Grant Claims	Director, Senior Management Team and Operational Management Team
DA 5.9	Loan documentation	Board and Director
DA 5.10	Bank Signatories (for authorisation of cheques and/or electronic fund transfers)	Director, Chair, Officer Bearers plus two Board members
DA 5.11	Administrative Processing – i.e. ordering goods and services, authorising payroll transactions and initiating payments	As detailed in financial regulations and procedures

# APPENDIX 1

## Scheme of Delegated Authority – Management Board and Senior Officer

Area of Responsibility	Governing Body	Senior Officer
Role	Approval for strategy, policy, performance, implementation and variation	Accountable to GB and responsible providing advice and support by producing reports, discussion documents, strategies etc; ensuring the provision of appropriate/relevant professional and independent advice
Mission, Vision, Values	Purpose and focus Aim(s) Principles (e.g. fairness, transparency, engagement, accountability)	Operational delivery Evidencing implementation via operating practices
Organisational Culture	Defining expectations as to how the values will be exhibited in e.g. service delivery, communication, employment – reflected in policies and organisational practice	Evidencing implementation Advising GB on policy considerations /implications Overseeing effective implementation throughout organisation (policy development, implementation, practice) Effective/appropriate delegation to senior staff
Strategic/Business/Corporate Plan	Approving long- and medium-term strategic plan(s) Business planning Strategy and Development Funding Plan (SDFP) Oversight/monitoring implementation & outcomes Approving/overseeing recovery/remedial action Approving & overseeing implementation of business development plans	Advising GB Accessing appropriate specialist/professional advice Developing/drafting plans and strategies for consideration Supporting effective GB engagement in planning Evidencing/reporting to GB on implementation/performance/outcomes Exercising operational control and direction Initiating actions; monitoring outcomes;
Long-and short-term financial planning/ management	Financial forecasts demonstrating viability	Advising and supporting GB Accessing appropriate specialist / professional advice

Area of Responsibility	Governing Body	Senior Officer
	<p>Assumptions – ensuring reasonableness</p> <p>Scenario planning &amp; stress testing</p> <p>Treasury management policy/strategy &amp; planning</p> <p>Approving investment institutions, instruments and terms</p> <p>Approving borrowing terms</p> <p>Approving the opening and closing of bank accounts</p> <p>Agreeing thresholds for executive delegation (e.g. short-term deposits)</p> <p>Approving application(s) for company credit card(s); authorising users; agreement of individual and collective thresholds</p>	<p>Developing policies and strategies</p> <p>Evidencing/reporting to GB on implementation</p> <p>Monitoring performance / trends / outcomes</p> <p>Maintaining covenant compliance</p> <p>Managing borrowing and investments</p> <p>Overseeing SMT exercise of delegated authorities</p> <p>Evidencing compliance with policy &amp; GB decision-making</p>
Risk	<p>Identification &amp; review of key strategic/ operational risks</p> <p>Identification of risk appetite</p> <p>Approval of risk management framework</p>	<p>Implementing operational risk management</p> <p>Evidencing effective implementation</p> <p>Management; mitigation &amp; monitoring of all risks</p> <p>Maintaining adequate insurance</p> <p>Maintenance of up-to-date stock condition information</p>
Finance & Budget	<p>Recommend appointment of Auditors to AGM</p> <p>Consider annual Management letter/Letter of Representation</p> <p>Annual budget approval</p> <p>Annual rent increase</p> <p>Periodic budget oversight &amp; monitoring</p> <p>Approval of budget variances above agreed thresholds</p>	<p>Implementing and ensuring achievement of budget</p> <p>Preparation of all management reports</p> <p>Presentation of supporting information/evidence to inform GB decision-making</p> <p>Approving budget virement within delegated authority</p>
Legal Compliance	<p>Health and safety</p> <p>Employment</p> <p>Tenancy (including allocations &amp; lettings)</p> <p>Homelessness</p>	<p>Advising GB on all obligations</p> <p>Ensuring and evidencing organisational compliance</p> <p>Effective delegation</p>

Area of Responsibility	Governing Body	Senior Officer
	Environmental Equalities Freedom of Information Charities Whistleblowing Contractual terms Public Procurement Statutory Consent	Ensuring access to required knowledge & expertise (internal & external sources) Maintenance & implementation of all organisational policies Implementing & observing all safety requirements Maintaining all necessary certificates Ensuring implementation of all necessary procedures (internal and external) to achieve compliance
Regulatory Compliance	Ensuring compliance with Regulatory Standards of Governance and Financial Management; overseeing/maintaining evidence of compliance Approving Annual Assurance Statement; oversight of implementation of improvement plans Ensuring timely submission of all required regulatory returns Appointing internal auditors <sup>1</sup> ; approval of annual IA plan Approving: <ul style="list-style-type: none"> <li>• ARC</li> <li>• Five/Thirty Year Financial Projections</li> <li>• Loan Portfolio Return(s)</li> </ul> Ensuring compliance with Notifiable Events requirements; overseeing resolution of NEs Obtaining required regulatory Consent(s) Ensuring compliance with OSCR reporting requirements	Preparation of all required submissions Ensuring timely GB consideration Provision of all supporting information Obtaining and reporting on independent validation Development & maintenance of assurance evidence bank Management of internal audit programme; development of management responses; reporting to GB Implementation of IA recommendations Preparation of all regulatory returns Liaison with SHR

Area of Responsibility	Governing Body	Senior Officer
	Ensuring compliance with Companies House requirements	
Constitutional Compliance	<p>Ensuring compliance with:</p> <ul style="list-style-type: none"> <li>Co-operative and Community Benefits Act (2014)</li> <li>Companies Act (2006)</li> <li>Charity Trustees and Investment (Scotland) Act (2005)</li> </ul> <p>Approving Rules and amendments</p> <p>Conduct of GB meetings in accordance with rules (e.g. quorum, minutes, conflicts of interest)</p> <p>Conduct of AGM in accordance with Rules</p> <p>Oversight of elections and retirements from the GB</p> <p>Election of Chair and other office-bearers</p> <p>Compliance with 9-year 'rule'</p>	<p>Ensuring &amp; evidencing compliance</p> <p>Supporting OBs &amp; GB in fulfilling constitutional responsibilities</p> <p>Obtaining legal/specialist advice to support compliance</p> <p>Ensuring AGM and GB elections conducted as required</p> <p>Ensuring all GB meetings are appropriately constituted, conducted &amp; recorded</p> <p>Supporting annual programme of GB reviews/appraisals</p> <p>Supporting pro-active GB recruitment &amp; succession planning</p>
Tenant and Resident Safety & Quality Compliance	<p>Ensuring compliance with:</p> <ul style="list-style-type: none"> <li>• Health and Safety obligations</li> <li>• SHQS</li> <li>• EESSH (and subsequent development)</li> <li>• SSHC</li> </ul> <p>Oversight of Tenant Satisfaction Survey(s)</p>	<p>Delivery of all plans, strategies &amp; actions to achieve &amp; maintain standards</p> <p>Preparation of all required records &amp; returns</p> <p>Evidencing/reporting compliance</p> <p>Conduct of Tenant Satisfaction Surveys; reporting &amp; acting on outcomes</p>
Contract Compliance	<p>Agreeing contract terms above executive thresholds (reactive &amp; planned maintenance; energy efficiency; construction &amp;/or development)</p> <p>Oversight of contractual terms and their fulfilment</p>	<p>Negotiating contracts</p> <p>Conducting due diligence</p> <p>Obtaining professional/specialist advice, warranties etc.</p> <p>Reporting to GB</p> <p>Managing &amp; monitoring contractor performance/delivery; instructing &amp; overseeing remedial action as required</p>

Area of Responsibility	Governing Body	Senior Officer
	Agreeing litigation/contract challenge/ pursuing legal remedies for loss/damage	
Employer Responsibilities	<p>Approving Terms and Conditions of Employment</p> <p>Recruiting CEO/Senior Officer</p> <p>Appraising the CEO/senior officer's performance</p> <p>Recruitment to SMT posts (Tier 2)</p> <p>Approving external accreditation strategies; overseeing maintenance</p> <p>Ensuring disciplinary and grievance actions are conducted in accordance with agreed policies; participating as required by policies and operational delegation</p> <p>Defending/pursuing employment-related litigation (e.g. Employment Tribunal)</p>	<p>Monitoring/overseeing effective performance</p> <p>Managing &amp; supporting staff</p> <p>Implementing staff appraisal programme</p> <p>Implementing grievance and disciplinary processes as required</p>
Performance Oversight	<p>Agreeing performance standards</p> <p>Reporting standards (frequency, scope, format)</p> <p>Benchmarking; peer group selection</p>	<p>Delivery of services to tenants and other customers in accordance with all requirements &amp; expectations</p> <p>Supporting &amp; acting on customer feedback; reporting to GB</p> <p>Managing performance; evidencing &amp; reporting to GB</p>
Governance	<p>Governance structure (establishment of sub-committee(s); agreement/variation of remits; establishment of working groups &amp; agreement of remits</p> <p>Approval and implementation of GB Code of Conduct</p>	<p>Advising &amp; supporting GB and sub-committees</p> <p>Preparation of all reports &amp; minutes</p> <p>Implementation of GB learning &amp; development and annual review programmes</p> <p>Maintenance of all required records</p> <p>Supporting GB in fulfilling governance responsibilities</p>

Area of Responsibility	Governing Body	Senior Officer
	<p>Implementation of processes to investigate complaints/alleged breaches of Code</p> <p>Ensuring maintenance of Registers of Interest</p> <p>Ensuring compliant management of potential conflicts of interest</p> <p>Approving Standing Orders</p> <p>Approving delegated authorities</p> <p>Conduct of annual GB appraisals/reviews and action plans</p> <p>Ensuring effectiveness of governance arrangements</p> <p>Leadership of GB</p> <p>Recruitment and succession planning</p>	
Resource Planning / Management	<p>Approval of organisational structure</p> <p>Approval &amp; oversight of implementation of employment policies</p> <p>Ensuring the provision/availability of effective staff support and appraisal arrangements</p>	<p>Advising GB on resource requirements</p> <p>Ensuring necessary staff complement, equipped with required knowledge, experience, skills</p> <p>Provision of effective support, development, appraisal systems</p>
Public Statements	<p>Agreeing public statements</p> <p>Determining/approving corporate publication style</p>	<p>Making public statements on behalf of organisation in accordance with agreed policy &amp; strategy</p>

## APPENDIX 2

### TERMS OF REFERENCE – Audit, Risk and Staffing sub-Committee

<p><b>Name of Committee:</b></p>	<p style="text-align: center;"><b>Audit, Risk and Staffing sub-Committee</b></p> <p>The role of this sub-Committee is to advise the Board on risk management policies and processes, including DHC’s systems of internal control. Also, to respond to a range of ad hoc staffing issues as set out below.</p> <p>In addition, the sub-Committee takes non-executive responsibility for the direction of the internal audits.</p>
<p><b>Matters reserved for the Board which the Committee advises the Board on:</b></p>	<p>The Audit, Risk and Staffing sub-Committee will have an Annual Work Programme setting out the key areas it intends to review during the year. The plan will be reviewed regularly and will relate to the Housing Co-operative and any subsidiary companies. The broad areas it will focus its activities upon are the control environment; internal audit and risk management and adhoc staffing issues.</p> <p>The Audit, Risk and Staffing sub-Committee will lead on the following matters and report back to Board which will make the final decision.</p> <p>More specifically:</p> <ol style="list-style-type: none"> <li>1. Overseeing the process for <b>selecting the internal audit service</b> provider and recommending them for appointment by the Board.</li> <li>2. Recommending the internal audit <b>fees</b> for Board approval.</li> <li>3. Reviewing the Co-operative’s statement on <b>internal control</b> systems prior to endorsement by the Board and reviewing the policies and process for identifying and assessing business risks and the management of those risks by the Co-operative.</li> <li>4. Reviewing as regularly its terms of reference and its own</li> <li>5. effectiveness and recommending any necessary changes to</li> <li>6. the Board.</li> <li>7. <b>Recruitment of the Director</b> * including: drawing up job description and person specification; initial interviews; shortlisting of candidates; recommendation to the Board.</li> <li>8. <b>Dismissal of Director</b> * including: commissioning of any independent investigation; appointment of appropriately qualified professional support if required; recommendation to the Board.</li> <li>9. <b>Disciplinary action against the Director</b> * including: commissioning of any independent investigation; appointment of appropriately qualified professional support if required; recommendation to the Board.</li> <li>10. <b>Grievance hearings</b> whether about or by the Director *including: commissioning of independent investigation if required, hearing of Grievance; appointment of appropriately qualified professional support if required; recommendation to the Board.</li> <li>11. <b>Advice on Staffing Policy Issues.</b> The Board may from time to time ask the Staffing Committee to meet to consider policy proposals and to advise the Board on these matters. The Committee will review proposals produced by staff or appropriately qualified advisors and make recommendations to the Board on these.</li> </ol>

<p><b>Matters specifically delegated to the Committee by the Board:</b></p>	<ol style="list-style-type: none"> <li>1. Reviewing the reports of management and Internal Audit on the effectiveness of systems for internal control and risk management.</li> <li>2. Reviewing and keeping track of progress from internal audits and independent recommendations in the Recommendations Monitor. Progress reports to the Board.</li> <li>3. Considering management’s response to any major Internal Audit recommendations.</li> <li>4. Approving the Internal Audit Programme and programme for the Co-operative and ensuring that the scale of the Internal Audit service is appropriate.</li> <li>5. Assessing the effectiveness of the Internal Audit service.</li> <li>6. Provide assurance that there is a systematic risk assessment process and that the risk management framework is effectively embedded in the organisation.</li> <li>7. Consider the risk matrix and adequacy of mitigating actions and report to Board</li> <li>8. Considering other matters on risk and internal control, as requested by the Board.</li> <li>9. In relation to staffing, the sub-Committee’s responsibilities are as noted below:</li> </ol> <p><b>Staff recruitment and staff structure</b></p> <ul style="list-style-type: none"> <li>• Monitor staff sickness levels</li> <li>• Monitor and review for Board consideration staffing levels, grades and structure in relation to the operating environment and the aims and objectives of the Co-operative</li> <li>• Participate on the selection and interview panel for appointments at Grades 9 and 10</li> <li>• Make recommendations to the Board about the appropriate grades/re-grades of current posts</li> <li>• Act on behalf of the Board on personnel issues such as disciplinary matters, grievances, etc.</li> <li>• Responsibility for all issues relating to staff welfare</li> </ul> <p><b>Staff Training and Development</b></p> <ul style="list-style-type: none"> <li>• Annual report on evaluation of training activities carried out throughout the year</li> </ul> <p><b>Appeals</b></p> <ul style="list-style-type: none"> <li>• <b>Appeals Against Decisions on Disciplinary Actions:</b> In accordance with our Terms and Conditions of Employment and Disciplinary Policy, the final internal appeal against any disciplinary action will be heard and decided by the Audit, Risk and Staffing sub-Committee.</li> </ul>
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	<ul style="list-style-type: none"> <li>• <b>Appeals Against Decisions on Grievances:</b> In accordance with our Terms and Conditions of Employment and the Grievance Policy, the final internal appeal against a decision on a Grievance will heard and decided by the Audit, Risk and Staffing sub-Committee.</li> </ul> <p><b>Contract and Terms &amp; Conditions of Appointment</b></p> <ul style="list-style-type: none"> <li>• Make recommendations to the Board on variations to the Co-operative’s Terms and Conditions of Employment</li> <li>• Liaise with Employers in Voluntary Housing, the Unite and any other relevant body regarding Terms and Conditions of appointment</li> </ul>
How often meetings are held:	The Audit, Risk and Staffing Sub-Committee will normally meet a minimum of <b>3 times a year</b> . Emergency meeting may be called by the Chair of the sub-Committee who will work with the Company Secretary to set a convenient day within two weeks.
Chair of the Committee (and who, if anyone, may not chair it):	The Chair is appointed by the Board and does not serve for more than <b>two terms of 3 years</b> . The Chair of the Audit, Risk and Staffing sub-Committee is to be a member of the Board of DHC other than the Chair. The Chair of the Board should <b>not</b> be Chair of the Staffing Sub-committee.
Composition of the Committee	The membership of the Audit, Risk and Staffing sub-Committee is drawn from the Management Board. The selection of the sub-Committee members is based entirely upon skills and competencies.
Number of members:	At least <b>three</b> and up to <b>six</b> members, who should all be Board members.
How the Committee is appointed:	By the DHC Board in consultation with the Audit, Risk and Staffing sub-Committee Chair. Members are appointed annually.
Quorum:	A quorum will be <b>three</b> members of the Committee. Co-optees will not count towards the quorum.
Additional points:	<ol style="list-style-type: none"> <li>1. Once approved the minutes of the Audit, Risk and Staffing sub-Committee will be reported to the next Management Board meeting.</li> <li>2. The Chair of the Audit and Risk Committee may access legal advice from the Co-operative’s appointed legal advisers at the expense of the Co-operative.</li> <li>3. The internal auditors have direct access to the Chair of the Audit, Risk and Staffing sub-Committee where necessary.</li> <li>4. The Chair of the Co-operative may be a member of the Audit, Risk and Staffing sub-Committee, but cannot be Chair of the Committee.</li> <li>5. In circumstances where a vote is required and the votes are equal, the Chair of the Audit, Risk and Staffing sub- Committee has a casting vote.</li> </ol>

	<p>6. The Director and other senior office/ advisers as required will normally be in attendance at Audit, Risk and Staffing sub-Committee meetings. However, the sub-Committee is able to meet the internal auditors without staff being present should the Chair of the Audit, Risk and Staffing sub-Committee consider it necessary.</p> <p>7. Governance support will be provided by the Co-operative.</p>
Date Approved:	
Date for Review:	

## APPENDIX 3



### **BOARD MEMBER**

#### **Role**

#### **Description**

#### **KEY**

#### **OBJECTIVES:**

- ❖ To ensure that the Registered Social Landlord (RSL) e.g. a housing association/co-operative is managed effectively and in line with requirements of the law, Scottish Housing Regulator and best practice.
- ❖ To uphold the good name of the Registered Social Landlord (RSL) and the principles for which it stands.

#### **DUTIES:**

##### **❖ Participating as part of the Governing Body**

- Ensure that the Registered Social Landlord (RSL) operates within the law and according to its rules and procedure; meeting standards laid down by Scottish Federation of Housing Associations, the Scottish Housing Regulator and other regulatory bodies.
- Provide collective leadership; working with senior staff in setting the direction, objectives and culture of the organisation and reviewing the direction and objectives of RSL on a regular basis.
- Recognise your duties to tenants, applicants, service-users and other stakeholders; ensuring that RSL encourages participation and consultation.
- Review and agree policies and procedures to achieve organisational objectives.
- Protect the assets of the RSL; approve each year's budget, exercising regular control over the RSL's financial performance.

- Ensure adequate control of the organisation's activities; that the organisation works to agree objectives and targets and that any risks and legal requirements are reported and dealt with.
- Ensure that the RSL review its performance across all areas on a regular basis.
- Understand the roles of the governing body as an employer of staff; delegate appropriate authority to them to act while receiving clear reports on targets, performance, variance and trends, and requirements for revision.
- Ensure that the organisation maintains a balance of skills, experience and diversity within its membership; regularly reviewing recruitment and training practices.

#### ❖ **Individual Participation**

- Act with personal integrity at all times; declare any interests, abiding by the agreed Code of Conduct for Governing Body Members and maintaining the interests and good name of the RLS and its governing body.
- Where appropriate treat all information gained as a Governing Body member in strictest confidence whilst promoting openness and accountability.
- Abide by and promote the RLS commitment to equality.
- Attend Governing Body and sub meetings regularly, participate in discussions and decision-making and abide by decisions made. Give adequate notice and apologies when unable to attend.
- Read all reports and committee papers in advance of meetings and raise questions about any areas that require clarification or further information.
- Consider all options presented by staff in reports and papers and make clear decisions or request postponement of decisions until sufficient information is available or clarification received.
- Attend any courses or conferences organised or agreed by the RLS and keep abreast of general policy developments relating to the RLS's work.
- RLS positively as required; promote the RSL's policies, objectives and good name. Inform interested parties about the work of the RLS, the possibilities of membership and the role of the management board member.
- Conduct yourself and any business in accordance with the Equality and Human Rights policy.

## **APPENDIX 4**

### **BOARD MEMBER CODE OF CONDUCT**

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Each individual member is expected to contribute constructively to the work of the Management Board. The effective collective performance of the Management Board depends on members recognising and fulfilling their individual responsibilities.

All members share and must accept collective responsibility for the decisions properly made by the Management Board. All members are equally responsible in law for the decisions made. Each must act only in the interests of the Co-operative, its tenant members and its customers, and not on behalf of any constituency, other organisation or interest group. Although members may have been elected, nominated or appointed by a particular stakeholder group, their overriding loyalty must be to the Co-operative as a whole.

It is an expectation of the Co-operative that members of the Board consider and sign that they accept the expectations and obligations of the Code of Conduct on an annual basis.

Every individual member is expected to:

- 1. Uphold the values, objectives and policies of the Co-operative:**  
Board Members should always act in accordance with the values, objectives and policies and should never be seen to undermine them in any way.
- 2. Contribute to and accept responsibility for Board decisions:**  
Members should take a full and active part in the discussion at Board Meetings and accept responsibility for decisions taken. If a decision is taken that the Board Member cannot agree with and support publicly, they should consider resignation.
- 3. Uphold and promote the principles of equality and human rights in the governance of the Co-operative:**  
Board Members should display no discriminatory behaviour in their dealings with fellow Members, staff, tenant members and customers or other stakeholders in the organisation.
- 4. Treat all colleagues on the Management Board with consideration and foster mutual respect and trust:**  
Members should not indulge in any bullying or offensive behaviour and always respect the Chair in meetings.
- 5. Prepare for meetings and attend regularly and punctually:**  
Preparation for meetings is vital if Members are to make informed decisions at meetings. Members should also ensure that they are able to attend the majority of meetings during the course of the year so that they are making a positive contribution to the organisation.
- 6. Attend relevant training sessions and events:**  
The housing and business environment is constantly evolving with new legislation regulation and initiatives. Members should keep abreast of these developments so that they can bring informed opinions to Board discussions.

- 7. Attend and participate in reviews of the performance and effectiveness of the Management Board:**  
It is an important part of the Scottish Housing Regulator's regime that services are constantly managed for improvement. This applies as much to the operations of the Board, which should be subject to regular review.
- 8. Represent the Co-operative positively and appropriately:**  
All Members are ambassadors for the organisation and thus at all times should present the Co-operative in a positive light through their statements and behaviour.
- 9. Be aware of the restrictions on payments and benefits and follow the Co-operative's policy on managing these restrictions:**  
Members must be aware of the legislation which governs payments and benefits to employees and Members and have a familiarity with the Co-operative's own policy.
- 10. Not accept any offers of gifts and hospitality which could be seen as a way of exercising an improper influence over decision making:**  
While small gifts from third parties may be acceptable (but must always be declared and recorded), Members should always be mindful of how their actions appear to the outside world, and not bring the organisation into disrepute.
- 11. Declare any personal or other interests which could potentially conflict with those of the Co-operative:**  
In all of their dealings, Members must be conscious of any interests or relationships that may appear incompatible with their role on the Board to the general public. If in doubt, these interests should be declared to the Board so that a decision can be taken over the best form of action in each case.
- 12. Not engage in any activity which could be detrimental to the interests of the Co-operative:**  
Board Members are ambassadors for the Co-operative and are bound by the collective responsibility of the Board. It would therefore be highly inappropriate to indulge in any activity that undermined the Co-operative.
- 13. Respect confidentiality of information where appropriate:**  
Board Members will be privy to highly sensitive information about tenant members and about commercial matters. It is vital to the trust that it is placed in the Co-operative by tenant members and partner organisations that confidential information is not divulged outside of the Board room.
- 14. Keep his or her own learning and knowledge of their local and national operating environment and the impact that this has on the Co-operative, as up to date as possible, in order to make well informed decisions:**  
In addition to training, there is an onus upon each Member to keep up to date with the operating environment of the Co-operative, "scanning" the environment for changes that may affect the organisation. This may involve keeping abreast of changes in the local, national housing press & checking relevant websites.
- 15. Adhere to the principles and the expectations set out in the Scottish Housing Regulator's Regulatory Standards of Governance and Financial Management and other regulatory codes that apply to all Housing Associations, including Drumchapel Housing Co-operative Limited;**

In the event that a Board Member is alleged to be in breach of the Code, then the matter will be referred to the Chair or suitable committee or panel of the Co-operative for investigation. In the event of a serious breach of the Code, a Board Member could be censured or required to leave the Board.

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## **ACCEPTANCE**

I have read and understood the above Code of Conduct and accept the expectations and obligations contained within it. I understand that action may be taken by the Co-operative in the event of any breach of the Code.

Signed.....

Date .....

Print Name .....

## APPENDIX 5 CHAIR REMIT

<p><b>The role of the Chair</b></p>	<p>The Chair of the Board of Management exercises important duties and responsibilities and should always remember that he/she is acting on behalf of the Board and not in isolation. The Chair is supported by a Vice-Chair and this role description is relevant to their duties also.</p> <p>The position of Chair is referred to in our Rules, and the Chair must always act in accordance with the Rules.</p> <p>This statement is consistent with the principle set out in the Regulatory Standards of Governance and Financial Management.</p>
<p><b>Responsibilities</b></p>	<p>The overall responsibilities of the Chair are to provide leadership to the Board and to ensure the efficient and proper conduct of the Board’s business, acting on occasions under delegated authority on behalf of the Board.</p> <p>The specific responsibilities of the Chair are as follows:</p> <ol style="list-style-type: none"> <li>1. Providing leadership to the Board <ul style="list-style-type: none"> <li>• Represent Drumchapel Housing Co-operative and present constructive views on our behalf.</li> <li>• Keep the composition, skills and effectiveness of the Board under review, and recommend action to remedy any deficiencies.</li> <li>• Ensure that the Board seeks and receives appropriate professional advice as and when required.</li> <li>• Ensure that each Board Member is annually appraised as provided for in our rules.</li> <li>• Ensure a harmonious and productive relationship exists between Board Members and that disputes or issues of conflict are resolved quickly and satisfactorily.</li> </ul> </li> <li>2. Providing leadership to the Director <ul style="list-style-type: none"> <li>• Provide direction, leadership, ongoing support and guidance to the Director</li> <li>• Where necessary) initiate any disciplinary action against the Director *.</li> </ul> </li> </ol>

- Seek to develop and maintain excellent working relationship with the Director and senior staff.
  - Ensure, in the event of a vacancy, and in conjunction with other members of the Board, that the post of Director \* is filled in a timely and orderly fashion, in accordance with employment legislation, good practice and our own recruitment policy and practice.
  - Ensure, in conjunction with other members of the Board, that the remuneration of the Director \* is considered, and recommendations made to the Board.
  - Arrange, with other members of the Board, for the annual appraisal of the Director and report the results to the Board.
3. Ensuring the efficient and proper conduct of the Board's business
- Chair all general meetings of the Co-operative in accordance with our Rules.
  - Chair all meetings of the Board, in accordance with agreed Standing Orders and ensure the efficient and proper conduct of the Board's business.
  - Ensure that the views of all Board members are sought before any important decision is taken at meetings.
  - Decide on any points of order arising at any meetings of the Board.
  - Keep order and make sure that every member has a fair hearing and an opportunity to express their views on the subject under discussion.
  - Decide all matters of order, relevancy and at his/her discretion, alter the order of business at any stage of the meeting.
  - Exercise a second and deciding vote in the event of a tie in the vote of the Board.
4. Acting under delegated authority on behalf of the Board
- Initiate any investigation under the terms of our Code of Conduct.
  - Ensure that our business is efficiently and accountably conducted between Board meetings.
  - Sign cheques and documents requiring the Board or the Chair's authorisation.
  - Take decisions on behalf of the organisation in the event of emergencies that occur outside the regular meeting cycle and reporting these back to the Board for ratification.

<b>Development</b>	The Chair is offered training where appropriate to help him/her develop their skills in relation to the responsibilities associated with the post.
<b>Relations</b>	<p>In exercising his or her responsibilities, the Chair may seek the advice and support of the Vice Chair or other office bearers and may be guided by the advice of the Director or other external advisers engaged for this purpose. However, the Chair remains solely responsible for the decisions that lie within the responsibilities of the post, and his/her decision in these matters are final.</p> <p>The relationship between the Chair and Director as leaders of the Board and of the staff group respectively, is vital to the effective governance of the Co-operative. The relationship must be based on good and regular communication, mutual trust and support and an understanding of respective roles and responsibilities.</p>
Date approved	
Date for review	

## APPENDIX 6 COMPANY SECRETARY REMIT

<p><b>The role of the Company Secretary</b></p>	<p>The Company Secretary of the Co-operative exercises' important duties and responsibilities on behalf of the Board and the Co- operative.</p> <p>The position of Secretary is referred to in our Rules and is the unique position that may be held by a member of the management board directly or can be assigned by the management Board to an officer of the Co-operative, normally Director.</p>
<p><b>Responsibilities</b></p>	<p>1. General Duties</p> <p>The Secretary will convene all Annual General Meetings and Special Meetings in accordance with the Rules of the Co-operative in conjunction with the Chairperson and Director.</p> <p>The Secretary will convene all meetings of the Management Board or Special Meetings of the Management Board under the Rules of the Co-operative in conjunction with the Chair and Director.</p> <p>The Secretary will ensure the taking, circulation and safekeeping of all Co-operative minutes in conjunction with the Director.</p> <p>The Secretary may call a Special Meeting of the Management Board in accordance with the Rules of the Co-operative.</p> <p>2. Annual Returns and the Keeping of Registers</p> <p>The Secretary will ensure the timeously preparation and submission of all returns to statutory and regulatory bodies in conjunction with the Director.</p> <p>The Secretary will ensure that the following are maintained and in safe custody:</p> <ul style="list-style-type: none"> <li>a) Register of Members</li> <li>b) Register of Interests</li> <li>c) Tender Register</li> <li>d) Share Books</li> </ul>

	<p>The Secretary, in conjunction with the Director, will ensure that all members and persons with an interest in the Co-operative are allowed to inspect the registers and books of the Co-operative in accordance with the Rules.</p> <p>3. Financial Management The Secretary will ensure that proper books of accounts are maintained and that adequate financial controls operate.</p> <p>The Secretary will ensure that annual financial statements, in a form meeting statutory requirements, are prepared. The Secretary will also ensure that a copy of the latest Annual Accounts and Auditor's Report is displayed in the public area of the Co-operative's office. Not currently in displayed</p> <p>The Secretary will ensure the annual financial statements are presented to the Membership and the Auditor's report is also reported on.</p>
<b>Development</b>	The Company Secretary is offered training where appropriate to help him/her develop their skills in relation to the responsibilities associated with the post.
Date approved	
Date for review	