



Group Policy

Standing Orders of Govanhill Housing Association Ltd and Govanhill Community Development Trust Ltd

Approved: August 2024
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INTRODUCTION AND SUMMARY OF CONTENTS

The Standing Orders describe how members of the Govanhill Group will manage the business of their respective organisations.

The members of the Group are Govanhill Housing Association Ltd. (GhHA) and its subsidiary Govanhill Community Development Trust Ltd (GCDT).

The Standing Orders include five supporting documents:

Appendix 1

The role and remit of GhHA's Management Committee and each of its sub-committees.

Appendix 2

GhHA's Scheme of Delegated Authority, describing the respective decision-making powers of the Management Committee, sub-committees and the Management Team.

Appendix 3

Procedures (applicable to GhHA and GCDT) for calling, conducting and recording committee and board meetings.

Appendix 4

Role descriptions for GhHA Management Committee members and the Association's Office Bearers.

Appendix 5

The Standing Orders of GCDT.

PART 1

STANDING ORDERS OF GOVANHILL HOUSING ASSOCIATION (GhHA)

1. ROLE AND REMIT OF THE MANAGEMENT COMMITTEE

1.1 The Management Committee (MC) is GhHA's governing body. Its core responsibilities are:

- To set the strategic direction for GhHA and the Group;
- To ensure that GhHA and the Group are well-governed;
- To approve and oversee GhHA's policies and its frameworks for risk management, control and assurance;
- To monitor performance in achieving GhHA's aims and objectives and the quality of its services to tenants and others;
- To approve GhHA's financial plans, monitor financial performance and ensure that the organisation remains solvent;
- To fulfill the role of employer for the Association's staff team;
- To approve the Business Plan of GhHA's subsidiary Govanhill Community Development Trust Ltd (GCDT) and to monitor GCDT's financial performance and how it is contributing to the Group's objectives.

2. SUB-COMMITTEES AND SCHEME OF DELEGATION

Sub-Committees

2.1 The MC has established the following sub-committees whose roles and responsibilities are described at **Appendix 1**:

- Finance and General Purposes Sub-Committee
- Audit & Risk Sub Committee
- Operations Sub-Committee

2.2 The main purpose of the sub-committees is to carry out an appropriate level of scrutiny for each of GhHA's main business areas, thus providing the MC with assurance and enabling the MC to carry out its strategic role.

Scheme of Delegation

2.3 Each sub-committee has delegated decision-making powers, while on some matters the sub-committees' role is to scrutinise and advise the MC, which retains the decision-making role.

2.4 The MC shall keep the remits and delegated powers of sub-committees under review and may make any changes it considers necessary. The MC may also appoint additional sub-committees or fixed term working groups as required from time to time.

- 2.5 GhHA's **Scheme of Delegated Authority (Appendix 2)** sets out those matters that are reserved to the MC for decision and those that have been delegated to sub-committees and the Senior Management Team.
- 2.6 The MC can also decide matters that would normally be the responsibility of a sub-committee. For example, if an issue needs to be decided before the next scheduled meeting of a sub-committee it can be referred instead to the MC for approval.
- 2.7 Subject to the matters reserved to the MC and sub-committees, the Director and Senior Management Team shall be empowered to manage GhHA's operations, while remaining accountable to the MC and the relevant sub-committees.
- 2.8 Each member of the Senior Management Team shall put in place operational procedures and delegations, for their part(s) of the business.
- 2.9 The Director is the MC's principal adviser, and shall be responsible and accountable to the MC for the implementation of the Committee's decisions and policies. The MC shall also seek independent professional advice and/or assurance, as required or as the MC considers necessary.

Emergency Business and Decisions

- 2.10 The Director and Chairperson (or other office-bearers) will have authority to take urgent decisions where required, including any action needed to protect GhHA from material or financial loss and to protect service users in any situation requiring immediate or urgent action.
- 2.11 Such action is expected to be exceptional rather than routine and must be reported to the next meeting of the MC and/or the relevant sub-committee.

3. MEMBERSHIP OF MANAGEMENT COMMITTEE AND SUB-COMMITTEES

Management Committee

- 3.1 The members of the MC will be elected in accordance with GhHA's Rules. The MC may also consider appointing co-opted members in accordance with the Rules. Co-options may be considered as a means of:
- Making the MC more reflective of the make-up of the Govanhill community;
 - Attracting people with particular skills, experience or perspectives that would benefit GhHA's work;
 - Contributing to succession planning objectives, for example co-opting individuals who are interested in seeking a permanent place on the MC in the foreseeable future.

Sub-committees

- 3.2 The MC shall decide the membership of each sub-committee following the Annual General Meeting.
- 3.3 GhHA's Chairperson will normally chair the Finance and General Purposes Sub-Committee but may not act as the chairperson of the Audit Committee or any other

sub-committee. Each sub-committee shall elect a chairperson to chair its meetings.

- 3.4 Sub-committee members will normally be members of the MC. However, the MC may approve co-options to a sub-committee only, where this would enhance the sub-committee's performance of its role.

4. FREQUENCY OF MEETINGS

- 4.1 The current frequency of committee meetings is shown in the following table.

Sub-committee	Frequency of Meetings
Management Committee	Every 2 months
Operations	Every quarter
Finance & General Purposes	Every six months
Audit and Risk Committee	3 times per annum

- 4.2 Committee meetings will not normally be held during the months of July and December, unless the MC or relevant sub-committee agrees to this to expedite the effective conduct of business. Special Meetings of the MC may also be convened in accordance with GhHA's Rules.
- 4.3 A calendar of meetings will be approved at the first MC meeting following the AGM and updated as required thereafter. The committee calendar will include information about the timing of important business over the course of the year.

5. PROCEEDINGS AT COMMITTEE MEETINGS

- 5.1 All committee meetings shall be called, conducted and recorded in accordance with the Group's **Procedures for Governing Body Meetings (Appendix 3 of the Standing Orders)**.
- 5.2 All committee members must meet the standards of personal conduct that are set out in the meetings procedures, the Group Code of Conduct and related governance policies.

6. OFFICE BEARERS

- 6.1 The Association's Office Bearers are the chairperson, the secretary, vice-chairperson and treasurer. An elected MC member will fill each of these positions. The MC will elect the Office Bearers following each year's Annual General Meeting.
- 6.2 Each sub-committee will elect a chairperson annually, to preside at its meetings.
- 6.3 **Appendix 4 of the Standing Orders** describes the roles and remits of the Office Bearers and of sub-committee chairs.

7. CONFIDENTIALITY

- 7.1 Proceedings at all committee meetings, together with agendas, reports and other documents submitted to these meetings will be treated as confidential unless otherwise agreed. Governing body members must also adhere to the Group's Code of Conduct and its Policy on Openness and Confidentiality.

8. EXECUTION OF DOCUMENTS

- 8.1 Deeds and other legal documents shall be executed by signing and witnessing and recording. GhHA no longer uses a seal for this purpose.

9. REVISION OF STANDING ORDERS

- 9.2 The MC shall review these Standing Orders at least once every three years.

STANDING ORDERS, APPENDIX 1

COMMITTEE REMITS AND DELEGATIONS

MANAGEMENT COMMITTEE

1. ROLE AND REMIT OF THE MANAGEMENT COMMITTEE

- 1.1 The Management Committee (MC) is GhHA's governing body, responsible for the direction and control of the Association's work. The MC's core responsibilities are:
- Setting objectives, strategic direction and policies for GhHA and the Govanhill Group;
 - Approving and overseeing GhHA's frameworks for assurance, internal control and risk management;
 - Approving the business plan and monitoring performance in achieving GhHA's aims and objectives;
 - Approving GhHA's financial plans, and monitoring financial performance to ensure that GhHA remains solvent and capable of meeting its objectives and obligations;
 - Holding GhHA's executive officers to account;
 - Monitoring the quality of GhHA's services to tenants and other service users;
 - Ensuring that GhHA achieves high standards of governance and operates in an open and accountable way;
 - Approving the business plans of GhHA's subsidiary Govanhill Community Development Trust, and maintaining strategic oversight of the Trust's performance in achieving the Group's objectives.
 - Approving and overseeing GhHA's strategies for specialist projects it undertakes (e.g. its strategy for property acquisitions and repairs in South West Govanhill).
 - All other matters that fall within the MC's strategic role.

2. SCHEME OF DELEGATED AUTHORITY

- 2.1 GhHA's Scheme of Delegated Authority (shown in **Appendix 3**) sets out in detail:
- The matters that are reserved to the MC for decision, and
 - The matters for which the MC has delegated authority to sub-committees and to the Management Team.
- 2.2 Sub-committees are empowered to make decisions about matters that fall within their delegated powers. In some areas, sub-committees' role will be advisory, i.e. they will carry out initial scrutiny on behalf of the MC, but the final scrutiny and approval will remain with the MC. Sub-committees are accountable to the MC and will report all agendas, proceedings and

decisions to the MC. The MC may vary a sub-committee's terms of reference or delegated powers at any time.

- 2.3 For all matters delegated to the executive, the Director and Senior Management Team (SMT) are authorised to decide and amend operational delegations within their departments and teams. In exercising the delegated powers, SMT members remain accountable to the MC and must comply with the plans, policies and budgets set by the MC and any directions given by the MC.
- 2.4 The Director, in consultation with the Chair and/or other Office Bearers, shall have delegated authority to deal with any matter arising between ordinary meetings of the MC or a sub-committee that requires urgent action or decisions. All such actions or decisions shall be reported to the next meeting of the MC or relevant sub-committee.

3. MEMBERSHIP OF SUB-COMMITTEES

- 3.1 All sub-committees shall have a minimum of 3 members. The MC shall determine annually the size and membership of each sub-committee, following the AGM.
- 3.2 The MC may consider co-opting suitably experienced individuals to serve on a sub-committee, whether or not they are a member of the MC. For example, this may be considered if the MC decides that co-opting an additional member with relevant skills and experience would enhance a sub-committee's performance of its role.
- 3.3 Sub-committee members will be expected to participate in training and development activity relevant to their role. Members' training needs will be assessed as part of annual reviews of committee members' contributions to the work of GhHA.

4. COMMITTEE MEETINGS

- 4.1 All meetings of the MC and sub-committees shall be called, conducted and recorded following the procedures set out in **Appendix 3 of the Standing Orders**.

FINANCE AND GENERAL PURPOSES SUB COMMITTEE

1. TERMS of REFERENCE AND DELEGATED AUTHORITY

The Management Committee (MC) has approved the following role and remit for the Finance and General Purposes Sub-Committee ("the Sub-Committee"):

- To provide detailed scrutiny of GhHA's budgets, expenditure, and financial performance and plans
- To approve decisions and spending proposals that fall within its delegated authority
- To act in an advisory capacity by recommending to the MC for approval budgets, spending proposals, financial projections and such other matters falling within the Sub-Committee's remit
- To oversee and decide on all aspects of IT, human resources and organisational management for which the Sub-Committee has delegated authority from the MC.

The Head of Finance and IT and the Head of Corporate Services and Human Resources and through them, their teams will be empowered to make all operational and management decisions except those that are reserved to the Sub-Committee and/or Management Committee for decision.

2. CHAIRPERSON AND OFFICER SUPPORT

GhHA's chairperson shall normally act as the Chair of the Finance and General Purposes Sub-Committee, failing which the MC will elect another member to the role.

The officers who will normally attend meetings of the Sub-Committee will be the Head of Finance and IT and the Head of Corporate Services and Human Resources . The Director and other members of staff and/or external advisers will attend as required, or as instructed by the Sub-Committee.

3. MEETINGS FREQUENCY

The Sub-Committee will normally meet six monthly and at least twice per year. Infrequently a matter may arise which needs consideration earlier than the next meeting. In this case either an additional meeting will be called or the matter will be referred to the Management Committee.

4. QUORUM FOR MEETINGS

The quorum for meetings should not be less than 3.

5. SUB-COMMITTEE ROLE

The role of the Finance and General Purposes Sub-Committee is as follows.

Financial Management

- To approve GhHA's financial regulations and policies, and ensure that adequate internal controls are in place to protect its assets.
- To monitor progress in implementing those elements of the Business Plan that relate to the

financial management of GhHA.

- To oversee preparation of the annual budget, projected cash flows and longer term financial projections; and recommend each of these documents for approval by the MC.
- To recommend for approval by the MC any amendments to the approved budget.
- To monitor income, expenditure, covenant compliance and overall financial performance at least quarterly, and agree any remedial action required.
- To ensure that all accounts and financial returns have been made to the Scottish Housing Regulator, the Financial Conduct Authority and others, approving these returns where required.
- To approve the procurement of insurances required by GhHA.
- To approve commitment of expenditure and contract acceptance up to a value of £500,000 for matters within the sub-committee's remit and GhHA's approved budget
- To approve expenditure up to a value of £500,000, where such expenditure would normally be approved by another sub-committee but approval is needed before the next scheduled meeting of that sub-committee

Information Technology

- To approve and monitor GhHA's IT strategies, policies and recovery plans.

Human Resources and Corporate Management

- To approve GhHA's policies and strategic plans relating to human resources management, training and development, and monitor performance in these areas.
- To approve and obtain assurance on GhHA's Corporate Health and Safety processes, audits and resulting action plans. To monitor these risks and report material risks onwards to the Management Committee and Audit Sub Committee as required
- To approve and obtain assurance on GhHA's Health and Safety processes, audits and resulting action plans. To monitor these risks and report material risks onwards to the Management Committee and Audit Sub Committee as required
- To approve GhHA's staffing and remunerations structures in accordance with EVH guidelines.
- To approve proposals for staff regradings and consider appeals on matters relating to changes in employment contracts.
- To appraise the performance of GhHA's Director (normally delegated to one or more of the Office Bearers).
- To participate in grievance and disciplinary hearings, appeals re severance and redundancies where committee involvement is required under the conditions of service.
- To monitor compliance with GhHA's policies on health and safety management and equal opportunities, as these relate to the Association's role as employer and its corporate functions.

AUDIT AND RISK COMMITTEE

1. TERMS of REFERENCE AND DELEGATED AUTHORITY

The Management Committee (MC) has approved the following role and remit for the Audit and Risk Committee:

- Ensuring that GhHA has effective systems for management, control, assurance and risk management, and monitoring the effectiveness of these systems.
- Monitoring the implementation of approved recommendations contained in internal audit reports, external audit reports and management letters.
- Initiating reports and investigations into any aspect of GhHA's activities, as required.
- Ensuring that matters within its remit are conducted in accordance with the law, regulatory requirements and other good practice guidance.

In support of this remit, GhHA's Scheme of Delegated Authority (shown later in the Standing Orders) sets out in detail the specific matters for which the MC has delegated authority to the Audit and Risk Committee, and those matters that have been further delegated to management.

2. CHAIRPERSON AND OFFICER SUPPORT

The chair of the Audit and Risk Committee shall be elected by the other members of the Committee, to serve until the following year's AGM. GhHA's chairperson MC but will not be eligible to serve as the chair of the Audit and Risk Committee.

The MC will seek to ensure that the Audit and Risk Committee has one or more members with recent financial experience. The MC may consider recruiting or co-opting suitably experienced individuals to serve on the Committee, if this would enhance the Committee's performance of its role

The Head of Finance and IT and/or Director will normally attend meetings of the Committee. Other members of staff and the internal and/or external auditors will attend, as required or as instructed by the Committee, depending on the business to be considered.

3. MEETINGS FREQUENCY

The Committee will normally meet three times per annum

4. QUORUM FOR MEETINGS

The quorum for meetings should not be less than three committee members.

5. SUB-COMMITTEE ROLE

The role of the Audit and Risk Committee is as follows:

Management and Control Systems

- To advise the MC on the effectiveness of GhHA's management and control systems for ensuring propriety, regularity, competence, value for money, and accountability. This also extends to the management and control systems of Govanhill Community Development Trust.
- To provide assurance to the MC through the internal and external validation of the key information underpinning reports of strategic, statutory or material financial consequence provided to the MC.
- To review the statement of internal controls prepared for the MC as part of GhHA's annual accounts, and to obtain assurance regarding the accuracy and adequacy of the information provided.
- To advise the MC on the resourcing, training and support required to ensure that the Audit and Risk Committee and other Sub-Committees can discharge their duties competently.

Internal and External Audit

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

Internal Audit: Key Areas for external scrutiny and independent validation

- Obtain assurance about the data on which GhHA's financial reporting and controls are based:
 - Budget and Business Plan assumptions and supporting data
 - Cashflow inputs and outcomes
 - Treasury Management Strategy, Objectives and Outcomes

- Compliance with legal and Scottish Housing Regulator's requirements, including:
 - SHR Regulatory Standards and Guidance
 - Procurement
 - Gas safety and other tenant safety issues

Risk management

- To monitor the implementation of GhHA's strategy for managing risk, as approved by the MC.
- To review the Strategic Risk Register at least quarterly, reporting material changes or risk events to the MC.

Reports and investigations

- To initiate reports and investigations as the Audit and Risk Committee or MC consider necessary.

The Committee (or GhHA officers and/or external advisers authorised by the Committee) will have the right to access all documents and records maintained by GhHA.

The Committee and those it authorises to investigate matters may also require employees and committee members to supply information, either written or verbal, on any matter relating to the financial or general management of GhHA. All employees and committee members are required to co-operate fully with any such request. If the Committee considers it necessary, it has express authority to obtain such external professional advice as it considers necessary.

The external and internal auditors shall have direct access to the Audit and Risk Committee at all times and upon a request by the auditors, the Chairperson of the Committee will convene meetings of the Committee for this purpose.

The Audit and Risk Committee will have the right to meet in closed session, without employees being present, if it deems this to be necessary.

OPERATIONS SUB-COMMITTEE

1. TERMS OF REFERENCE AND DELEGATED AUTHORITY

The Management Committee (MC) has established the Operations Sub-Committee for the following purposes:

- To approve policies and strategy for Tenancy Services, Factoring Services, Development and Asset Management and Maintenance.
- To monitor the efficiency and effectiveness of these services, in relation to GhHA's policies, service standards and performance targets
- The setting and achievement of design, housing mix, energy efficiency and other quality standards.
- Appointing consultants and contractors, within the limits set by the MC.
- Scrutiny of project proposals at key milestone stages.
- Approving the commitment of expenditure within the limits set by the MC.
- Monitoring of projects and programmes relating to development, major repairs and property adaptations.
- Reviewing the quality of project and programme outputs.
- To promote the active involvement of tenants and other service users in the review, development and improvement of GhHA's services
- To monitor the overall quality of service delivery to tenants and other customers, and seek improvements in service quality and value for money where appropriate
- To monitor any material risks associated with housing management and maintenance services
- To ensure that GhHA meets the duties and requirements set out in law and the Scottish Social Housing Charter.

GhHA's Scheme of Delegated Authority, shown at **Appendix 2**, sets out in detail the matters for which the MC has delegated authority to the Sub-Committee, and those matters that have been delegated to management.

The Heads of Development & Property and Tenancy Services will be empowered to make all operational and management decisions except those that are reserved to the Sub-Committee and/or MC for decision. Within these limits, the Management Team shall be responsible for setting and amending operational delegations for their business areas.

2. CHAIRPERSON AND OFFICER SUPPORT

At the first meeting following the AGM, the Sub-Committee will elect one of its members to act as its chairperson until the following year's AGM.

The lead officers who will normally attend meetings of the Sub-Committee will be the Heads of Tenancy Services and Development & Property Services. Other members of staff and/or external advisers will attend as required, or as instructed by the Sub-Committee.

3. MEETINGS FREQUENCY

The Sub-Committee will normally meet every quarter, except during committee recess periods.

4. QUORUM FOR MEETINGS

The quorum for meetings should not be less than **three** members.

5. SUB-COMMITTEE ROLE

The role of the Operations Sub-Committee is as follows:

- To help shape GhHA's strategies and proposed programmes for development and asset management and recommending these for approval by the Management Committee.
- To approve the Association's design guide.
- To approve GhHA's policies for managing its development and procurement activities, in accordance with the annual policy review plan approved by the MC.
- To ensure that risks associated with GhHA's development and asset management activities are identified, managed and reported appropriately.
- To authorise the acquisition of land and properties for development, where part of a programme approved by the MC.
- To ensure compliance with the corporate procurement strategy, in relation to development, major repairs projects, maintenance contracts and other projects within its delegated remit.
- To approve the frameworks for consultants and contractors and authorise appointments onto them for projects within its delegated remit (except for acceptance of new build contracts, which is reserved to the MC)
- To approve tender acceptance of contracts between £100,000 and £500,000.
- To recommend for approval by the MC tender acceptance of development and other contracts greater than £500,000.
- To authorise the commitment of expenditure in excess of £100,000, where this is within the budgets approved by the MC.
- To monitor the progress of GhHA's development and major repairs contracts, and the performance of its contractors and consultants.
- To monitor expenditure in relation to GhHA's budgets and grant allocations.
- To monitor progress in implementing Business Plan priorities that relate to the Sub-Committee's remit.
- To monitor customer satisfaction and feedback relating to development and major maintenance repairs contracts and the factoring service.

- To set GhHA's housing management and maintenance service standards and targets, and monitor performance. The Sub-Committee's areas of responsibility will include:
 - Allocation of GhHA's properties
 - Tenancy sustainment
 - Estate management services, neighbour relations and anti-social behaviour (including racial harassment and other hate crimes)
 - Management of empty houses
 - Rent arrears and income management
 - Tenant and resident participation/consultation and tenant scrutiny
 - Housing repairs (including responsive, void and cyclical repairs)
 - Factoring services.
- To monitor performance in achieving the Scottish Social Housing Charter, deciding GhHA's approach to tenant/service user engagement on the Charter and Charter reporting.
- To approve GhHA's service policies and standards, in accordance with the annual policy review plan approved by the MC.
- Compliance with the procurement strategy, in relation to reactive, void and cyclical repairs, service and consultant appointments.
- Approval of prospective consultants and contractors and authorise their appointment provided budgets are already agreed and in place.
- To monitor customer satisfaction and feedback relating to housing management and maintenance services, and agree changes in policy or strategy as required.
- To agree priorities for service improvement and improving value for money and approving/monitoring strategies for achieving this, in accordance with Business Plan priorities and such other service areas as the Sub-Committee may agree.
- To ensure that an appropriate risk management system is in place and is regularly reviewed for housing management and maintenance services.
- To monitor these risks and report material risks onwards to the Management Committee and Audit Sub Committee as required

1. GOVERNANCE

LEVEL 1 Reserved to Management Committee	LEVEL 2 Delegated to Sub-Committees	LEVEL 3 Delegated to Senior Management Team
<ol style="list-style-type: none"> 1. Approving applications for shareholding membership 2. Appointment of GhHA Chair and Office Bearers 3. Establishment and dissolution of sub-committees, and approval of their membership, remits, terms of reference and delegated powers 4. Approval of GhHA's Scheme of Delegated Authority, Standing Orders and Financial Regulations 5. Approval of GhHA's codes of conduct for committee members, and all related group governance policies 6. Appointment of co-opted committee members and filling of casual vacancies 7. Approval of all appointments to the board of GCDT 8. If required, removal of members of committees, sub-committees or board of GCDT 9. Approval of payments or benefits where required by GhHA's (except that granting of tenancies may also be approved by Housing Services Sub-Committee) 10. Approval of GhHA's regulatory and financial returns 	<p>Appointment of sub-committee chairs</p>	<ol style="list-style-type: none"> 1. Maintaining the register of members and all other governance registers 2. Performance of those functions of the Secretary that have been delegated to staff

2. STRATEGY, POLICY AND PERFORMANCE

LEVEL 1 Reserved to Management Committee	LEVEL 2 Delegated to Sub-Committees	LEVEL 3 Delegated to Senior Management Team
<ol style="list-style-type: none">1. Setting group objectives and the overall strategy for GhHA and GCDT2. Approval of GhHA's business plan and budget, and monitoring implementation3. Approval of GCDT's business plan and maintaining a strategic overview of GCDT's performance and risks4. Strategic decision-making and progress monitoring for specialist projects5. Approval of all other plans and policies that fall within the strategic role of the MC, unless delegated to sub-committees6. Determining policy on growth or diversification, and any matters involving material changes to existing policy7. Monitoring customer satisfaction and complaints at an aggregate level8. Approval to instigate legal proceedings (except for: actions relating to rent arrears or other tenancy breaches which are delegated to management and legal proceedings in relation to employee relations)9. Deciding GhHA's response to regulatory reports	<ol style="list-style-type: none">1. Monitoring service/business performance for matters within each Sub-Committee's remit2. Review and approval of policies for service delivery/business management as delegated by the MC, based on the annual programme of policy reviews	<ol style="list-style-type: none">1. Implementation of GhHA's Business Plan and other strategies approved by the MC2. Provide regular reports to the MC and sub committees in relation to all aspects of GhHA's performance

3. FINANCIAL MANAGEMENT

LEVEL 1 Reserved to Management Committee	LEVEL 2 Delegated to Finance & General Purposes Sub-Committee	LEVEL 3 Delegated to Senior Management Team
<ol style="list-style-type: none"> 1. Commitment of expenditure, without limit (Note 1) 2. Approval of expenditure above the limits delegated to sub-committees or outside the planned cycle of sub-committee meetings 3. Approval of annual rent review 4. Approval of GhHA's annual budget, cashflows and financial projections 5. Approval of all loans, overdrafts or granting of security and of any on-lending to subsidiaries 6. Approval of financial regulations 7. Approval to dispose of any of GhHA's property assets (excluding LCHO sales which are delegated to management) 8. Approval of authorised signatories (staff and committee) to sign cheques, as per the Financial Regulations 	<ol style="list-style-type: none"> 1. Scrutiny of all items 4. to 8. listed under Level 1, prior to recommendation for MC approval 2. Approval of treasury investments (Note 2) 3. Commitment of budgeted expenditure, up to £500,000 for all matters within the sub-committee's remit 4. Approval of office/business insurances when the policy is re-tendered 5. Writing off bad debts 6. Approval to open or close bank accounts 7. Monitoring compliance with loan covenants 8. Approval of quarterly management accounts 	<ol style="list-style-type: none"> 1. Commitment/authorisation of budgeted expenditure, within the limits set out in the Financial Regulations 2. Administration of all insurance claims 3. Signature of cheques and electronic transfer of funds, per the Financial Regulations 4. Maintenance and control of GhHA's bank accounts (including payments and the moving of monies by electronic means) 5. Treasury management transactions and executive decisions relating to investments and cash management, in accordance with the Financial Regulations 6. Payroll administration, control of petty cash and the payment of expenses to GhHA's employees and committee members 7. Administration of taxation payments, including those relating to VAT, PAYE and national insurance

- (1) Director and Chairperson also have authority to commit expenditure in emergency situations and/or in excess of approved budget (to be reported to Committee)
- (2) Delegated to Head of Finance & IT between meetings. The Head of Finance & IT must consult with Director and Chairperson if a new or non-approved source is involved

4. STAFFING AND ORGANISATIONAL MANAGEMENT

LEVEL 1 Reserved to Management Committee	LEVEL 2 Delegated to Finance & General Purposes Sub-Committee	LEVEL 3 Delegated to Senior Management Team
<ol style="list-style-type: none"> 1. Approval of annual budget for all staffing and organisational management costs 2. Approval of any major restructuring of staffing or organisational resources 3. Recruitment and appointment of GhHA's senior officer and management team 4. Annual performance appraisal of Director [Chairperson or other Office Bearer(s)] 5. Approval of staff pay levels (by grade) 6. Approval of pension arrangements and monitoring compliance with pensions legislation 7. Approval of ICT and major purchasing decisions relating to infrastructure, hardware and software 8. Any employment matters which require committee approval under GhHA's policy on Payments and Benefits 9. Oversee GhHA's frameworks for business continuity and disaster recovery 	<ol style="list-style-type: none"> 1. Approval of GhHA's workforce planning and review of all proposed staffing costs prior to recommending to MC 2. Scrutiny and approval of HR policies 3. Monitoring of employment key performance indicators (absence management, recruitment, turnover etc.) 4. Approval of staff code of conduct 5. Creation and continuation of temporary posts exceeding 12 months duration 6. Approval of any additional permanent posts to be added to the staffing structure 7. Approval of staff re-grading decisions and hearing any appeals on changes to employment terms 8. Formation of an ad hoc sub-committee if required, to conduct grievance or disciplinary hearings where committee involvement is required 9. Approve/monitor GhHA's policy on health 	<ol style="list-style-type: none"> 1. Recruitment for all established posts up to and including Grade 9; filling of temporary posts for up to 12 months; and securing agency cover where needed 2. Staff performance appraisals 3. Issuing of employment contracts 4. Staff training and development 5. Payroll, approval of overtime, and administration of pensions 6. First stage grievance/disciplinary matters 7. Health and safety administration 8. Management of GhHA's offices and other facilities 9. Management of ICT systems, including purchasing within the limits specified in the Financial Regulations 10. All operational HR issues falling within the conditions of service and established policies

and safety at work
10. Monitor delivery of major ICT changes, if directed to do so by the MC

5. AUDIT AND RISK MANAGEMENT

LEVEL 1 Reserved to Management Committee	LEVEL 2 Delegated to Audit & Risk Committee	LEVEL 3 Delegated to Senior Management Team
<ol style="list-style-type: none"> 1. Appointment of Audit Committee members 2. Appointment of external and internal auditors for the Group (including re-appointment and removal) 3. Approval of annual financial statements 4. Approval of GhHA's overall risk management strategy and strategic risk register 5. Decision-making on matters raised by the Audit Committee or GhHA's auditors that involve material risks to GhHA's financial position, reputation or ability to meet its statutory and contractual obligations 6. Make budgetary provision to support the Audit Committee's work, including assurance reporting as well as audit services 	<p>Audit</p> <ol style="list-style-type: none"> 1. Advise the MC on the appointment and remuneration of external and internal auditors (including any circumstances involving the resignation or termination of the auditor's appointment) 2. Issue of external auditor's Letter of Engagement and approval of proposed programme/approach 3. Approval of internal audit needs assessment and programme of internal audit and other assurance activity 4. Review audit recommendations and the external auditor's Management Letter, and advise the MC on agreed recommendations and actions required 5. Monitor the effectiveness of external and internal audit services 6. Review the annual financial statements and 	<ol style="list-style-type: none"> 1. Provide assurance about risks in all reports of material importance to the MC and sub-committees 2. Conduct all routine liaison with the external and internal auditors 3. Liaison with the external auditors on the audit of the draft annual financial statements 4. Implementation of external and internal auditors' recommendations, and submission of reports to the Audit Committee and MC 5. Implementation of GhHA's Risk Management Strategy and procedures

LEVEL 1 Reserved to Management Committee	LEVEL 2 Delegated to Audit & Risk Committee	LEVEL 3 Delegated to Senior Management Team
	<p>obtain assurance on statement of internal control, prior to submission to the MC for approval</p> <p>Risk Management and Assurance</p> <ol style="list-style-type: none"> 7. Monitor GhHA's Risk Management Strategy and registers (quarterly and annually) 8. Instruct investigations to obtain assurance about controls in service/activity areas, or to examine suspected irregularities or failures in management and control systems 	

6. OPERATIONS

LEVEL 1 Reserved to Management Committee	LEVEL 2 Delegated to Operations Sub- Committee	LEVEL 3 Delegated to Senior Management Team
<ol style="list-style-type: none"> 1. Approval of GhHA's strategies, budgets and programmes for housing and maintenance services, development, planned maintenance and major repairs and for tenant consultation and participation 2. Approval of the annual rent review 3. Review and publicly report GhHA's overall performance in relation to the Scottish Social Housing Charter 4. Monitor bi-annually service delivery performance, based on business plan targets and KPIs Internal audit request 5. Awareness of payment and benefits, where required by GhHA's Policy 6. Seek regular assurance on stock/tenant safety 7. Approval to accept new contracts for housing, development, major repairs, maintenance and cyclical works and services where contract value exceeds £500,000k 8. Signature of building contracts (Secretary on behalf of the MC, plus witness) 	<ol style="list-style-type: none"> 1. Authorisation of expenditure in excess of £100,000, where this is within the budgets approved by MC. 2. Approval of contracts between £100,000 and £500,000, where this is within the five year budgets approved by MC. 3. Monitoring and scrutiny of all aspects of housing, development, major repairs, maintenance, cyclical works, property adaptations and contingency major repairs To include performance against approved budgets and targets; the achievement of value for money, service quality, and customer satisfaction; contractor performance; and where relevant partnerships with other agencies 4. Approval of policies and standards for service delivery, as directed by the MC in the annual policy review programme 5. Monitor customer complaints volumes, causes and approve strategies for improvement 6. Consider and award compensation in cases which are likely to result in an award 	<ol style="list-style-type: none"> 1. Approval to appoint and/or approve tenders consultants and contractors up to £100,000 where this is within the budgets approved by MC. 2. Void management and repairs 3. Consider and award compensation up to £1,000 for service failures reporting retrospectively to Committee 4. Housing applications and allocations 5. Accommodation for homeless persons 6. The granting of tenancies and occupancy agreements, and acceptance of referrals 7. Delivery/monitoring of property adaptations 8. All tenancy management matters 9. Initiate and manage legal actions for recovery, up to the stage of enforcing decrees for eviction (the latter is reserved to HS sub-committee) 10. Management of leases and management agreements with third parties 11. Approval of statutory home loss and disturbance payments and discretionary disturbance payments up to £1,000 12. Collection of rents and other charges and arrears recovery 13. Implement Tenant Participation Strategy

LEVEL 1 Reserved to Management Committee	LEVEL 2 Delegated to Operations Sub- Committee	LEVEL 3 Delegated to Senior Management Team
<p>Approval of Annual Lettings Plan</p> <p>9. Approval of borrowings and security to be offered for approved development, major works or refurbishment projects.</p> <p>10. Acceptance of grant offers from Glasgow City Council and any other sources.</p> <p>11. Signing of building contracts (Secretary/Chair on behalf of MC plus witness)</p> <p>12. Approval of cost over-runs following contract acceptance in excess of £100,000</p> <p>13. Approve to settle any contractual claims</p> <p>14. Approval of Asset Strategy</p> <p>15. Setting of Factoring Management annually</p>	<p>of over £1,000.</p> <p>7. Initial scrutiny of proposed contracts for prior to approval of financial commitment by the Management Committee</p> <p>8. Decide and keep under review GhHA's approach to tenant consultation, tenant scrutiny and resident involvement</p> <p>9. Promote tenant involvement in work relating to the Scottish Social Housing Charter (e.g. annual reports on the Charter)</p> <p>10. Approval of Annual Lettings Plan</p> <p>11. Approval of discretionary disturbance payments > £1,000</p> <p>12. Use of leases or management agreements</p> <p>13. Approve enforcement of decrees for eviction</p> <p>14. Approve and monitor annual cyclical works programme, within the budget approved by the MC</p> <p>15. Maintain an overview of operational risks associated with GhHA's services</p>	<p>14. Manage all cases relating to neighbour relations and anti-social behaviour</p> <p>15. Implement Estate Management Policy</p> <p>16. Managing procurement action in respect of the Operations Sub-Committee's activities and programme of works/services included in GhHA's budget</p> <p>17. All budgeted property expenditure, up to an estimated value of £100k for each work instruction within approved contracts and within the budget set by the MC</p> <p>18. Instructing emergency works in excess of the approved property budget and/or £50k (referred to Director and Chairperson for permission to proceed)</p> <p>19. Managing/monitoring works for stock/tenant safety including gas servicing, electrical safety, fire safety, asbestos management, water hygiene, dampness & mould, lift maintenance</p> <p>20. Delivery of major repairs works¹</p> <p>21. Decision-making on tenant re-charges</p>

¹ Relates to Contingency Major Repairs (works carried out separately from the main Major Repairs programme, e.g. roofs; rot; structural; kitchen, bathroom and central heating installations; rewiring; door entry renewals)

LEVEL 1 Reserved to Management Committee	LEVEL 2 Delegated to Operations Sub- Committee	LEVEL 3 Delegated to Senior Management Team
	<ul style="list-style-type: none"> 16. Monitor compliance with the Property Factors (Scotland) Act 2011 and associated Code of Conduct 17. Monitor financial performance and service quality of the factoring service 18. Approval to purchase land for development 19. Approval of design guides, technical briefs and procurement methods (procurement is subject to corporate strategy/policy) 20. Approval of housing mix and briefs 21. Review at key stages of development projects: project proposal, cost plan, tender, contract management, post-completion 22. Approval of cost over runs between £50,000 and £100,000 23. Monitor GhHA's performance in relation to the Scottish Housing Quality standard and Energy Efficiency Standard for Social Housing 	<ul style="list-style-type: none"> 22. Making Right to Repair scheme payments 23. Approval of decoration allowances 24. Approval of permissions to carry out alterations or improvements and of compensation payments at tenancy end 25. Ensuring compliance with GhHA's health and safety obligations 26. Promotion of GhHA's factoring service 27. Providing the service and instructing works in accordance with property deeds, agreements with owners etc 28. Maintaining GhHA's registration as a Property factor and ensuring compliance with legal obligations 29. Income collection and arrears management, providing the Operations Services sub-committee with regular reports on action taken or required. 30. Instruction of court actions (including sequestrations and enforcement of all decrees in relation to factoring debtors 31. Operational management of GhHA's programmes for development, planned maintenance and SWG 32. Making grant applications to Glasgow City

LEVEL 1 Reserved to Management Committee	LEVEL 2 Delegated to Operations Sub- Committee	LEVEL 3 Delegated to Senior Management Team
		<p>Council and others</p> <p>33. Tender acceptance for all maintenance works in programme and budget, up to £100,000</p> <p>34. Supervision and performance review of professional consultants and contractors</p> <p>35. Issuing client instructions to consultants and contractors</p> <p>36. Approval of home loss payments and statutory disturbance payments</p> <p>37. Approval of contract cost over-runs up to £50,000 following contract acceptance stage</p> <p>38. Compliance with regulatory guidance on management/reporting of disposals</p> <p>39. Authorisation of payments for property adaptations (met from major repairs budget or grant claims to GCC)</p>

GROUP PROCEDURES FOR THE CONDUCT OF COMMITTEE AND BOARD MEETINGS

1. Introduction

- 1.1 These procedures apply to:
- Meetings of the Association's Management Committee (MC) and its sub-committees;
 - Board meetings of Govanhill Community Development Trust.
- 1.2 To keep things simple, the procedures use the following terms to describe governance arrangements within the Association and GCDT:
- **"Committee"** means the Management Committee and sub-committees of GhHA or the Board of GCDT;
 - **"Committee meetings"** includes GhHA committee meetings and GCDT board meetings;
 - **"Committee member"** means anyone who is a committee or board member of GhHA or GCDT;
 - **"Lead officer"** means GhHA's Director or any other senior staff member who is responsible for supporting or advising each committee, sub committee or board within the Group.

2. Notice of Committee Meetings

- 2.1 Seven days notice by letter/email/Decision Time will normally be given for all committee meetings.
- 2.2 Wherever possible, reports will be issued at the same time as the notice of the meeting. Late circulation of a report will not prevent the report being discussed, if a majority of the members present agree to this.
- 2.3 The lead officer will prepare the agenda, in consultation with the relevant committee chairperson. Prior to meetings, the lead officer and the chairperson will discuss the order of business and the matters requiring decision.
- 2.4 If committee members wish to propose agenda items, they should notify the chairperson or lead officer at least 10 days prior to the meeting date.

3. Attendance at Committee Meetings

- 3.1 The lead officer (and other staff members, external advisers or invited persons) will attend committee meetings and submit written reports as required.
- 3.2 The committee or board may meet in private session, without officers present, if a majority of committee members present request this.

- 3.3 Members of the public will not be admitted to committee meetings. With the approval of the committee, people interested in becoming committee members may attend meetings as observers.

4. Quorum Requirements for Committee Meetings

- 4.1 The quorum for committee meetings shall be four for MC meetings of GhHA, three for sub-committee meetings of GhHA and three for Board meetings of GCDT. If a meeting becomes inquorate after it has started, the meeting shall be adjourned.
- 4.2 For MC and sub-committee meetings of GhHA, the presence of co-optees does not count towards the quorum for meetings.

5. Decisions and Voting

- 5.1 Decisions at committee meetings will normally be made by consensus, or failing this by majority voting.
- 5.2 The chairperson of a meeting or another committee member may propose that a vote is taken, as a way of bringing an item to a conclusion where there is no clear consensus.
- 5.3 In addition, matters may be put to a formal vote if:
- A motion is proposed by one committee member and seconded by a second committee member, and if
 - Another committee member states their opposition to the motion.
- In these circumstances, the matter will be decided by vote of those committee members present who are eligible to vote on the matter.²
- 5.4 Voting will normally be by show of hands unless a majority of committee members decide that voting shall be by other means (for example, if not all committee members are physically present in the same place when a meeting is being held).
- 5.5 Each committee member shall have one vote only on any matter that is put to a vote. If there is a tie, the chairperson of the meeting will have a casting vote, in addition to his/her own vote.
- 5.6 The number of votes cast for and against a motion or amendment will be recorded in the minutes of the meeting as will the number of abstentions.
- 5.7 Committee members may ask that their dissent is recorded in the minutes. Once a decision has been made, all committee members are bound by a duty of collective

² The Association's Rules state that co-optees may not vote on matters that directly affect the Rules, the membership of GhHA and the election of GhHA's Office Bearers.

responsibility, i.e. all must accept and abide by the decision made and must not undermine this in any way or criticise the decision in public.

- 5.8 Committee decisions will stand on record for at least 6 months and will not be discussed, questioned or put to a further vote within that period unless two-thirds of those present at a committee meeting agree to this.

6. Adjournment of Meetings

- 6.1 Meetings may be adjourned by consensus, or by a majority decision of the committee members participating in a meeting. When an adjourned meeting is resumed, proceedings will begin at the point at which they were broken off at the adjournment.
- 6.2 The date and time of a reconvened meeting should normally be agreed when the original meeting is adjourned. If not, the Secretary (Govanhill Housing Association) or the Chairperson (GCDT) shall decide the date and time.

7. Time Management of Meetings

- 7.1 The decision of the chairperson of a meeting is final on the length of speeches, debate and closure of debate. Committee members should signal to the chairperson their wish to speak, and the chairperson will seek to ensure that all committee members are given adequate opportunity to contribute.
- 7.2 Proceedings at committee meetings should not exceed 2 hours. In exceptional circumstances, a meeting may be extended if two-thirds of those present agree to suspend Standing Orders. A time extension shall normally be for a maximum of 30 minutes, unless two-thirds of the members present agree to a further extension.

8. Any Other Competent Business

- 8.1 Committee members who wish to raise substantive matters under Any Other Competent Business (AOCB) should notify the chairperson prior to the start of a meeting, giving 24 hours notice unless it is not possible to do so.
- 8.2 No business, other than on the Agenda, will be decided under AOCB unless two-thirds of the members present at a committee meeting agree to this.
- 8.3 Matters raised under AOCB that do not need a decision urgently may be referred to a future meeting or delegated to the appropriate staff member.

9. Minutes of Committee Meetings

- 9.1 Officers shall prepare minutes of all committee meetings:
- Minutes shall be submitted to the next meeting and shall be proposed for acceptance as a correct record with or without amendment. Only members who were present for the full meeting may propose or second the minute.

- Approved minutes shall be signed by the person who presided at the meeting.
- 9.2 A separate minute will be produced for any items of business discussed under private or closed session (for example, because a matter is confidential or commercially sensitive). Minutes for these items shall only be available to committee members and to any members of staff who need access to the minutes to implement the committee's decisions.
- 9.3 Minutes of GhHA sub-committee meetings and GCDT board meetings shall be submitted to the GhHA Management Committee. A draft minute should be provided to the Director and Management Team within 5 working days.
- 9.4 In order to comply with the Companies Acts, the minutes of GCDT meetings must:
- Record whether Board decisions were made unanimously or by majority decision;
 - Be retained for a period of 10 years.

All approved minutes of Management Committee meetings will be made available to members of the public on request and on our website. Minutes made available in this way will exclude any confidential matters and any business considered under closed session.

10. Conduct of Members at Committee Meetings

- 10.1 At committee meetings, members must always:
- Conduct themselves in a courteous and business-like manner;
 - Declare any personal, financial or business interests, including any such interests they are aware of on the part of people they are closely connected to
 - Embrace the values described in the Group's Code of Conduct, including those relating to equality and diversity, and reflect these in their conduct when carrying out their role as a committee member;
 - Show respect for the authority of the chairperson of the meeting;
 - Show respect and consideration towards other members, staff members and anyone else attending the meeting;
 - Respect confidentiality;
 - Accept shared responsibility for all decisions that have been properly made by the committee.
- 10.2 The chairperson of a meeting is responsible for determining if a committee member is acting in a way contrary to the Standing Orders or the Code of Conduct, and for determining what action should be taken in such circumstances.

ROLE DESCRIPTIONS FOR MC MEMBERS, OFFICE BEARERS AND SUB-COMMITTEE CHAIRS

ROLE DESCRIPTION MANAGEMENT COMMITTEE MEMBERS

INTRODUCTION

This role description sets out the activities and responsibilities associated with being a member of Govanhill Housing Association's Management Committee (MC).

CONTRIBUTING TO THE WORK OF THE MANAGEMENT COMMITTEE

The MC's main purpose is to direct and control the Association's work. All MC members are expected to contribute to how the MC carries out its main functions. These functions include:

Leadership and Strategy

- Deciding our overall purpose and values, and making sure these are achieved
- Deciding our strategic direction and business objectives, taking account of our operating environment and the needs and views of our tenants and service users
- Approving the Association's strategic plans and the resources needed to achieve these
- Making sure the Association is accountable to its members, tenants and other stakeholders
- Deciding and keeping under review our partnerships with other organisations
- Establishing relationships with senior staff that are professional and supportive, while also avoiding undue familiarity

Performance and Control

- Deciding the Association's policy
- Ensuring that systems for internal control and assurance are effective
- Ensuring the MC provides constructive challenge to senior staff
- Protecting the assets of the Association at all times
- Identifying and acting on risks to our tenants, business and good reputation
- Operating within the law and according to its Rules and procedures; and meeting standards laid down by SHR, OSCR, and other regulatory bodies
- Exercising control and responsible stewardship of the Association's financial resources
- Assessing how well the Association is delivering for our tenants and communities
- Overseeing the work of the Association's subsidiary (GCDT)
- Assessing the MC's effectiveness, to make sure it has the skills, knowledge and experience it needs.

RESPONSIBILITIES AS AN INDIVIDUAL

As a Management Committee member, you should always act with integrity. These are the main standards we expect all MC members to meet when carrying out their role:

- Acting at all times in the best interests of the Association
- Signing, and meeting the standards set out in our Code of Conduct
- Upholding the Association's values and policies, including our commitment to equality and treating people fairly and with courtesy and respect
- Attending and being well prepared for committee meetings
- Contributing effectively to the Committee's discussions and decision-making
- Being objective when you are making decisions, basing these on facts and evidence
- Accepting shared responsibility for the Committee's decisions
- Developing the skills and knowledge relevant to your role as a Committee member, and taking part in an annual review conversation with the Association's chairperson
- Participating in training and other learning opportunities and in reviews of the Committee's performance
- Keeping up to date with the Association's operating environment
- Representing the Association positively at any external meetings or events you attend
- Always declaring openly any personal, business, financial or other interests relating to yourself or people who are closely connected to you, and ensuring you are not influenced by any such interests
- Making sure you are aware of, and comply with, the Association's policy on payments and benefits
- Fostering positive and professional working relationships within the MC, and between the Committee and our staff and stakeholders
- Respecting the confidentiality of information you receive in your role as a Committee member.

SUPPORT FOR COMMITTEE MEMBERS

We appreciate that the responsibilities listed may seem daunting, especially for people joining the MC for the first time, but we can offer plenty of practical support.

We will use this role description:

- As part of the induction process for new MC members;
- To help existing members to reflect on any personal support or training needs, when they are preparing for their annual review meetings;
- To make sure that the training and support we offer to members is relevant and useful.

ROLE DESCRIPTION: CHAIRPERSON

1. The Chairperson's most important responsibilities are to:
 - Provide leadership to the MC;
 - Act as an ambassador for the Association;
 - Work effectively with the Director to support delivery of GhHA's objectives and strategy;
 - Offer constructive support and advice to other Committee members; and
 - Maintain the support and confidence of the MC.
2. Along with the other Office Bearers, the Chairperson is bound by the Rules **to act on behalf of the MC as a whole** and **to be accountable to the MC**. The chair's role is more about being "first among equals" than having significant personal powers.
3. GhHA's Rules describe the Chairperson's role (see first column of the following table). The second column provides some additional practical guidance (not part of the Rules).

Chairperson Responsibilities under the Rules	Additional Guidance on Chairperson role
Promote effective working between the MC and senior staff	<ul style="list-style-type: none"> • As required, Chairperson should represent the MC's views in discussions with management, to help ensure that GhHA's objectives are achieved. • Relationships with senior staff should be constructive and supportive, while remaining professional.
Maintain an overview of the business of the Association	<ul style="list-style-type: none"> • The Chairperson will receive regular briefings from the Director.
Setting the agenda for each Committee meeting	<ul style="list-style-type: none"> • The Director will discuss a draft agenda with the Chairperson, before MC meetings are called
Conducting meetings effectively	<ul style="list-style-type: none"> • The Chairperson should ensure that meetings are conducted in accordance with the Rules and the Standing Orders. • The Chairperson should give all MC members the opportunity to contribute at meetings.
Approval of minutes and implementation of the decisions and actions approved by the MC	<ul style="list-style-type: none"> • The Chairperson should sign approved minutes of MC meetings provided that they were in attendance. • Where necessary, the Director may update or seek guidance from the Chairperson and other Office Bearers between committee meetings. • Implementation of approved decisions and actions shall be included in written reports to the next Committee meeting.

Chairperson Responsibilities under the Rules	Additional Guidance on Chairperson role
Ensuring compliance with the standing orders, code of conduct for committee members and other relevant policies and procedures affecting GhHA's governance	<ul style="list-style-type: none"> • The Chairperson (along with other MC members) is responsible for challenging non-compliance. • The Chairperson is responsible for taking forward any investigations/action in response to alleged non-compliance (as described in Code of Conduct procedures). • The Director will seek the Chairperson's guidance about any breaches of standards that occur outside meetings.
Where necessary, making decisions under delegated authority between meetings	<ul style="list-style-type: none"> • The Chairperson and Director may make emergency or other essential decisions between MC meetings, reporting back to the next meeting. • If decisions are of a substantial nature, other Office Bearers will also be consulted if time permits.
Ensuring that the MC receives professional advice when it is needed	<ul style="list-style-type: none"> • Senior managers will advise the MC if such advice is needed and will procure the advice needed, in accordance with the MC's instructions. • The MC and Audit Committee may also identify other areas where professional advice or independent assurance should be obtained.
Ensuring that the MC monitors the use of delegated powers	<ul style="list-style-type: none"> • Addressed during MC's reviews of its collective effectiveness. Audit Committee may also examine.
Representing the Association at external events	<ul style="list-style-type: none"> • Core part of the Chairperson's role.
Ensuring that appraisals are undertaken for MC members and the Director, in accordance with policy and procedures	<ul style="list-style-type: none"> • The Chairperson will lead the appraisal process for MC members, and may be supported by the Vice Chair (e.g. in relation to the Chairperson's own appraisal meeting). • The Chairperson and/or other Office Bearers will conduct the Director's appraisal.
Addressing the training requirements of MC members, and the recruitment and induction of new committee members	<ul style="list-style-type: none"> • Training requirements will be discussed at annual review conversations led by the Chairperson. Management will then take the lead in preparing the MC Training Plan, for approval by the MC. • The MC as a whole will discuss and decide any action needed to recruit new committee members. • Induction will be carried out in accordance with the Association's Policy. The Chairperson will contribute to the induction programme and keep in touch with new members.

4. The Chairperson will not normally be involved in any operational decision-making, nor will he/she normally take action without the knowledge of the Director or the MC as a whole unless there are exceptional circumstances (for example, if a matter concerns the Director's conduct).
5. For the sake of completeness, refer also to the remaining clauses of Rule 59 which describe how the Chairperson shall be elected and the maximum continuous period of service (5 years).

ROLE DESCRIPTION: VICE CHAIRPERSON

6. The role of the Association's Vice Chairperson is to perform the responsibilities of the chair, in the Chairperson's absence.
7. With the agreement of the MC and the Chairperson, the Vice Chairperson may be asked to undertake specific responsibilities on behalf of the Chairperson.

ROLE DESCRIPTION: SECRETARY

8. The role of the Secretary is to ensure that the business of the Association and MC is properly conducted, in accordance with the Rules.
9. The MC has agreed that the following aspects of the Secretary's duties shall be delegated to the Director and other senior staff under the supervision of the Secretary, as described below:

GhHA Rules Requirements	Responsibility
To call meetings, and send notices and relevant reports before meetings	Director (or Management Team members responsible for sub-committee servicing)
To keep minutes	Minute Secretary (supervised by the Director for MC meetings and the relevant Management Team member responsible for sub-committee servicing)
To prepare and send all necessary reports to the Financial Conduct Authority, the Office of the Scottish Charity Regulator and the Scottish Housing Regulator	Director and MC
To maintain registers of members, committee members etc.	Corporate Services Administrator The Secretary will inspect annually the Register of Members and other governance registers

GhHA Rules Requirements	Responsibility
To execute documents on behalf of the Association (either by signing or use of seal)	Authorised signatory and witness.
To issue share certificates to new members	Corporate Services Administrator
Approval of annual statement of compliance with the Rules (Rule 68)	Secretary and MC

ROLE DESCRIPTION: TREASURER

10. The Treasurer's responsibilities are set out in the Association's Scheme of Delegation, which draws on the Financial Regulations, Policies and Procedures. These responsibilities may be summarised as follows:
- Authorised signatory for the approval of the audited accounts
 - Authorisation of committee members' expenses (Treasurer and Director)
 - Authorisation of the Director's expenses (Treasurer or Chairperson)
 - Authorisation of promotional expenses (Treasurer or Chairperson)
 - Signature of cheques for more than sum agreed within the Financial Regulations (Treasurer or another committee member must be one of the cheque signatories)
 - The Head of Finance & IT must consult the Director and the Treasurer or Chairperson on any loans, treasury investments or opening/closing of bank accounts where a decision must be taken between meetings of the Finance and General Purposes Sub-Committee.

ROLE DESCRIPTION: CHAIRPERSONS OF SUB-COMMITTEES

- The Association's sub-committees shall each have a chairperson, elected by the other members of the sub-committee and subject to annual re-election.
- Chairs' main responsibility is to ensure that meetings are conducted effectively and in accordance with the procedures on calling, conducting and recording meetings that are set out in the Standing Orders, Appendix 3.
- Sub-committee chairs should work constructively with the senior staff member responsible for servicing and supporting the sub-committee, to ensure that the sub-committee fulfills its role and remit.



GROUP STANDING ORDERS APPENDIX 5

Standing Orders of Govanhill Community Development Trust Ltd

Date: August 2024

Review: August 2027

1. PURPOSE OF THE STANDING ORDERS

- 1.1 Govanhill Community Development Trust (“the Trust”) is a wholly owned subsidiary of Govanhill Housing Association (GhHA). The Board is the Trust’s governing body, responsible for the direction and control of the Trust’s activities, acting within the limits approved by GhHA as Group Parent. These limits are described in the Service Sharing Agreement and the Independence Agreement entered into by GhHA and the Trust.

2. ROLE AND REMIT OF THE TRUST’S BOARD

- 2.1 The Board’s core responsibilities include:

- Ensuring that the Trust is well-governed
- Developing and approving the Trust’s business strategy and its business plan and budgets (these documents also need approval by the Management Committee of GhHA)
- Approving policies for conducting the Trust’s business
- Supervising the Trust’s management, by monitoring its business and financial performance and holding executive officers to account
- Overseeing the Trust’s compliance with group frameworks for assurance, risk management and internal control
- Acting as employer for staff who are directly employed by the Trust.

3. ROLE OF GOVANHILL HOUSING ASSOCIATION AS GROUP PARENT

- 3.1 As Group Parent, GhHA is responsible for ensuring that:
- GCDT contributes as agreed to meeting the objectives of the Group, and
 - GCDT does not place the activities or interests of GhHA or the Group at risk.
- 3.2 The powers exercised by the GhHA Management Committee in this regard are set out in the Independence Agreement and in the attached Scheme of Delegation.

4. SCHEME OF DELEGATED AUTHORITY

- 4.1 The attached Scheme of Delegated Authority specifies the matters that are:
- Reserved to GhHA, as Group Parent;
 - Reserved to the Board of the Trust;
 - Delegated to the executive (i.e. staff employed directly by GCDT, and GhHA staff providing services to the Trust under the Group’s Service Sharing Agreement).
- 4.2 GhHA will provide senior officer services to the Trust (the Director and the Association’s Heads of Service), who will be responsible and accountable to the Board for the implementation of the Board’s decisions and policies. The Board will

also seek independent professional advice and/or assurance, as required or as the Board considers necessary.

- 4.3 Subject to the matters reserved to the governing bodies of GhHA and the Trust, officers will be empowered to manage all aspects of the Trust's operations, while remaining accountable to the Board.
- 4.4 The financial regulations and procedures adopted by GhHA will also apply to the Trust, for goods and services purchased by the Trust and for all services provided by GhHA to the Trust.
- 4.5 The Director and the Trust's chairperson will have authority to take any appropriate action to preserve the position of the Trust in any situation requiring immediate or urgent action. Any such action will be reported to the next meeting of the Board.

5. MEMBERSHIP OF THE TRUST'S BOARD

- 5.1 GhHA will determine from time to time the size and composition of the Trust's Board. The Trust's Board Members may be either:
 - Management Committee (MC) Members of GhHA,
 - Other persons with an interest in the Trust's role in the local community and/or persons with skills or experience that would benefit the business of the Trust.
- 5.2 The Trust will not appoint any new Board Members without the prior written approval of GhHA. For vacant places on the Board:
 - GhHA will decide how a vacancy or vacancies will be filled;
 - GhHA will select any MC Members to serve on the Trust's Board.
- 5.3 The Trust's Board will select proposed External Board Members, but may only appoint such persons with the approval of GhHA.
- 5.4 The Trust's Board will consider periodically the need to refresh its membership, and GhHA will take its views into account when it is appointing Board Members to the Trust. Board membership of the Trust will not be subject to any fixed maximum periods in respect of either appointment or retirement.
- 5.5 The Trust will not pay its directors for their service as Board Members (other than reimbursement of reasonable out of pocket expenses as set out in the Group's Policy), nor will directors be permitted to provide paid professional services or advice to GCDT or GhHA.
- 5.6 The above arrangements are without prejudice to GhHA's rights as the Trust's only shareholder and its rights to exercise control as group parent.

6. APPOINTMENT OF CHAIRPERSON

- 6.1 Each member organisation in the Govanhill Group will have a different chairperson. The Trust's Board will elect its own chairperson, subject to approval by GhHA as Group Parent.
- 6.2 The Trust's chairperson (or in his/her absence, another director) will preside at board meetings. The chairperson's role and remit will be as described in **Appendix 4** of the Group Standing Orders.

7. BOARD MEETINGS

- 7.1 The Board must meet at least twice a year and will schedule additional meetings as required. Board meetings will be called, conducted and recorded in accordance with the Group Procedures for committee and board meetings (**Appendix 3** of the Group Standing Orders). Each Board Member must ensure that their personal conduct meets the standards set out in the Procedures, the Group's Code of Conduct and related governance policies.

8. BOARD REPORTS

- 8.1 Officers will ensure that the Board receives regular reports about the Trust's achievement of its overall strategy and objectives; its income and expenditure; its assessed risks; its business and financial performance; and any staffing and governance matters.
- 8.2 The Trust will submit copies of all Board minutes and reports to GhHA, and will provide such reports about its finances, business performance and management of risks as GhHA may require.
- 8.3 By exception, the Trust will report immediately any material risks to GhHA, including matters such as any financial difficulties, breaches of the Code of Conduct, litigation or anything that threatens the financial position or reputation of GhHA or the Group as a whole.

9. CONFIDENTIALITY

- 9.1 Proceedings at Board meetings, together with agendas, reports and other documents submitted to Board meetings will be treated as confidential unless otherwise agreed. Board members must also adhere to the Group Code of Conduct.

10. SERVICE SHARING AGREEMENT

- 10.1 GhHA will provide and re-charge for staff services provided to the Trust in accordance with the Service Sharing Agreement entered into.
- 10.2 GCDT will provide and re-charge for staff services provided to the GhHA in accordance with the Service Sharing Agreement entered into.

- 10.2 GhHA's employees will have authority to incur expenditure on behalf of the Trust, within the Trust's approved budget and Group procedures.

11. REVIEW OF STANDING ORDERS

- 11.1 These Standing Orders will be reviewed at least once every three years, as part of reviews of the Group Standing Orders as a whole.

GOVANHILL COMMUNITY DEVELOPMENT TRUST LTD: SCHEME OF DELEGATION

Role of Govanhill HA Management Committee, and Matters Reserved to it as Group Parent	Role of The Trust Board and Matters Reserved to the Board	Delegated to the Executive
<ol style="list-style-type: none"> 1. Approval of the overall strategy of the Govanhill Group 2. Approval of the Trust's business plan (including its annual budget, financial projections, cashflows and key performance indicators), as recommended for approval by the Trust's Board 3. Requesting any supplementary reports from the Trust as GhHA considers necessary 4. The approval of Group Policies and Financial Regulations for adoption by all members of the Group 5. Approval of action recommended by the Trust's Board, in response to any report from auditors or regulatory bodies 6. Appointment and removal of the Trust's board members 7. Consideration and approval of any proposed on-lending to the Trust by GhHA 8. Consideration and approval of any changes to the Trust's constitution 9. Intervention, if the Trust acts outside its approved Business Plan, budget or undertakings, or if any of its activities threaten the wider interests or reputation of the Group 	<p>Strategic and Financial</p> <ol style="list-style-type: none"> 1. Approval of the policy of the Trust 2. Approval of the Trust's business plan, budget, financial projections and cashflows, key performance indicators and annual accounts and any other plans or documents that fall within the Board's strategic role 3. Monitoring of the Trust's financial performance and risks 4. Deciding the Trust's involvement in new services or business initiatives 5. Approval of workforce plans 6. Approval of the terms of any loans to be taken by the Trust and monitoring of compliance with loan conditions 7. Approval and review of all formal agreements between the Trust and GhHA 8. Recommending to GhHA any constitutional changes that may be required 9. Approval/Acceptance of all Grant Offers/Awards <p>Business Performance and Operations</p> <ol style="list-style-type: none"> 10. Approval of all service contracts with GhHA and with external organisations 11. Approval of all expenditure in excess of £20,000 and/or in excess of The Trust's annual budget 	<ol style="list-style-type: none"> 1. Implementation of the business plan and all strategic and financial plans approved by the Board 2. Drawdown of external grant funding, for grant awards approved by the Board 3. All expenditure within the approved budget, up to a limit of £20,000 4. All operational matters relating to the Trust's services, contracts and management including: <ol style="list-style-type: none"> a) Appointment of contractors and instruction of works b) Management of the Trust's portfolio of workspace and commercial properties c) All recruitment and selection matters d) All operational matters relating to human resources management and health and safety management e) All matters relating to the Trust's equipment and other property f) Treasury management transactions, within the limits and policies approved by the Board g) All insurance claims h) Implementation of the Group's ICT policies and procedures

	<p>12. Approval of the Trust's rental policy for workspace and commercial properties</p> <p>13. Approval of the sale or purchase of land, heritable property or other assets of the Trust, if included in the Trust's approved business plan</p> <p>14. Appointment or dismissal of the Trust's solicitors, bankers or auditors¹</p> <p>Compliance</p> <p>15. Determining action in response to audit or regulatory reports</p> <p>16. Approval of payments and benefits or of corporate gifts, hospitality or donations, in accordance with the Group's Policies.</p> <p>In relation to payments and benefits where decisions are required outside the normal cycle of meetings, a board committee may be formed consisting of a minimum of 3 Board Members, to consider and approve the matter.</p>	
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¹ The Trust will normally appoint the same solicitors, bankers and auditors as GhHA