



## COMMITTEE PROCEDURES & STANDING ORDERS

September 2024

<b>Reference</b>	CS-MC-08
<b>Information Classification</b>	External
<b>Review Frequency</b>	3 Years
<b>Date Reviewed/Approved</b>	Sep 2024
<b>Next Review Due Date</b>	Sep 2027
<b>Applicable Committee(s)</b>	Management Committee
<b>Owner - role</b>	Chief Executive

<b>Record of Updates/Changes</b>			
<b>Current Version</b>	<b>Date Approved</b>	<b>Approved By</b>	<b>Changes</b>
V5	September 2024	-	Updated for change in SMT structure only. No reapproval required
V4	November 2021	Management Committee	Reviewed & updated in light of amendment to sub-committee structure & reassigned responsibilities arising therefrom.
V3	November 2018	Management Committee	Reviewed & updated in light of amendment to sub-committee structure & reassigned responsibilities arising therefrom.
V2	October 2016	Management Committee	Reviewed & updated in light of adoption of new SFHA Model Rules & introduction of new Code of Conduct for Governing Body members
V1	February 2010	Management Committee	Updated Committee procedures & Standing Orders

## 1 Introduction

- 1.1 The aim of this document is to provide a source of reference as to the Committee structure and the respective terms of reference and powers of the various sub-committees.

On 21<sup>st</sup> September 2020, the Association adopted the SFHA Charitable Model Rules (Scotland) 2020 and should any conflict arise between the Rules and this document, then the Rules shall prevail at all times

- 1.2 The Management Committee has the authority to review and update this document, but only where the revision is supported by two-thirds of those present, and an absolute majority of the Committee.
- 1.3 The Management Committee will follow the Code of Governance for Committee Members produced by the SFHA (latest edition 2021)
- 1.4 The Management Committee will ensure that the Association complies with the Regulatory Standards and Guidance as published by the Scottish Housing Regulator in its framework document "Regulation of Social Housing in Scotland" (2019).

## 2 Management Committee

- 2.1 The Management Committee is ultimately responsible for the overall control of the Association, and will conduct its business to ensure that the Association is:

- Financially viable
- Properly governed
- Properly managed

- 2.2 The Management Committee is governed by the Association's Rules and has the following essential responsibilities:

- To set aims and objectives for the Association
- To approve and review the Strategic Plan
- To approve and review the Business Strategy Delivery Plan, Financial Forecasts and Risk Registers that support implementation of the Strategic Plan.
- To approve and review Strategy for the Association's subsidiary companies
- To approve IT Strategy
- To monitor the overall provision of services to the Association's tenants and clients
- To ensure that all relevant policies are developed, approved, implemented, monitored and reviewed, including - Debt and Recovery; Estate Management; Reactive Maintenance; Void Management; Anti-Social Behaviour and Harassment; Tenant Participation
- To approve rent policy, annual rent review and annual salary review



- 3.5 There will be an annual review of co-opted members. The maximum time limit for a person to be co-opted on to a Sub Committee is one year.

## 4 Standing Orders

- 4.1 Notice of all meetings of the Committee and Sub Committees shall be sent to Committee members not less than seven days before the date of the meeting. Written reports will normally be circulated in advance.
- 4.2 The Association's Rules determine that a Committee member shall cease to be a Committee member if they are absent from four consecutive meetings of the Management Committee without prior special leave of absence. This rule is hereby extended to include that the Committee may request a member's resignation if they miss four consecutive meetings of the Management Committee or any Sub Committees of which they are a member. The Secretary will advise any member after three absences of meetings that the matter may be considered at the next Management Committee meeting.
- 4.3 A quorum for a Management Committee meeting shall be four Committee members, and a quorum for a Sub Committee meeting shall be three Committee members.

In the event of failure to obtain a quorum, the members present may elect:

- (a) to rearrange the meeting to another date
  - (b) to proceed with the meeting on the basis of hearing routine matters only which imply no changes to the Association's policies. In such cases, any decisions taken shall be ratified by a subsequent quorate meeting of the same body, or by a meeting of Management Committee.
  - (c) to invite committee members who do not normally attend a particular sub committee to ensure a quorum is reached
- 4.4 Minutes of Sub Committees shall be presented to the next Management Committee for approval. If a minimum of three members present at the Sub Committee meeting are present at the Management Committee meeting, the minute may be approved at the Management Committee meeting. Otherwise, the minute will be presented for approval to the next Sub Committee meeting. Any member of the Sub Committee present at the meeting shall have the right to move the approval of the Minute of the Sub Committee meeting.
- 4.5 Once the draft minute has been approved by the relevant Committee, the minute taker (Corporate Services Officer) will produce an approved version for the file record and arrange for this to be signed/electronically approved by the relevant Convener.
- 4.6 Voting will be by a show of hands, unless otherwise directed by the Convener. In the event of an equality of votes, the Convener of the meeting shall have a second or casting vote.
- 4.7 No Committee member shall have any financial interest personally, or as a member of a firm, or as a Director of a business trading for profit or in any other way whatsoever in any contract or other transaction with the Association. Any Committee member having an interest, other than a financial interest, or any conflict or duality of interest in any contract or other transaction about to be discussed at a meeting shall disclose the nature of the interest and shall not (unless

requested to do so by the other members of the Committee) remain during its discussion, nor vote upon the matter, or if by inadvertence he does so remain and vote, the vote shall not be counted. Committee members should refer to the Association's Code of Conduct for Governing Body Members and to the Entitlements, Payments and Benefits Policy (for detailed guidance on these matters).

- 4.8 Standing Orders may be suspended if a motion to suspend them is supported by at least two thirds of the members present at the meeting.
- 4.9 Emergency business. Any matter out with the ordinary authority of the Association's officers which requires such urgent or immediate action that it cannot await a full meeting of the Committee or relevant Sub Committee shall be referred to the relevant Convener for decision, depending on the nature of the matter and delegated powers of authority for Sub Committees. Any such matter, and the action taken, shall be reported to the first meeting of the Management Committee or Sub Committee held after such action has been taken.
- 4.10 All other regulations on proceedings of Committee meetings and conduct of Committee meetings shall be as laid down in the Association's Rules (Rules 48-59).
- 4.11 The use of the Seal is delegated to the Chief Executive, with authority in the Chief Executive's absence, for the Seal to be used by the Director of Finance and Corporate Services, Director of Housing Services or Director of Property Assets as appropriate. A report will be presented to each Management Committee meeting advising of the use of the Seal since the last meeting.

## 5 Finance, Audit & Risk Sub Committee

### 5.1 Principal objectives

The principal objectives of the Finance, Audit & Risk Sub Committee will be

- To ensure that the Association exercises sound financial management in all its areas of activity
- To review external audit work
- To review internal audit work
- To identify and manage risk

To ensure independence, the Convener of the Finance, Audit & Risk Sub Committee should not be the Convener of the Management Committee.

### 5.2 Main areas of activity

- Annual Budget and re-forecasts
- Management Accounts
- Annual Accounts
- Financial projections
- Treasury management
- Internal financial control
- External audit
- Internal audit

- Risk assessment review
- Insurance arrangements

### **5.3 Delegated powers requiring Management Committee approval**

- Annual Budget and re-forecasts
- Annual Accounts
- Appointment of Auditors
- Financial Regulations
- Financial strategies, as required
- Approval of any unforeseen spending on specific activities that has not been included in the agreed budget
- Audit policy
- Accounting policies

### **5.4 Fully devolved delegated powers**

- Approval of
  - Treasury Management Policy
  - Private Finance proposals
  - Financial procedures
  - Insurance arrangements
  - 5-year financial projections
  - 30-year financial projections
  - Risk assessment review
  - Internal audit work-plan
  - Response to external auditor's management letter
  - Internal audit reports
  - Business Continuity Plan
- Monitoring of
  - Quarterly management accounts
  - Banking arrangements
  - Financial risks
  - Costs of developments on site
  - Requirements for additional finance
  - Systems of internal financial control

- Commissioning of Reports or investigations relating to internal control

Additional internal audit reports

*Note:*

The Financial Regulations include information relating to delegated authorities for disposal of assets, use of the Seal, contracts for capital works, banking arrangements. The Treasury Management Policy includes procedures for approval of borrowing facilities and investment arrangements. It is important that these regulations are also referred to, as required.

## 6 Corporate Services Sub Committee

### 6.1 Principal objectives

The principal objectives of the Corporate Services Sub Committee will be

- To oversee all aspects of the Human Resources functions of the Association
- To oversee operation of Health and Safety policies
- To oversee all aspects of the Performance Management Framework
- To oversee all aspects of the Compliance function of the Association

### 6.2 Main areas of activity

- Staff structure
- Job evaluation and salary comparability
- Appointment of senior management staff

### 6.3 Delegated powers requiring Management Committee approval

- Amendments to staff structure which involve Managers
- Amendments to staff Terms and Conditions
- Appointment of Chief Executive
- Establishment of new posts
- Amendments to Health and Safety policy in relation to employees
- Recommendations from salary comparability exercise

### 6.4 Fully devolved delegated powers

- Approval of policies relating to recruitment, contracts of employment, training and development

- Oversee HR policies, including approval as required, and determined by Chief Executive
- Monitoring
  - Implementation of training programmes
  - Operation of Health and Safety policies
  - Annual Reviews of staff
  - Staff turnover and sickness
  - GDPR compliance
- Approval of amendments to
  - Job descriptions (senior management staff only)
  - Grading of post following Job Evaluation report

## 7 Consultation Working Group (CWG)

The Association endeavours to promote a culture where staff have an opportunity to input their views on significant issues being considered by the Association.

If a situation is identified that requires consultation with staff, a Consultation Working Group will be engaged for formal discussion and review of all relevant issues. The Group will comprise both members of staff, representing all sites including schemes, and members of the Management Committee.

The CWG has no powers and recommendations are referred to the Management Committee or appropriate Sub Committee.

It is envisaged that many of the issues discussed by the CWG will be connected to the human resources function, such as:

- Terms and Conditions of Employment
- Introduction or amendment of general employment related policies and procedures
- Training strategies and staff development

However, the CWG would also be able to discuss corporate issues such as:

- Major changes to the Association's objectives
- Proposed changes for office accommodation
- Major changes proposed to staff structure