

CONFIDENTIAL

Shettleston Housing Association

Standing Orders

Issue 5/February 2015



**SHETTLESTON
HOUSING
ASSOCIATION**

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Standing Orders

Purpose of these Standing Orders

1. These are the Standing Orders for the Shettleston Housing Association Group ie the Association and its subsidiaries. The Standing Orders set out the Group's governance structures and procedures. They provide a framework for the effective management of the Group's business.
2. The Standing Orders are part of a wider governance framework which includes:
 - The Association's Rules
 - The remit of the Management and other committees (App 1)
 - The Association's Scheme of Delegated Authority (App 2)
 - The Code of Conduct for Committee and Board Members (App 3)
 - The Declaration of Interest (App 4)
 - The Independence Agreements for the Association's subsidiary companies (App 5)
 - The Memorandum and Articles of Association for the Association's subsidiary companies (App 6)
 - The terms under which the remuneration of the Association's, and the Group's, Senior Officer are governed (App 7)
 - The appraisal mechanism for Association Management Committee Members (App 8)
3. The Management Committee of the Association may not exercise any powers which are reserved to the Association in general meetings either by these Rules or by statute.
4. Nothing in these Standing Orders (or any subsequent alteration or amendment) shall be taken to permit Committee Members, Board Members or staff to act in contravention of the Rules, Memorandum and Articles of Association or any statutory obligations.

Election and Appraisal of Committee Members

5. The Association's Rules set down that Members of the Management Committee shall be elected in accordance with an Election Forum process involving both Association members and tenants, as set out in paragraphs 39.1 to 41 of the Rules.
6. Management Committee Members are subject to the Regulatory Standards of Governance and Financial Management as published by the Scottish Housing Regulator from time to time.

7. So that the Association may satisfy itself that its Committee Members meet those standards, the Association has adopted an appraisal system as set out in Appendix 8. That appraisal system will operate to a timetable that will ensure that its outcomes meet the needs of the Election Forum process as set out in the Committee Governance Framework below:

Stage	Event	Date
1	Committee Appraisals	1st – 31st March
2	Appraisal report to Committee – individual and collective	1st Tuesday in May
3	Notice of Committee assessment and election requirements	May – following above
4	Recruitment of new Members as required	June and July Committee meetings
5	Committee meeting to finalise AGM arrangements	1st Tuesday in July
6	Notice of Election Forum: Call for nominations	At least 42 days prior to AGM – in practice 56 days
7	Deadline for Nominations	7 days following above
8	Issue of Ballot Papers by independent election agent	28 days prior to AGM
9	Formal notice of AGM	14 days prior to AGM
10	Return of Ballot papers	7 days prior to AGM
11	Annual General Meeting	Normally second last Thursday in September

Role and Remit of the Management Committee

8. The Management Committee is the Association’s governing body. Its central role is to direct and control the Association’s work. The Management Committee is responsible for determining strategic direction and policies, for establishing and overseeing the control and risk management framework, and for ensuring that the Association achieves its aims and objectives. The Management Committee’s remit is provided at Appendix 1.

Delegation to Sub-committees

9. To ensure that the Association's business is managed efficiently, the Management Committee will delegate some of its powers to Sub-committees, as described in the Rules and these Standing Orders.
10. The following standing Sub-committees have been established to carry out such functions as referred or delegated to them by the Management Committee:
 - Operations Committee
 - Corporate Services Committee
 - Development and Wider Role Committee
11. The remit of each Sub-committee shall be agreed by the Management Committee. Sub-committee remits shall be reviewed as decided by the Management Committee. The Sub-committee remits are provided at Appendix 1.
12. The Management Committee may also appoint special Sub-committees to carry out such functions as may be referred or delegated to them.

Committee Membership (Management Committee and Sub-committees)

Management Committee

13. The Members of the Management Committee will be elected in accordance with the arrangements described in the Association's Rules.
14. If an elected Committee Member leaves the Management Committee, a casual vacancy will be created. The Association's general policy will be to leave casual vacancies unfilled, unless filling the vacancy is essential for the overall operation of the Management Committee.
15. If a Committee Member requires a leave of absence from Committee for personal or other reasons, this must be approved by the Management Committee and duly recorded in the Minutes. Such an absence may not extend for more than three months, at the end of which it must be reviewed by the Committee. Any further extension may not exceed three months.
16. If there are vacant places on the Management Committee, and should the Committee decide that filling a place or places by co-option is appropriate, the Committee may seek to use co-options to make the Committee more representative of the local community and/or recruit specific skills or knowledge which are relevant to the Association's work. Examples of individuals meeting these criteria might include:
 - People from sections of the local population which are under-represented on the Committee.

- People with business or professional skills who work in Shettleston, but live outside the area of operation.
- Other people with relevant business, financial or professional expertise, regardless of their place of residence.

Sub-committees

17. The membership of each Sub-committee shall be decided by the Management Committee following the AGM. The Management Committee may adjust Sub-committee membership during the course of the year as necessary for the proper conduct of the Association's business.
18. Under normal circumstances there is an expectation that Members will serve on at least two of the three main Sub-committees. This expectation is subject to the personal circumstances of individual Committee Members which may be taken into account by the full Management Committee over the course of the year.
19. At the first meeting of each Sub-committee, each year, a Chair will be elected by the Members of that Sub-committee to chair meetings of that Sub-committee.
20. The Chair and Secretary of the Association will serve as Members of all three subcommittees, in addition to any other committees that the Management Committee agrees.

Delegation to the Director and other Members of Staff

21. As a matter of policy, the Association has decided that no member of staff may be a member of the Management Committee. This is reflected in the Association's Rules.
22. The role of the Association's Director is to act as the Management Committee's principal adviser, and to be responsible and accountable to the Management Committee for the effective implementation by the staff team of the Management Committee's decisions and policies.
23. The Scheme of Delegated Authority and the Committee Remits that form part of these Standing Orders set out the levels of authority and responsibility that apply to:
 - Management Committee
 - Sub-committees
 - Management Team
24. Subject to these reservations and restrictions, the Director is authorised and empowered to manage the Association and to direct its operations. The Director is responsible and accountable to the Management Committee for the work of the Association's staff team.

Committee Meetings

Frequency of Meetings

- 25. The Management Committee will normally meet at least ten times per annum on the first Tuesday of each month at 6.00pm, save for the months of January and August.
- 26. The Association’s Sub-committees will meet as set down by the Meeting Calendar set out below:

	Management	Devlp/WR	Operations	Corporate
Week Number	1	2	3	4
January	X	X	X	✓
February	✓	✓	✓	✓
March	✓	✓	✓	✓
April	✓	X	✓	✓
May	✓	✓	✓	✓
June	✓	✓	✓	✓
July	✓	X	X	X
August	X	X	✓	✓
September	✓	✓	✓	✓
October	✓	X	✓	✓
November	✓	✓	✓	✓
December	✓	✓	X	X

Meeting	✓
No Meeting	X

- 27. Other Sub-committees of the Association, which may be established from time to time in accordance with the Rules and these Standing Orders, will meet in accordance with their remit and delegated authority.
- 28. There will be a summer recess of approximately five weeks in the second half of July and the first half of August.
- 29. Special Meetings of the Management Committee may be convened in accordance with Rule 56.

Notice of Meetings/Agendas

- 30. The Secretary will normally give written notice of all standard meetings where agreed by the Management Committee on an annual basis at the outset of the year.
- 31. Meetings in addition to the normal schedule, or where the programme of meetings has not been set down, will require seven days’ notice to Committee Members.

32. Agendas and reports will normally be issued no less than five and normally no more than seven days prior to any meeting. While every effort will be made to ensure that reports are circulated within these timescales, late circulation of a report will not prevent the agenda item being discussed, if a majority of the Management Committee or Sub-committee Members present agree to this.
33. No business, other than on the Agenda, will be considered without the consent of two-thirds of those present.
34. Items for discussion/motions should be intimated to the Director or Secretary, seven days prior to the meeting.
35. Prior to the agenda being prepared (and prior to the meeting itself) the Director or relevant senior staff member should meet with the Chair to confirm the order of business, and to clarify the matters requiring decision.

Sub-committees

36. All of procedures set down at 30 - 35 above shall apply to the meetings of all Sub-committees.

Attendance by Staff Members

37. Staff will attend Management Committee meetings or submit written reports as required by the Committee, Chair, Secretary or Director. The Director will normally be in attendance.
38. Section heads will normally attend the relevant Sub-committee along with other staff as deemed appropriate by the section head. The Director will normally attend the Management Committee and the Corporate Services Committee along with such other staff as deemed appropriate.

Admission of Members of the Public to Meetings

39. Members of the public will not be admitted to Management Committee or Sub-committee meetings.

Proceedings at Committee Meetings (including Sub-committees)

Quorum Requirements

40. For Management Committee meetings, four Members (excluding co-optees) will form a quorum. Where a meeting becomes inquorate after the start, the meeting shall be adjourned.
41. The quorum for all Sub-committees shall be three Members (excluding co-optees). Where the meeting becomes inquorate after the start, the meeting will be adjourned.

Voting and Decisions

42. Where a motion is proposed and seconded by two Committee Members present at a meeting, and where another Committee Member indicates a direct negative, the matter shall be decided by vote of those Committee Members present.
43. Voting shall be by a show of hands, unless otherwise directed by the Chair.
44. The number of votes cast for and against the motion or amendment shall be recorded in the minute as shall the number of abstentions.
45. In the event of a tie, the Chair will have a casting vote, in addition to his/her own vote.
46. Any Member may ask for his/her dissent from any motions or decisions to be recorded within the minute.
47. Resolutions duly moved and seconded that do not attract a direct negative shall be deemed passed without dissent.
48. Decisions made by the Management Committee will stand on record for at least six months and will not be discussed, questioned or put to a second vote within that period unless there are exceptional circumstances and only then with the consent of two-thirds of those present.

Adjournment

49. The Committee may adjourn meetings. A motion for adjournment, which will follow the procedure set down above, will take precedence over all other motions.
50. When an adjourned meeting is resumed, proceedings will commence at the point at which they were broken off at the adjournment.
51. The time of a reconvened meeting may be agreed as part of the adjournment motion, failing which it shall be decided by the Secretary.

Time Management of Meetings

52. The decision of the Chair, Vice Chair or other person presiding at a meeting, on length of speeches, debate and closure of debate, is final. The Chair, Vice Chair or other person presiding at a meeting will seek to ensure that all Committee Members are given adequate opportunity to debate all items on the agenda.
53. All Committee business, including all Sub-committees, should not exceed two hours.
54. In exceptional circumstances, the meeting may be extended by a motion for suspension of Standing Orders supported by two thirds of those present. Any extension shall be for a maximum of 30 minutes and discussion will be limited to the particular item under consideration at the point of suspension of standing orders.
55. The minutes of previous meetings will be taken as read, except those items that appear on the Agenda.

Any other Competent Business

56. Any other competent business should be intimated to the Chair prior to the start of the meeting, if possible giving 24 hours' notice.
57. The Chair will rule on whether the business is competent for discussion and/or decision at the meeting. The Chair will report this decision to the meeting concerned. It will be open to the meeting, on the basis of a majority decision, to reverse this decision or allow immediate discussion and/or decision.
58. Other business will be referred to a future meeting or delegated to the appropriate Sub-committee or staff member.

Business Conducted under Closed Session

59. Where Committee business is of a confidential nature, the business will be conducted in closed session and a separate confidential minute will be produced. Staff members other than the Director and/or his substitute will normally leave the meeting during any confidential items. If the agenda item directly concerns the Director and/or it would be inappropriate for him/her to be present, the Director will also withdraw from the meeting.

Conduct of Members at Committee Meetings

60. Committee Members must observe the Code of Conduct when attending Committee meetings. In particular, all Members must:
 - Conduct themselves in a courteous and business-like manner.
 - Show respect for the authority of the Chairperson of a meeting.
 - Show respect and consideration towards other Committee Members, the Association's staff, and anyone else attending a meeting.

61. During Committee meetings, the Chairperson of the meeting is responsible for determining if a Committee Member, or a number of Committee Members, is acting in a way contrary to the Association's code of conduct for Committee Members. The Chairperson, at his/her discretion, or in response to a request from another Committee Member can censure a Committee Member, or Members, on account of his/her/their behaviour at the meeting and request that the inappropriate behaviour ceases.
62. In the event of a failure to comply with such a request, or where the breach of the code of conduct, in the opinion of the Chairperson, is sufficiently serious, the Chairperson at his/her discretion, or in response to a request from another Committee Member, can propose a resolution to the Committee that the Member or Members in question be excluded from the remainder of the meeting. Such a resolution, if seconded, will be voted on immediately by the remaining Committee Members who are not the subject of the resolution and shall be decided by a majority vote of such remaining Members. If the motion is carried, the Committee Member or Members concerned must then leave the meeting.

Minutes of Meetings

Management Committee

63. A minute of the Management Committee meeting will be taken under the authority of the Secretary. The Secretary will normally delegate the task of preparing the minute to a member of staff.
64. A minute of the Management Committee meeting will be prepared as a draft and submitted to its next meeting for adoption.
65. To be approved as a correct record of the meeting, the minute must be accepted by the Management Committee following a motion proposed and seconded by two Members who were present at the relevant meeting. Once approved, and inclusive of any amendments, the final minute shall be signed by the Association's Chair and retained as the official record of the Association.

Sub-committees

66. Minutes of Sub-committees will be taken by staff members.
67. Minutes of meetings of all Sub-committees will be prepared as draft minutes and submitted for adoption to the first meeting of the relevant Sub-committee held thereafter.
68. Sub-committee minutes may only be moved and seconded by Members who were present at that meeting.
69. Once approved, minutes of Sub-committee meetings will be reported to the next meeting of the Management Committee.

All Meetings

70. Only Members in attendance for the full meeting may move adoption of the minute. A motion for the approval of a minute of a meeting, or any part of such a minute will be considered as an original motion. Any motion involving alteration or rejection of such a minute shall be dealt with as an amendment.

Circulation of Minutes

71. All minutes shall take the form of 'draft minutes' until they have been passed by the relevant Committee.
72. All minutes subsequently passed/noted by the Management Committee shall be recorded as such and shall form the official record of the Association.

Publication of Minutes

73. The minutes of Management Committee meetings will be published on the Association's website following their adoption and shall be available to all members of the public.
74. The minutes of the Operations and Development and Wider Role Sub-committees shall be published on the Association's website and made available to the public following their being reported to the Management Committee.
75. The minutes of the Corporate Services Sub-committee will not be published.
76. A separate minute will be produced for any items of business which have been discussed in closed session, because the item is confidential or commercially sensitive. Minutes of business discussed in closed session will only be available to Committee Members, and to any members of staff who need to have access to the minutes to implement Committee decisions.

Office Bearers

77. The Association shall have three office bearers elected from the Management Committee.
 - Chairperson
 - Vice Chairperson
 - Secretary
78. These office bearers shall be elected by the Management Committee at the first meeting after the Annual General Meeting.

Remit of Chairperson

79. The Chairperson is elected by the Management Committee from among its membership after each AGM to serve until the next AGM in terms of Rules 59.5 and 59.6.
80. The role of the Chairperson is to uphold the Rules of the Association, to chair meetings of the Association, to defend the right of the Members, to act as the main spokesperson and representative of the Association and to sign official documents.
81. The Chairperson has a major role in relation to the conduct of meeting of the Management Committee:
 - To preserve order and ensure each Member has a fair hearing.
 - To ensure that no Member may speak more than once on any motion until certain every Member has had an opportunity to speak.
 - To impose a time limit on any business.
 - To determine the order in which Members may speak.
 - To rule on any point of order unless challenged by at least three Members and the challenge is endorsed by a vote of two thirds of those Members present.
 - To ensure that proceedings operate within the standing orders.
 - To ensure that time is spent on items of significance rather than on managerial minutiae.
 - To allow or otherwise the discussion of items not on the agenda for any particular meeting.
82. The Chairperson may speak to any particular motion. However, where challenged as set out above, he/she may be required to leave the Chair until the matter has been dealt with.
83. The Chairperson has, in addition to his/her own vote, a casting vote in the event of a tie.
84. The Chairperson is an automatic Member of every Sub-committee. The Chairperson shall not, however, be entitled to election as Chair of a Sub-committee.
85. The Chairperson has power in an emergency situation to take decisions subject to reporting to the first meeting thereafter. If in the view of the Chairperson the matter in question is of major importance to the Association, the decision shall be referred to an Emergency Committee comprising those office bearers who are available within the required timescale. Any such decision shall be reported to the first meeting thereafter for ratification.
86. The Chairperson has power in an emergency situation to interpret the delegated authority functions of a Sub-committee.

Remit of the Vice Chairperson

87. The Vice Chairperson is elected by the Management Committee from among its membership after each AGM.
88. The general role of the Vice Chairperson is, in the absence of the Chairperson, to uphold the Rules of the Association, to chair meetings of the Association, to defend the right of the Members, to act as the main spokesperson and representative of the Association and to sign official documents.
89. The Vice Chairperson shall have the authority and responsibilities of the Chairperson in relation to the Association and specifically to the Management Committee in all respects in the temporary absence of the Chairperson.

Remit of the Secretary

90. The Secretary shall be elected by the Management Committee at the first meeting following the AGM.
91. The general role of the Secretary is to ensure that the work of the Management Committee is properly conducted and to publicly represent the Association.
92. The formal duties of the Secretary are as set out in Rule 59.3. The Management Committee has agreed, however, that some of the undernoted tasks shall be delegated to the Association's Director on behalf of the Secretary:

• To call meetings	Director
• To prepare agendas	Director
• To keep minutes	Director
• To maintain register of Members, seal register etc	Director
• To sign documents on behalf of the Association	Secretary
• To take charge of the Seal	Director
• To issue share certificates to new Members	Director
• To ensure that statutory returns are made	Director
93. The Secretary is automatically a Member of each standing Sub-committee. The Secretary shall not, however, be entitled to election as Chair of a Sub-committee.
94. The Secretary has authority in an emergency situation, where the Chairperson is unavailable, to make decisions subject to reporting to the first meeting thereafter.

Confidentiality

95. To ensure equality of treatment amongst tenants and/or residents, and to protect their confidentiality, information presented at Committee meetings shall not divulge personal information (such as name, address, property reference etc) relating to an individual tenant.
96. Committee Members should ensure that confidential information acquired as a result of his/her position as a Committee Member:
 - Is not disclosed to anyone except those with a right to know.
 - Is not used for the personal advantage of either himself/herself or of others known to them.
97. Such use of confidential information would constitute a grave betrayal of trust and a serious breach of the Code of Conduct.

Code of Conduct

98. The Code of Conduct, as adopted by the Management Committee of the Association, is set out as an appendix to these Standing Orders.
99. The Association expects the highest standard of integrity in the management of its affairs. All Committee Members are required to sign and adhere to the Association's Code of Conduct and to disclose any relevant interests in the Register of Committee Members' Interests, which will be maintained by the Director.
100. All Committee Members shall register any direct or indirect financial or other interest which might influence judgement or give the impression that a Member was acting for personal motives.
101. Where an interest has previously been declared and it is intended that an issue pertaining to that interest will be discussed by the Committee, the Director should advise that Member prior to the meeting that there could be a conflict of interest. The Member should withdraw from the meeting while that matter is being considered.
102. Where an issue is being discussed by Committee and a Member realises there could be a conflict of interest the Member should declare that interest and withdraw from that part of the meeting.
103. The Register of Committee Members' Interests and the Schedule 7 Exceptions Register will be available for public inspection at the Association's offices.

Breaches of the Code of Conduct

104. The Code of Conduct for Committee Members provides guidance about actions which are likely to represent a breach of the Code, and the possible consequences of any such action.
105. Any allegation, including anonymous allegations, made about an alleged breach of the Code by a Committee Member or Members should be reported to the Chair of the Association or, where the complaint relates to the Chair, to another office-bearer. The Chair or office-bearer, in consultation with the other office-bearers, will appoint three Management Committee Members to carry out an investigation. The investigation panel may instruct further external investigation, commission reports and receive evidence.
106. No one who has any involvement in the complaint or the circumstances surrounding it may serve on the investigation panel. The panel will be supported in the conduct of the investigation by the Senior Officer.
107. A potential breach of the Code of Conduct will be notified to the Management Committee by the Secretary within seven working days either of occurring or of receipt of the complaint. The notice will include a report on the proposed arrangements for investigation.
108. Where the potential breach relates to the Chair or other office bearer, an independent investigation will always be carried out.
109. Any investigation of a potential breach should be notified to the individual concerned within seven days of the decision to investigate. The Committee Member must be notified in writing of the nature of the complaint and the arrangements proposed for investigation.
110. The Committee Member whose conduct is being investigated will not be party to any of the discussions relating to the investigation. Any Committee Member who is the subject of a complaint is expected to co-operate with any investigation carried out. The Committee should agree to grant leave of absence to a Member who is the subject of a complaint whilst an investigation is carried out.
111. The Committee Member or Members being the subject of the allegation will be entitled to receive notice of any investigation panel meetings at which the matter is being considered and to attend such meetings as the investigation panel deems appropriate so that they may present their views and answer any case being made against them.
112. The Committee will report the findings of the investigation and the proposed action to the Member concerned within seven days of the meeting at which the report of the investigation was considered.
113. A meeting of the Management Committee will be held to consider the report and recommendations from the investigation panel and to determine what action should be taken against any individual who is found to have been in breach of the Code.

114. Following the work of the investigation panel, if the remaining Members of the Management Committee consider that the Code of Conduct has been breached, they will determine an appropriate course of action. Depending on the nature of the breach of the Code of Conduct, possible courses of action may include:
- Informal action including discussion and/or advice
 - The offer of training or other form of support
 - Formal censure
 - Removal of the Committee Member from any or all Sub-committees as set down in Standing Orders.
 - Removal of the Committee Member from the Management Committee.
115. This final course of action can only occur in accordance with Rule 44.5 of the Association's Rules.
116. Formal action as set out above will be regarded as a Notifiable Event and as such must be reported to the Scottish Housing Regulator at the commencement of any proceedings.
117. All of the above shall not preclude informal censure/advice by the Chair resulting from action or behaviour at a Committee meeting that, in the view of the Chair, requires such action but which falls short of formal proceedings.
118. The decisions of the Management Committee are not subject to appeal within the Association.

Emergency Business

119. Any matter outwith the authority of the Association's officials, which requires urgent or immediate action but which cannot wait until the next meeting, may be referred to the Chair for decision, or in his/her absence or unavailability, the Vice Chairperson or Secretary, as set out in paragraph 85 above.
120. Any such matter and the action taken shall be reported to the first meeting thereafter.
121. Any question as to the interpretation of the delegated authority functions of a subcommittee will be determined in an emergency situation by the Chair or in his/her absence by the Chair of the appropriate Sub-committee.

Execution of Documents

122. Deeds and other legal documents may be subscribed either:
- By the use of the Association's Seal and signature by an authorised person.
 - By signature by an authorised person and witnessing, as described in the Requirements of Writing (Scotland) Act 1995.

123. Where the Seal is used, the Management Committee's prior approval is required under the Rules. The deed or document should be signed by the Chairperson or Secretary. If an office bearer is not available, the document may be signed by another Management Committee Member, as provided for in the Association's Rules.
124. Where signature and witnessing is used to execute documents, the document may be signed by any Management Committee Member, or by a member of staff who has authority to do so under the Scheme of Delegated Authority.

Revision of Standing Orders

125. The Standing Orders may only be altered or revoked by the Management Committee if the motion for alteration or revocation is supported by two-thirds of those present, excluding co-options.
126. The Standing Orders will be reviewed by the Management Committee at least once every three years.

Subsidiary Companies

127. The Association operates three subsidiary companies:
 - Upkeep Shettleston Community Enterprises
 - Upkeep Recycling
 - East End Housing Development Company
128. These Standing Orders include the Memorandum and Articles of Association and Independence Agreements applying to all three companies. It is agreed that these Standing Orders, and any variations approved by the Management Committee of the Association, shall be the Standing Orders for all Members of the Group.
129. The preceding sections within these Standing Orders relating to the management of the Association's business shall be taken as applying to the Association's three subsidiary companies unless expressly excluded or amended by this section.

Role and Remit of the Boards

130. The subsidiary company Boards are the governing bodies for their respective companies. As the Association is the sole shareholder for all three subsidiaries, the Board Members are subject to appointment by the Association's Management Committee and serve at the Management Committee's pleasure. The remit and responsibilities of the Boards are set out in their respective Memorandum and Articles of Association (App 6).

131. As a matter of policy, the Association’s Management Committee has decided that the subsidiary companies will not establish or operate sub committees or delegate authority to any other standing committee.

Delegation to the Director and other Members of Staff

132. The Director of the Association is the Chief Executive of the overall Group. The Association’s Director will act as the principal adviser to all subsidiary Boards and may serve as a Board Member of any of the subsidiary companies at the Association Management Committee’s pleasure. The Director will be responsible and accountable to the Management Committee and the Boards for the effective implementation by the staff teams of the Boards’ decisions and policies.

133. The Director is authorized and empowered to manage the subsidiary companies and to direct their operations. The Director is responsible and accountable to the Boards for the work of the subsidiary companies staff team(s). The subsidiary company Boards may delegate responsibilities to individual senior staff but such staff are subject to line management by the Association’s Director, acting as the Group Chief Executive.

Board Meetings and Codes of Conduct

134. The subsidiary company Boards will normally meet as set out in the Meetings Calendar below:

Board Meetings	Upkeep	Upkeep Recycling	East End Housing
Month	Meetings occur third Friday in the month		
January	✓	✗	✓
February	✓	✓	✗
March	✓	✗	✓
April	✓	✓	✗
May	✓	✗	✗
June	✓	✓	✓
July	✗	✗	✗
August	✗	✗	✗
September	✓	✗	✓
October	✓	✓	✗
November	✓	✓	✓
December	✗	✗	✗

Meeting	✓
No Meeting	✗

135. The quorum for meetings shall be as set out in each company's Memorandum and Articles. All other matters relating to the proceedings at meetings shall be as set out for the Association in these Standing Orders.
136. Alleged breaches of the Code of Conduct by Board Members shall be investigated by the respective company Board as set out in paragraphs 104 to 118 of these Standing Orders. Actions which are found to be in breach of the Code following investigation, as set out in these Standing Orders, shall be reported to the Management Committee of the Association who may:
- Censure the Board Member
 - Remove the Member from the Board of the company
137. In all matters relating to the membership of the Boards, the Management Committee's decisions shall be final.



Appendix 1

Remit of Management Committee and Sub-committees

Remit of Management Committee and Sub-committees

Management Committee Core Responsibilities

Strategy and Leadership

- Decide the Association's overall purpose and values, and help make sure these are achieved.
- Decide and keep under review the Association's strategic direction and business objectives, taking account of its operating environment and the needs and views of its tenants and service users.
- Approve and review policies and plans to achieve the Association's business objectives.
- Ensure that the organisation has adequate resources to meet its objectives.
- Identify the risks associated with the Association's strategy, and oversee how these are managed.
- Decide on and keep under review the Association's partnerships with other organisations.
- Establish relationships with senior staff that enable them to carry out their strategic and leadership duties.

Control and Compliance

- Decide the policy of the Association.
- Approve and oversee a framework for delegation to office bearers, to Sub-committees and to staff.
- Approve and regularly review systems of internal and external control, including Standing Orders, the committee structure, external audit, internal audit, financial control and performance reporting.
- Approve and oversee a framework for managing risk, to protect the Association and its assets.
- Ensure the solvency of the Association, approve the annual budget, and approve the annual accounts prior to publication.
- Monitor and assess the Association's performance against its plans, budgets and targets, taking into account tenant feedback and the performance of comparable organisations.
- Establish and oversee arrangements for the employment of staff.
- Appoint the Association's office bearers and the Members of Sub-committees.
- Appoint, support, appraise and (if necessary) dismiss the Association's most senior employee.
- Ensure that the Association meets all its statutory obligations and acts in accordance with

regulatory and accepted good practice standards.

- Ensure that the Association acts in accordance with its Rules.
- Assess the Management Committee's own effectiveness, periodically, and how well Members are following the Association's Code of Conduct.

Operations Sub-committee

Terms of Reference

The Operations Sub-committee is responsible for overseeing the Association's housing management, supporting people and maintenance services.

Role of the Sub-committee

The Sub-committee will be responsible for:

- Approving the Association's policies for all housing management, supporting people, and repairs and maintenance services.
- Monitoring the efficiency and effectiveness of these services, based on the Association's performance management framework (e.g. in relation to feedback from tenants and residents, and the Association's policies, service standards, budgets and performance targets).
- Agreeing and monitoring plans for service development and improvement.
- Approving the Association's annual programme for planned and cyclical maintenance and for component replacement/major repairs, within the budget set by the Management Committee.
- Ensuring that the Association meets the duties and requirements set out in the law, including equal opportunities legislation, 'Performance Standards for Social Landlords' and related good practice guidance.

This is a summary of the Sub-committee's main areas of responsibility. The Association's Scheme of Delegated Authority describes the specific decisions for which the Sub-committee is responsible.

Development and Wider Role Sub-committee

Terms of Reference

The Development and Wider Role Sub-committee is responsible for overseeing the Association's role in developing new housing, progressing specific major modernisation works and in undertaking or supporting Wider Role and community regeneration activities.

Role of the Sub-committee

The Sub-committee will be responsible for:

- Approving the Association's policies relating to the development of new housing.
- Scrutiny of proposals for individual development projects, both for new build and major modernisation, included in the Association's overall programme.
- Monitoring the delivery of the development programme in relation to the Association's budgets, grant allocations, policies and performance targets.
- Ensuring that the Association meets the duties and requirements set out in the law, including equal opportunities legislation, 'Performance Standards for Social Landlords' and related good practice guidance.
- Monitoring the implementation of the Wider Role policies and strategies approved by the Management Committee.
- Scrutiny of proposals for individual wider role/regeneration projects, included in the Association's overall programme.

This is a summary of the Sub-committee's main areas of responsibility. The Association's Scheme of Delegated Authority describes the specific decisions for which the Sub-committee is responsible.

Corporate Sub-committee

Terms of Reference

The Corporate Sub-committee has been established for the following purposes:

- To oversee the Association's role in relation to staffing, organisational development, health and safety management, and the promotion of equal opportunities in its role as an employer and its factoring service to owner occupiers.
- To ensure that the Association's systems for management and internal control are effective.
- To oversee the Association's finances, as delegated by the Management Committee.

Role of the Sub-committee

The Sub-committee will be responsible for:

- Overseeing the human resources and organisational management aspects of the Association's business.
- Forming an ad hoc committee, as and when required, to deal with grievance and disciplinary matters requiring committee involvement.
- Setting the Association's policies on health and safety management and equal opportunities in employment, and monitoring compliance with these.
- Overseeing the Association's offices and other facilities.
- Advising the Management Committee on the effectiveness of the Association's systems for ensuring value for money, propriety, efficiency and accountability.
- Overseeing the Association's risk management strategy and policies and monitoring their implementation.
- Overseeing the Association's framework for internal control and its arrangements for external and internal audit.
- Approval of internal audit needs assessment and programme of internal audit.
- Procuring internal audit services as required, receiving and considering internal audit reports in relation to its internal systems and making recommendations for change and improvement arising from those reports.
- Initiating reports and investigations into any aspect of the Association's activities, as required.
- Ensuring that matters within its remit are conducted in accordance with the law, 'Performance Standards for Social Landlords' and other good practice guidance.
- Approving the Association's policies for all factoring services.
- Monitoring the efficiency and effectiveness of the factoring service, based on the Association's performance management framework (e.g. in relation to feedback from tenants and residents, and the Association's policies, service standards, budgets and performance targets).
- Consideration and approval of periodic reports on the Association's financial performance against budget.
- Consideration of draft management accounts for recommendation to the Management Committee.
- Approval of financial policies.
- Authorisation of expenditure, where required by the Financial Regulations or Standing Orders.
- Approval of write-off of irrecoverable debts.
- Responsibility for the remuneration of the Director, within the terms of the Senior Officer remuneration policy.

This is a summary of the Sub-committee's main areas of responsibility. The Association's Scheme of Delegated Authority describes the specific decisions for which the Sub-committee is responsible.



Appendix 2

Scheme of Delegated Authority

1. Strategy, Policy and Performance

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the policy of the Association, including material changes to existing policy and any new activities. 2. Approval of the Association's Internal Management Plan and all other plans or documents that fall within the strategic role of the Management Committee. 3. Monitoring the financial, organisational and service performance of the Association at an overall level. 4. Ensuring that the Association meets its legal obligations. 	<ol style="list-style-type: none"> 1. Monitoring service/business performance for matters within each Sub-committee's remit. 2. Review and approval of policies for service delivery/business management for matters falling within each Sub-committee's remit. <i>(Note: this shall not prevent the Management Committee specifying that a particular policy shall be referred to it for approval).</i> 	<ol style="list-style-type: none"> 1. Implementation of the Internal Management Plan and other strategies approved by the Management Committee. 2. Provision of regular reports to the Management Committee and Sub-committees in relation to all aspects of the Association's performance. 3. Preparation and issue of all information and publicity materials regarding service standards and performance.

2. Governance

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the Association's membership policy. 2. Approval/refusal of applications for membership of the Association. 3. Appointment of the Association's office bearers. 4. The establishment and dissolution of Sub-committees; approval of their remits and delegated powers; and appointment of their Members. 5. Filling of any casual vacancies, and the appointment/replacement of co-opted Members of the Management Committee or Sub-committees. 6. Removal of Committee Members, where required. 7. Approval of the Association's delegated authority arrangements, Standing Orders and Financial Regulations. 8. Approval of the creation or dissolution of subsidiaries, and appointment of directors to subsidiaries and other bodies. 9. Approval of payments and/or benefits as Special Exceptions to Schedule 7 of the Housing (Scotland) Act 2001. 10. Approval of use of the Association's seal. 		<ol style="list-style-type: none"> 1. Processing of applications for membership. 2. Maintaining the Association's register of shareholders. 3. Administration and cancellation of shares, as provided for in the Association's Rules. 4. Maintaining the Association's register of payments/benefits made as Special Exceptions to Schedule 7.

3. Financial Management

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the Association's annual budget, and any subsequent revisions. 2. Approval of quarterly management accounts. 3. Ensuring that the Association is meeting its obligations to funders. 4. Approval of financial projections and the Association's business plan including overall private borrowing limits and levels. 5. Approval of spending levels beyond those allowed for by Sub-committees and staff, including additional private borrowing outwith the business plan and/or existing borrowing limits. 6. Approval of the annual financial statements, prior to the Association's AGM. 7. Approval of private funding and the granting of security over the Association's assets. 8. Disposal of any property/assets. 9. Signing of cheques by authorised signatories as set out in the Financial Regulations. 	<ol style="list-style-type: none"> 1. Authorisation of expenditure, where permitted by the Standing Orders and Financial Regulations. 2. Consideration and approval of periodic reports on the Association's financial performance against budget. 3. Consideration of draft management accounts for recommendation to the Management Committee. 4. Approval of financial policies. 5. Authorisation of expenditure, where required by the Financial Regulations or Standing Orders. 6. Approval of write-off of irrecoverable debts. 	<ol style="list-style-type: none"> 1. Interpretation and implementation of the financial policies, plans and strategies approved by the Management Committee and relevant Sub-committees. 2. Expenditure within the Association's approved budget (subject to the limits specified in the Association's standing orders and financial regulations, policies and procedures). 3. Authorisation of expenditure in excess of the Association's approved budget, in emergency situations. 4. Authorisation of expenditure and the making of payments, in accordance with the standing orders and financial regulations/procedures. 5. The collection, security, banking and recording of all income received by the Association. 6. Signing of cheques up to the value of £1,000 and maintenance and control of the Association's bank accounts (including payments and the moving of monies by electronic means), in accordance with the Association's financial regulations.

3. Financial Management continued

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
		<p>7. Treasury management transactions and executive decisions relating to investments and cash management, in accordance with the Association's financial regulations.</p> <p>8. Payroll administration, control of petty cash and the payment of expenses to the Association's employees and Management Committee Members within the terms of the relevant policy.</p> <p>9. Administration of taxation payments, including those relating to VAT, PAYE and National Insurance.</p>

4. Risk Management and Audit

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

4. Risk Management and Audit continued

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
	<p>9. Approval of procurement/renewal of the Association's insurance cover and policies.</p>	

5. Staffing, Employment and Health and Safety

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Appointment of the Association's Director and Management Team members. 2. Hearing of appeals on staffing/employment matters as required by the Conditions of Service. 3. Make arrangements for annual performance appraisal of the Association's Director. 4. Approve the Association's policies and action plans for Committee Member development and training. 	<ol style="list-style-type: none"> 1. Approval of any proposed permanent increases or reductions in staffing establishment. 2. Approval of the Association's conditions of service and pay structure. 3. Staff re-grading and salary increases, outwith the Association's established policies. 4. Approval of Health and Safety Policy and monitoring of compliance with the Association's obligations. 5. Monitoring of the Association's compliance with equalities legislation on staffing/employment matters. 6. Form a staffing committee, when required, to consider grievance or disciplinary cases needing committee involvement. 7. Selection of staff (other than the Association's Director and Management Team members), for Grades 7 and above including arrangements for interview panels and for promotions. 8. Responsibility for the remuneration of the Director, within the terms of the Senior Officer remuneration policy. 	<ol style="list-style-type: none"> 1. Employment of temporary staff (provided costs are within the approved staffing budget). 2. Advertising job vacancies (established and temporary posts). 3. Recruitment and selection of staff (other than the Association's Director and Management Team members), for Grades 1 to 6 including promotions and temporary posts. 4. Recruitment of temporary posts below the level of Management Team where costs will sit within the overall staffing budget. 5. Issuing of employment contracts. 6. All operational human resources management issues which fall within the conditions of service and the Association's established policies. 7. Payroll and pensions administration and payment of staff expenses and overtime payments. 8. Grievances and disciplinary action (excluding matters relating to the Director and individual cases requiring committee involvement).

5. Staffing, Employment and Health and Safety continued

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
		<p>9. Operational management of the Association’s responsibilities as an employer in relation to health and safety management.</p>

6. Housing Services

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of annual rent increases. 2. Approval of the granting of tenancies or other tenancy-related matters which are Special Exceptions under Schedule 7 of the Housing (Scotland) Act 2001. 3. Hearing of appeals and complaints submitted by all service users. 	<ol style="list-style-type: none"> 1. Approval of annual increases to service charges and management charges. 2. Approval of housing management service policies. 3. Scrutiny of performance, service quality and tenant satisfaction on behalf of the Management Committee. 4. Approval and monitoring of strategies for service development and improvement (including those elements of the Internal Management Plan that relate to housing management services). 5. Approval of the Annual Lettings Plan. 6. Approval of the overall terms of the Association's tenancy agreement and other agreements to occupy its properties. 7. Approval to enter into management agreements or leases with third parties relating to housing properties. 8. Approval and monitoring of the Association's strategies for resident information, involvement, consultation and participation. 	<ol style="list-style-type: none"> 1. Interpretation and implementation of the policies and service plans approved by Committee. 2. Management of empty properties. 3. The allocation of properties, unless prior Committee approval is required under Schedule 7 of the Housing (Scotland) Act 2001. 4. The provision of accommodation for homeless persons, under Section 5 of the Housing (Scotland) Act 2001. 5. The granting of Scottish Secure Tenancies, Short Scottish Secure Tenancies and any other forms of occupancy agreement approved by Committee. 6. All matters relating to the management of tenancies. 7. The provision of tenancy support services. 8. The management of leases and management agreements with third parties. 9. Making all statutory payments to tenants and any discretionary payments within the terms of the Committee's policies.

6. Housing Services continued

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
	<p>9. Approval of the Association's policies and action plans for promoting equality in service delivery, and scrutiny of results achieved.</p>	<p>10. All matters relating to the collection of rents, service charges and factoring charges, including arrears recovery, and decisions to seek eviction, subject to prior Committee approval of the annual rent increase.</p> <p>11. Enforcement of decrees for eviction (subject to subsequent reporting of the enforcement decision to the Operations Committee).</p> <p>12. Implementation of the Tenant Participation Strategy.</p> <p>13. All matters relating to neighbour relations and anti-social behaviour. This includes applications for Anti Social Behaviour Orders, although any such applications will be reported to the Operations Sub-committee.</p> <p>14. Implementation of the Estate Management Policy and all expenditure relating to estate management services, within the budget approved by the Management Committee.</p>

6. Housing Services continued

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
		<p>15. Assessment of tenant complaints and appeals, including the preparation of reports where complaints and appeals are referred for consideration by the Management Committee.</p> <p>16. Processing of Right to Buy sales.</p>

7. Repairs and Maintenance Services

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the Association's annual budget for repairs and planned maintenance works. 2. Approval of the Association's overall asset management strategy. 3. Settlement of any contractual claims. 	<ol style="list-style-type: none"> 1. Approval of repairs and maintenance service policies. 2. Approval of contract expenditure in excess of the contract sum, where such expenditure falls within the terms of the original contract and is therefore legally binding. 3. Scrutiny of expenditure, performance, service quality and tenant satisfaction on behalf of the Management Committee. 4. Approval and monitoring of strategies for service improvement (including those elements of the Internal Management Plan that relate to repairs and maintenance services). 5. Approval of investment, annual planned maintenance (major repairs) and cyclical maintenance programmes and any revisions to the programme, within the budgets approved by the Management Committee. 6. Approval and monitoring of the Association's Scottish Housing Quality Standard Delivery Plan and any revisions. 7. Consider and recommend for Management Committee approval the Association's overall asset management strategy. 	<ol style="list-style-type: none"> 1. Adding contractors to the Association's approved list on a trial basis pending full acceptance onto approved list. 2. Preparation of reports and recommendations on additions to or removal from approved list of contractors. 3. Contractor selection and approval of contract acceptance for works up to a value of £10,000. 4. Selection and appointment of consultants up to a value of £5,000. 5. Instructing all repairs and maintenance works, within the budgets approved by the Committee and in accordance with the Financial Regulations (includes authority to vary the annual programme of works within approved budget, subject to notifying the Operations Sub-committee). 6. Implementation of gas servicing programme and all related matters, keeping the Operations Sub-committee informed of any failure to meet the Association's legal obligations.

7. Repairs and Maintenance Services continued

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
	<ol style="list-style-type: none"> 8. Approval of procurement strategy for planned maintenance contracts. 9. Approval of procurement/selection methods for individual contracts or appointments, if non-competitive methods are proposed. 10. Approval of contract acceptance for works contracts appointments in excess of £10,000. 11. Approval of contract acceptance for consultant appointments in excess of £5,000. 12. Approval of applications from contractors to join the Association's approved standing list, and annual reviews of the approved contractors' list. 13. Removal of contractors from approved list following reports from staff. 14. Approval of tender acceptances for contracts valued in excess of £10,000. 	<ol style="list-style-type: none"> 7. Instructing all works for which the Association is responsible under the tenancy agreement, including those of an emergency nature. 8. Tenant recharges for the cost of repairs. 9. Quality management and inspections. 10. Preparation and issue of all information and publicity materials regarding service standards and performance. 11. Statutory and discretionary payments to tenants, within the policies approved by the Operations Sub-committee. 12. Approval/refusal of tenant requests to carry out alterations and improvements. 13. Ensuring compliance with the Association's health and safety obligations, including the preparation of health and safety plans and files, keeping the Operations Sub-committee informed of any failure to meet the Association's legal obligations. 14. Assessment of tenant/service user complaints and appeals, including the preparation of reports where complaints and appeals are referred for Committee consideration.

8. Developed and Wider Role

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> 1. Approval of the Association's development strategy and Strategy and Development Funding Plan submission. 2. Purchase of land and buildings for development (if not part of the approved SDFP and/or the purchase price exceeds the budgeted cost and/or the acquisition involves the Association's own resources). 3. Approval of any development partnerships with other housing associations. 4. Settlement of contractual claims. 5. Approval of additional expenditure on individual contracts, if in excess of £1,000,000 of the approved contract sum. 	<ol style="list-style-type: none"> 1. Approval of development-related policies (in accordance with the Sub-committee's work plan, approved by the Management Committee). 2. Approval of wider role related policies (in accordance with the Sub-committee's work plan, approved by the Management Committee). 3. Review and approval of each individual development or wider role project at the following key stages: acquisition, project brief and tender acceptance. 4. Approval of wider role funding bids as appropriate. 5. Approval of purchase of land and buildings for development and/or wider role projects (if part of approved development programme and/or the purchase price is within budgeted cost). 6. Set and keep under review the Association's design and specification standards. 7. Approval of housing mix and project briefs for development projects. 8. Approval of project procurement strategy and methods. 	<ol style="list-style-type: none"> 1. Interpretation and implementation of the development and wider role policies, plans and strategies approved by the Management Committee and Development and Wider Role Sub-committee. 2. Authorising applications for statutory permissions and consents. 3. Selection and appointment of consultants and contractors (selection normally undertaken by staff and recommendations for appointment then referred to Development and Wider Role Sub-committee for approval). 4. Supervision and performance review of professional consultants. 5. Issuing client instructions to the Association's professional consultants and contractors, as required. 6. Monitoring contract costs and progress. 7. Making HAG submissions to Glasgow City Council and funding submissions re wider role to all relevant funding bodies. 8. Approval of home loss or disturbance payments.

8. Developed and Wider Role continued

Reserved to the Management Committee	Delegated to Sub-committees	Delegated to the Management Team
	<ol style="list-style-type: none"> 9. Authorise appointment of consultants and contractors (including development agents), based on staff selection recommendations. 10. Approval of tender acceptance and acceptance of HAG offers. 11. Approval of additional expenditure on individual contracts, if between £100,000 and £1,000,000 of the approved contract sum provided such an extension is within the overall borrowing limits approved by the Management Committee. 12. Signing of building contracts. 13. Consideration and approval of the SDFP submission to DRS provided it conforms to the overall private funding levels agreed by the Association as part of its Business Plan. 14. Formal acceptance of the Grant Planning Target from DRS. 15. Regular monitoring of expenditure in line with the GPT. 16. Risk assessment at an individual project level of all Development projects and wider action. 	<ol style="list-style-type: none"> 9. Submission of applications for Section 66 consent from the Scottish Housing Regulator. 10. Ensuring compliance with the Association's health and safety obligations, including the preparation of health and safety plans and files. 11. Notifying the Development and Wider Role Sub-committee informed of any failure to meet the Association's statutory or contractual obligations. 12. Informing the Development and Wider Role Sub-committee of any circumstances where contracts are affected by material delays and/or cost increases in relation to the approved programme and contract sum. 13. Approval of additional contract expenditure up to a limit of £100,000 provided such an extension is within the overall borrowing limits approved by the Management Committee (Development and Wider Role Sub-committee to be advised if this authority is used).

8. Development and Wider Role continued

<p>Reserved to the Management Committee</p>		<p>Delegated to the Management Team</p>
	<p>17. Approval of all formal project submissions to DRS eg project proposal, cost plan, tender submission.</p>	



Appendix 3

Code of Conduct for Governing Body Members

Code of Conduct for Governing Body Members

Introduction

This Code of Conduct sets out the requirements and expectations which are attached to your role as a Member of our Management Committee. You have a personal responsibility to uphold the requirements of this Code. You cannot be a Member of the Management Committee if you do not agree to adopt this Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually.

As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct. This Code is based on the Model Code of Conduct which the Scottish Housing Regulator (SHR) has confirmed fully complies with its Regulatory Standards.

This Code of Conduct is an important part of our governance arrangements. Members of the Management Committee are responsible for ensuring that they are familiar with the terms of this Code and that they always act in accordance with its requirements and expectations. Committee Members must always ensure their actions accord with the legal duties of the Association and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.

If a Member of the Committee appears to have breached any part of this Code, the matter will be investigated in accordance with the procedures set out at the end of this document and in the Association's Standing Orders. A breach of this Code may result in action being taken by the Association to remove the Member(s) involved.

Who the Code applies to

This Code of Conduct applies to all elected, appointed and co-opted Members of our Committee and its Sub-committees and to the Boards of all subsidiaries and members of the Shettleston Housing Association Group. References to the 'Management Committee' or 'Committee' in this Code should be taken as including the Boards of our subsidiary companies.

How the Code is structured

The Code is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.

The Principles

The seven principles and what they mean for the purposes of this Code are:

- Selflessness
- Openness
- Honesty
- Objectivity
- Integrity
- Accountability
- Leadership

Selflessness

You must act in the best interests of Shettleston Housing Association at all times and must take decisions that support and promote our strategic plan, aims and objectives. Members of the Committee should not promote the interests of a particular group or body of opinion to the exclusion of others.

You must always uphold and promote our aims, objectives and values and act to ensure their successful achievement.

You should exercise the authority that comes with your role as a Governing Body member responsibly and not seek to use your influence inappropriately or for personal gain or advantage.

You must accept responsibility for all decisions properly reached by the Committee (or a Subcommittee or working group with appropriately delegated responsibility) and support them at all times, even if you did not agree with the decision when it was made.

If you are unable to support in public a decision that has been properly reached by the Management Committee, you should consider whether that decision is of such significance that you can no longer remain a Member of the Management Committee. At no time should you publically oppose or dispute a decision or policy of the Association.

You must consider the views of others and be tolerant of differences.

You must not seek to use your position to influence decisions that are the responsibility of staff (e.g. granting a tenancy, ordering a repair, awarding a contract).

You must not seek to use your influence for the benefit of yourself or your business interests, or the benefit of someone to whom you are closely connected or their business interests.

Mobile phones should be switched off during meetings, seminars, training courses etc.

Openness

You must be transparent in all of your actions; you must declare and record all relevant personal and business interests and must be able to explain your actions.

You should exercise reasonable skill and care in the conduct of your duties.

You should avoid any situation that could give rise to suspicion or suggest improper conduct.

You must declare any personal interest(s) and manage openly and appropriately any conflicts of interest and observe the requirements of our policy on the matter.

You must not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create – or be capable of creating – an impression of impropriety, influence or place you under an obligation to these individuals or organisations. You must comply with our policy on the matter.

You must ensure that you are informed about the views, needs and demands of tenants and service users and that your decisions are informed by this understanding.

You must ensure that the organisation is open about the way in which it conducts its affairs and positive about how it responds to requests for information.

You must not prevent people or bodies from being provided with information that they are entitled to receive.

Honesty

You must ensure that you always act in the best interests of the organisation and that all activities are transparent and accountable.

You should always act in good faith when undertaking your responsibilities as a Member of our Committee.

You should use your skills, knowledge and judgement effectively to support our activities.

You should ensure that decisions are always taken and recorded in accordance with our Rules and Standing Orders.

You must ensure that the organisation has an effective policy and procedures to enable, encourage and support any staff or Committee Member to report any concerns they have about possible fraud, corruption or other wrongdoing. These concerns might include, but are not confined to, suspected fraud, dishonesty, breach of the law, poor practice, non-compliance with regulatory requirements, misconduct, or breach of this code.

You must report any concerns or suspicions about possible fraud, corruption or other wrongdoing to the appropriate senior person within the organisation in accordance with our whistleblowing policy.

You must not misuse, or contribute to or condone the misuse of our resources and must comply with our policies and procedures regarding the use of its funds and resources. Resources include people, equipment, buildings, ICT, funds, knowledge, stationery or transport.

We forbid all forms of bribery, meaning a financial or other advantage or inducement intended to persuade someone to perform improperly any function or activity. You are not allowed to accept or give bribes from/to anyone, and must comply with our policy on bribery [currently not in place]. You are also obliged to report any instances of suspected bribery within the organisation or any of its business partners.

You, or someone closely connected to you (see Appendix 4), cannot as a result of your role with us receive preferential treatment relating to any services provided by the organisation or its contractors/suppliers, and you should be able to demonstrate this.

Objectivity

You must consider all matters on their merits; you must base your decisions on the information and advice available and reach your decision independently.

You must ensure that the decisions that you take are consistent with our aims and objectives and with the relevant legal and regulatory requirements (including those of the Scottish Housing Regulator, the Office of the Scottish Charity Regulator, the Financial Conduct Authority and the Care Inspectorate).

You must prepare effectively for meetings and ensure you have access to all necessary information to enable you to make well-informed decisions.

You must monitor performance carefully to ensure that the organisation's purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures.

You should use your skills, knowledge and experience to review information critically and always take decisions in the best interests of the organisation, our tenants and our service users.

You should ensure that the Management Committee seeks and takes account of additional information and external/independent advice where necessary and/or appropriate.

You should ensure that effective policies and procedures are implemented so that all decisions are based on an adequate assessment of risk, deliver value for money, and ensure the financial well-being of the organisation.

You should contribute to the identification of training needs, keep your housing and related knowledge up to date, and participate in training that is organised or supported by us.

Integrity

You must actively support and promote our values; you must not be influenced by personal interest in exercising your role and responsibilities.

You must always treat your Committee colleagues, our staff and their opinions with respect.

You must always conduct yourself in a courteous and professional manner; you must not, by your actions or behaviour, cause distress, alarm or offence.

You must declare any personal interests in accordance with this Code (see Appendix 1); in the event that you have a continuing personal interest which conflicts with our activities, values, aims or objectives, you should resign.

You must ensure that you fulfil your responsibilities as they are set out in the relevant role description; that you maintain relationships that are professional, constructive and that do not conflict with your role as a Member of the Management Committee.

You must uphold our equality and diversity, whistleblowing and electronic communication policies.

You must respect confidentiality and ensure that you do not disclose information to anyone who is not entitled to receive it, both whilst you are a Member of the Committee and after you have left.

You must observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information.

You must not make inappropriate or improper use of, or otherwise abuse, our resources or facilities and must comply with our policies and procedures regarding the use of its funds and resources.

You must not seek or accept benefits, gifts, hospitality or inducements in connection with your role as a Member of our Committee, or anything that could reasonably be regarded as likely to influence your judgement. You must not benefit, or be perceived to benefit, inappropriately from your involvement with the organisation and must comply with our policies on the matter.

Accountability

You must take responsibility for and be able to explain your actions, and demonstrate that your contribution to our governance is effective.

You must observe and uphold the principles and requirements of the SHR's Regulatory Standards of Governance and Financial Management, guidance issued by the SHR and other regulators, and ensure that Shettleston Housing Association and/or its subsidiary companies' legal obligations are fulfilled.

You must ensure that we have effective systems in place to monitor and report its performance and that corrective action is taken as soon as the need is identified.

You should contribute positively to our activities by regularly attending and participating constructively in meetings of the Management Committee, its Committees and working groups.

You should always be courteous and polite and behave appropriately when acting on our behalf.

You must participate in and contribute to an annual review of the contribution you have made individually to our governance.

You must ensure that there is an appropriate system in place for the support and appraisal of our Senior Officer and that it is implemented effectively.

You must not speak or comment in public on our behalf without specific authority to do so. You must co-operate with any investigations or inquiries instructed in connection with this Code.

You recognise that the Committee as a whole is accountable to its tenants and service users, and you reflect this in your actions as an individual.

Leadership

You must uphold our principles and commitment to delivering good outcomes for tenants and other service users, and lead the organisation by example.

You must ensure that our strategic aims, objectives and activities deliver good outcomes for tenants and service users. You must ensure that you make an effective contribution to our strategic leadership.

You must ensure that our aims and objectives reflect and are informed by the views of tenants and service users.

You must always be a positive ambassador for the organisation.

You must participate in and contribute to the annual review of the Committee's effectiveness and help to identify and attain the range of skills that we need to meet our strategic objectives.

You must not criticise the organisation or our actions in public.

You must not criticise staff in public; any staffing related matters should be discussed privately with the Chair and/or Senior Officer.

You must not use social media to criticise or make inappropriate comments about the organisation, its actions or any Member of the Committee, staff or other partners.

You must not act in a way that could jeopardise our reputation or bring us into disrepute.

Declaring and Managing Personal Interests

Where you have a personal, business or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered), or you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in our Register of Interests.

You must keep your entry in the Register of Interests complete, accurate and up to date. More details and examples are included at our Standing Orders, Appendix X, Register of Members Interests and Declaration of Interests.

Breach of this Code

Each Member of the Management Committee has a personal and individual responsibility to promote and uphold the requirements of this Code. If any Member of the Committee believes that they may have breached the Code, or has witnessed or has become aware of a potential breach by another Member, they should immediately bring the matter to the attention of the Chair.

The procedures whereby any alleged breaches of the Code of Conduct are dealt with by the Association are set out in our Standing Orders.

Each Member of the Committee has a duty to co-operate with and contribute to any investigation relating to the Code of Conduct

Review

This Code of Conduct was adopted by the Association on 2nd December 2014. It will be reviewed not later than December 2017.

Acceptance

I _____ (name of Committee Member)

have read and understood the terms of this Code of Conduct and I agree to uphold its requirements in all my activities as a Member of our Management Committee. I am aware that I must declare and manage any personal interests. I agree to review all relevant Registers regularly to ensure that all entries relating to me are accurate. I understand that, if I am found to have breached this Code of Conduct, action will be taken by the Management Committee which could result in my removal.

Signed: _____ Date: _____



Appendix 4

Register of Members Interests and Declaration of Interest

Register of Members' Interests and Declaration of Interest

The Association's Standing Orders require that all Committee Members declare in a Register any interests as set down in the Orders.

Any potential conflict between your position as a Member of Management Committee and any external interests or personal connections must be openly declared and effectively managed so as to protect the good reputation of the Association and its subsidiaries.

Where you have a personal, business or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered) or you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in the Register of Interests.

This Appendix gives further guidance on how to declare and manage any personal (including personal business or financial) interests.

The definition is:

"All Committee Members shall register any direct or indirect financial or personal interest or any other interests which might influence their judgement or give the impression that a Member was acting for personal motives".

The Association has agreed that the following matters are automatically subject to the Declaration:

- **Employment details.**
- Positions of **public responsibility**. This shall include membership of public trusts eg. Health boards, elected members eg. councillors, and membership of other public bodies eg. office bearer of a community council. This shall not include employees of such organisations, nor shall it include membership or being an office bearer of any private organisation eg. Bowling club, church.
- Membership of other **housing associations**.
- Financial interests which may relate to the work of the Association. This shall include being an employee, holding a directorship or substantial shareholding of any company which has any ongoing or contractual relationship with the Association. In addition it shall include any such position held by a direct relative, member of your household or someone with a close personal connection to you. Details of such connections are set out below.

- Other ie non-financial interests. This shall include membership **at a decision making level** of any organisation which has an ongoing or contractual relationship with the Association.

As a community based housing association the Association regards it as a strength that its own tenants and factored owners will play a part in our work and serve on our Management Committee. The Association does not recognise that such service represents a conflict of interest. As a consequence, it does not require that either tenants of the Association or owners who receive our factoring service make a declaration of interest with regard to these matters.

The Register will be maintained by the Secretary (or Association Director if instructed so by the Secretary) and shall be maintained annually by the completion of a new return immediately following the Annual General Meeting. Any new Committee Members co-opted between AGMs will require to complete a declaration on joining the Committee. The form of the Return is attached to this appendix.

The Association recognises that this annual declaration cannot cover every eventuality and, in particular, that events may occur during the year which result in a Committee Member having an interest in a matter not declared in the Register but which arises in the course of the Association's business.

It is the responsibility of every Committee Member to declare such an interest should it arise and to update their Declaration of Interests accordingly. Any failure to make a complete, accurate and prompt declaration - whether deliberately or through taking insufficient care - will be regarded as a breach of this Code.

The provisions of the Rules, Standing Orders and Code of Conduct would then apply. Examples of such instances might be where an organisation to which a Committee Member is an office bearer eg. social club or care organisation, enters into a contractual relationship with the Association **in the course of the year**. In this instance the Register would not contain any reference to it as the contractual relationship did not exist at the time of the declaration.

Committee Members who are in any doubt about such instances should clarify matters with the Secretary or Director.

Definition of 'close connection': Someone 'closely connected' to you includes family members and persons who might reasonably be regarded as similar to family members even where there is no relationship by birth or in law.

The following table outlines those who you should consider when declaring interests:

Table A

Group 1 Members of your household	Group 2 People closely associated with you	Group 3 Others you need to consider
Anyone who normally lives as part of your household, whether they are related to you or not, including spouses/partners who work away from home and sons and daughters who are studying away from home	Parents, parents-in-law and their partners Sons and daughters; stepsons and step-daughters and their partners Brothers and sisters and their partners A partner’s parent, child, brother or sister Grandparents, grandchildren and their partners Someone who is dependent on you or whom you are dependent on Close friends	Other relatives (e.g. uncles, aunts, nieces, nephews and their partners) Other friends (e.g. someone you are acquainted with socially, neighbours, business contacts/associates)

If you become aware of any action or involvement relating to anyone in the table then you should declare and manage this as soon as possible.

However, we recognise that you will not always be closely acquainted with or in regular contact with all of the people listed and we do not expect you to go to unreasonable lengths to identify actions or involvement that are covered by this policy.

Please note, we do expect you to be familiar with the actions of members of your household (Group 1) and of any other people listed in the table above with whom you are closely associated and/or in regular contact and you must take steps to identify, declare and manage these.

You are not expected to be aware of the actions of people in groups 2 and 3 that you do not have a close association and/or regular contact with. We do not expect you to research into the employment, business interests and other activities of all persons with whom you are closely connected.

In relation to the above guidance, when considering your actions you should do so from the point of view of a reasonable and objective observer.

Declaration Form



YEAR

1. Name of Committee Member:

2. Employment:

3. Positions of Public Responsibility:

4. Membership of other Housing Associations:

5. Financial Interests (see notes):

6. Non-financial Interests (see notes):

DECLARATION

I declare that the above particulars are accurate of the best of my knowledge:

Signed:

Date:



Appendix 5

Subsidiary Independence Agreements



Appendix 6

Subsidiary Memorandum and Articles of Association



Appendix 7

Senior Officer Remuneration

Senior Officer Remuneration

This Policy Statement is intended to set out the terms under which the Association deals with the salary and benefits of its Senior Officer i.e. the Director, thereby addressing the recommendations of the Scottish Housing Regulators Publication “RSL’s Senior Officer Remuneration” (November 2012)

Responsibility for the salary and benefits of the Director rests with the Corporate Services Committee as set out in the Association’s Standing Orders and in particular the ‘Scheme of Delegated Authority’.

The Corporate Services Committee is responsible for:

- Reviewing all relevant information about the Senior Officers Job Description, Contract of Employment, position on Salary Scales etc.
- Reviewing the on-going appropriateness and relevance of the remuneration policy and providing advice to the Governing Body on any amendments or updating.
- Considering the need for, and where necessary obtaining, any reliable up to date information about remuneration in Social Landlords.
- Considering the need for and where necessary, appointing or commissioning independent expert advice on such matters.

Shettleston Housing Association is a member of Employers in Voluntary Housing (EVH) and as such applies the salary scales published by EVH as they apply to the Association. **In relation to that, the Association will adhere to and not exceed any published salary scales or recommendations from EVH in relation to the salary of its Director.** In this regard the Association makes clear that it will apply all annual increases agreed between EVH and the relevant Trade Union.

With regard to pensions, the Association will make available to the Director the same pension arrangements that are available to all other staff. The Association will not enter into any pension arrangement with the Director which is not available to any other ordinary member of staff.

With regard to expenses, the Director shall be entitled to claim any and all expenses in line with the Associations published policy. In line with that policy, the Director’s expense claims must be authorised in advance by the Chairperson.

Given the Association's membership of EVH it is considered that conflicts of interest are unlikely to arise but should any issues arise which fall outwith the EVH salary scales or beyond the terms of any report from EVH, the Corporate Services Committee will ensure that its consideration of the matter will not:

- Involve the Director in any way in decisions about his/her salary, beyond taking account of any representations made by the Director or on behalf of the Director.
- Ask the Director to provide information or evidence that the Corporate Services Committee requires for its decision making.
- Ask the Director to recommend or procure external advisors or consultants.
- Involve the Director in procuring or managing the process of collating relevant data or other information on salary levels.
- Conduct its consideration of any issues relating to salary with the Director present.

With regard to the above paragraph, any **administrative** responsibilities connected to the commissioning of reports from EVH will be carried out by the Association's Finance Manager.

The Director's appraisal shall be conducted in the autumn of each year by the three office bearers of the Management Committee in line with the Association's established practice for the appraisal of all staff. The appraisal is not an appropriate point for any consideration of salary issues and will not consider or address those issues at any stage of those discussions.



Appendix 8

Committee Appraisals

Annual Committee Member Review

The details in this section will be completed by the Association in advance of the discussion.

Name: _____

Date first elected/appointed: _____ Date current term began: _____

Office-bearing roles: _____

Sub-committee membership: _____

Training/Conferences attended in last year: _____

Date of review meeting: _____

1. What do you hope to achieve from your involvement with SHA?

How successful are you?

Why do you say this?

2. How confident are you at:

- a. explaining SHA's activities to tenants and others Very Reasonably Not as much as I could be

Why do you say this?

- b. understanding SHA's policy and operating environment Very Reasonably Not as much as I could be

Why do you say this?

- c. giving your opinion at meetings and that you'll be listened to Very Reasonably Not as much as I could be

Why do you say this?

- d. understanding and meeting the requirements of SHA's Code of Conduct Very Reasonably Not as much as I could be

Why do you say this?

- e. asking questions of SHA staff Very Reasonably Not as much as I could be

Why do you say this?

- f. dealing with difficult issues Very Reasonably Not as much as I could be

Why do you say this?

- g. using your knowledge/skills effectively Very Reasonably Not as much as I could be

Why do you say this?

- 3. What are your strengths (eg knowledge, skills) and how effectively are you able to use them to SHA's benefit? (You should refer to the Committee Member profile when this is being discussed)**

- 4. How well do you think the Committee functions:**

as a team Very well Well some of the time Not very well

as strategic planners Very well Well some of the time Not very well

in partnership with senior staff Very well Well some of the time Not very well

Why do you say this?

- 5. How would you describe your contribution to monitoring SHA's performance to deliver good outcomes for tenants and other service users?**

Very effective Effective sometimes Could be better

Why do you say this?

6. Do you intend to stand for re-election when the time comes?

Yes No Unsure

7. Are you interested in becoming an office bearer?

Yes No Unsure

If so, what could SHA do to support you?

8. What training do you think you would benefit from in the coming year and what training do you think should be a priority for the whole Committee?

You:

The Committee:

9. How well does the Chair fulfil her role? (think about how meetings are chaired; how discussions are managed; whether people are encouraged to contribute; how difficult issues are resolved; how well the Chair communicates with Committee and staff etc)

Additional discussion for Members with 9 or more years' experience

10. How do you think your role as a Committee Member has changed during your time with Shettleston?

11. Do you find being a Committee Member more or less rewarding/interesting now than three years ago?

Yes

No

Unsure

Why?

12. What do you think Shettleston's priorities over the next three years will be?

How will you contribute to achieving them?

13. Is there anything you would do differently as a Committee Member over the next three years?

Why?

13. How would you describe your particular contribution to Shettleston?

Date of meeting:

Signed:

(Committee Member)

Signed:

(Chair)

Approved February 2015

Annual Review of the Committee's Effectiveness

The Annual review of the Committee's overall effectiveness involves a workshop held early in the calendar year in which the Committee assesses the effectiveness of its governance. This assessment forms part of the annual review of the effectiveness of Shettleston's governance arrangements: it is an assessment of how well the Committee fulfils its governance responsibilities and the framework for the assessment is informed by good practice and regulatory requirements.

This assessment takes the form of workshops and discussion, resulting in collective answers to the questions set out below. The resultant report is then supplemented by the individual annual reviews that each Committee Member will participate in during the spring and which will be reported to the May meeting of the Management Committee.

For each of the statements below, three categories/responses are offered:

- True all of the time
- Sometimes true
- Rarely true

Members are also asked to consider potential improvements in light of the answers. The statements set out below form the basis of the assessment.

1. The Committee leads and directs the Association to deliver good outcomes for tenants and service users.

The Committee's Role:

- a. We are clear about Shettleston's aims and priorities and we are involved in developing plans.
- b. Everyone knows what's expected of them (Committee and staff) and roles are respected.
- c. There is a constructive working relationship between Committee and senior staff.
- d. There is good discussion at Committee and staff are challenged constructively.

2. Shettleston is open and accountable about what it does; it understands and takes account of the needs and demands of tenants and other service users and is focussed on the sustainable achievement of these priorities.

The Committee's Role:

- a. We provide good quality information about our plans and performance; use a variety of methods to communicate with tenants and service users and respond positively to requests for information.
- b. We take account of tenants' needs and opinions when planning or changing services and taking decisions.
- c. We report to tenants on how their views have influenced what we do.
- d. We maintain constructive relationships with our regulators, funders and other partners.

3. Shettleston manages its resources to ensure its financial well-being and economic effectiveness.

The Committee's Role:

- a. The Committee makes sure that SHA has access to sufficient funding on appropriate terms to meet our objectives; we regularly test the assumptions in our business plan.
- b. We understand the requirements of our loan covenants.
- c. We are aware of the major financial and other risks facing SHA and we receive regular reports to monitor them.
- a. We have a robust performance management and monitoring framework in place.

4. The Committee bases its decisions on good quality information and advice and identifies and mitigates risks to Shettleston's purpose.

The Committee's Role:

- a. Reports from staff are clear and easy to follow; the Committee has access to sufficient information to make decisions.
- b. We always consider risks and how to manage them when taking big decisions.
- c. Our minutes provide a clear and accurate record of our decisions.
- d. We seek specialist and/or independent advice when appropriate.

5. We conduct our affairs with honesty and integrity.

The Committee's Role:

- a. We have adopted a Code of Conduct and have procedures for dealing with breaches; we have a clear policy on managing conflicts of interest that is well understood.
- b. We have effective arrangements in place for whistleblowing.
- c. We have an annual process to review the effectiveness of our governance and the contributions of individual Members.
- d. We understand and meet our responsibilities to promote equality and diversity and prevent discrimination.

6. The Committee and Director have the skills and knowledge they need to be effective

The Committee's Role:

- a. The Committee has the right balance of skills and knowledge to lead Shettleston effectively.
- b. We know the skills and knowledge the Committee needs and we use this to recruit new Members; we have an effective induction programme for new Members.
- c. We implement an effective system to support the Director and annually appraise his performance.
- d. We give priority to training for the Committee and staff and review its effectiveness.



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