



## **STANDING ORDERS AND DELEGATED AUTHORITY (SCHEME OF DELEGATION)** **(JANUARY 2024)**

### **1.0 PROCEDURE AT BOARD OF MANAGEMENT AND SUB COMMITTEE MEETINGS**

#### **1.1 The Chairperson**

The Chairperson shall preside at all meetings of the Board of Management. In the absence of the Chairperson, the Vice Chairperson shall preside. If the Chairperson and the Vice Chairperson are absent, the members present shall elect a Chairperson for that meeting. All questions of order arising at any meeting shall be decided by the Chairperson at that meeting.

#### **1.2 Meetings of the Board**

Routine meetings of the Association follow a monthly cycle with a one-month recess in each year or otherwise as agreed by the Board of Management.

A special meeting of the Board of Management may be called at any time by a Resolution of the Board of Management, or at the insistence of the Chairperson, or, in their absence, the Vice Chairperson or on receipt by the Company Secretary of a requisition in writing signed by not less than four of the members of the Board of Management at the time and specifying the business to be transacted.

Any such meeting shall be held within fourteen days of receipt of the requisition by the Company Secretary and no business shall be transacted at the meeting other than that specified in the requisition.

#### **1.3 Notice of Board Meetings**

Notice of both routine and special meetings of the Board of Management shall be sent out to members not less than four days before the date of the meeting unless otherwise directed. All matters of business for the Agenda shall be in the hands of the Company Secretary not later than 5pm on the day preceding that on which the Notice of Meeting is issued.

Proceedings at any meeting shall not be invalidated by any accidental omission to send notice of the meeting to any member or any other accidental defect in the arrangements for calling the meeting.

#### **1.4 Declaration of Interests**

"Declarations of Interests" is a standing agenda item at all Board meetings. Board members are required to declare an interest in any item of business and in the event of an interest being declared the member will absent themselves from the meeting for the duration of the item concerned (unless by resolution of the Board it is deemed unnecessary to do so).

#### **1.5 Business at Board of Management Meetings**

The business at Board meetings shall normally follow the order of the Agenda but the Chairperson shall have power to alter the order of business at any stage. With the consent of the members present, business not on the Agenda may be transacted at an Ordinary Meeting but not at a Special Meeting.

The Board shall have power to adjourn any meeting at such date and time as it may determine, subject to approval of 2/3 of Board members present, and when any adjourned meeting is resumed, the proceedings shall commence at the point at which they were adjourned and shall extend only to items on the Agenda for the original meeting.

1.6 Quorum/ Committee Attendance

Four members shall constitute a quorum for a Board of Management meeting. The Board of Management shall not have any of its normal powers unless a quorum of members is present.

1.7 Minutes

The Association's Company Secretary (or any other person authorised by the Board of Management), shall prepare minutes of each meeting of the Board of Management and these minutes shall be submitted for approval to the following meeting of the Board of Management. Minutes shall be reviewed at the meeting before being approved and signed.

1.8 Voting

Voting shall normally be by show of hands, but shall be by secret ballot if such procedure is requested by one third of the members present at any meeting. A simple majority shall be sufficient to determine any matter, except in the case of a motion to suspend Standing Orders, where a two thirds majority of the members present in favour of the motion shall be necessary. In the event of equal votes cast, the Chairperson of the meeting shall have a casting vote in addition to their deliberative vote.

Any member of the Board of Management may, without giving reasons, ask that dissent from any resolution be recorded in the minutes, provided that the request is made at the meeting at which the resolution has been passed.

1.9 Notice of Motion

Notice of Motion may be given at a meeting of the Board of Management for consideration at the following meeting, or in writing to the Company Secretary not later than 5pm on the day preceding the date on which the Agenda is to be issued.

If the member giving notice of the Motion is absent when the Motion is due to be considered, it shall be placed on the Agenda for the following meeting and, if the member is again absent on that occasion, the Motion shall be dropped.

1.10 Motions and Amendments

All Motions and Amendments must be relevant to the subject under discussion and the Chairperson of any meeting shall have the power to rule out of order any Motion or Amendment which is, in the opinion of the Chairperson, irrelevant or incompetent. Any Motion or Amendment shall require to be proposed and seconded before being put to the meeting.

1.11 Order of Debate

The Chairperson of the meeting shall determine the order of debate and a member shall not normally be permitted to speak more than once on the same issue, unless to reply to a question or with the permission of the Chairperson of the meeting. The Mover of a Motion shall have the right to reply before a vote is taken, but may not introduce any new matter at that stage. After the Mover of the Motion has exercised their right of reply, no other member may speak on the question, without the permission of the Chairperson, or to raise a point of order.

1.12 Points of Order

Any member may raise a point of order in the course of a meeting and all questions of order shall be decided by the Chairperson of the meeting. No other member shall be permitted to speak to the point of order, unless with the Chairperson's permission.

1.13 Conduct at Meetings

Breaches of the Governing Body Code of Conduct during the course of a meeting may lead to a member (or members) being excluded from the meeting.

1.14 Remits to "Sub" Committees

The Board of Management shall be empowered to appoint such "Sub" Committees from time to time to consider different aspects of the Association's business.

The members of each "Sub" Committee shall comprise members of the Board of Management, who shall form a majority of the members of any "Sub" Committee at any time and such other non-voting members as the Board of Management may decide. The Convenor of any "Sub" Committee shall be designated by the Board of Management and shall be a member of the Board.

Each "Sub" Committee shall exercise only the degree of authority delegated to it by the Board of Management. The Board of Management may, at any time, consider any matter included in a reference to a "Sub" Committee, and may alter, retract or recall any reference to a "Sub" Committee or any powers delegated to a "Sub" Committee. The Chairperson shall decide any matter of dispute arising at a Board of Management meeting regarding the reference of any matter to a particular "Sub" Committee.

1.15 Remits to Working Groups

The Board of Management shall be empowered to appoint working groups from time to time to consider specific aspects of the Association's business.

A working group is not empowered to take executive actions or amend existing policy or procedure. It will carry out the task appointed as briefed by the Board of Management and will report back to the Board of Management on its findings and with its recommendations.

A working group shall appoint a lead person to oversee the task and a programme of meetings arranged as necessary to fulfil the brief.

1.16 Suspension of Standing Orders

A Motion to suspend Standing Orders shall not succeed unless it is supported by at least two thirds of the members present at the meeting at which the Motion is proposed.

1.17 Closure of Meetings

No Board of Management meeting shall continue for more than 2.5 hours beyond the time for which the meeting is called, unless with the approval of the majority of members

present after the expiry of that time. For Sub Committee meetings the meeting shall continue for no more than 2 hours unless with the approval of the majority of members present. No meeting which has commenced at 6pm shall continue beyond 9.00pm on any day unless with the unanimous consent of the members present at that time.

1.18 Confidentiality

**All matters discussed at Board (or Sub Committee) or Working Group meetings shall be treated in strictest confidence by members and officers in attendance, whether or not a particular matter is specifically described as confidential. This confidentiality shall only be relaxed by the agreement of the meeting at which the matter is discussed.**

1.19 New Board Members

All new Board members shall be advised of the existence and importance of the Associations Standing Orders on taking up office.

1.20 Use of the Company Seal/Signing of Official Documents

This aspect of the Association's corporate governance procedures is covered in a separate policy.

## **2.0 DELEGATED POWERS**

### 2.1 General Principles

Recognising that the effective delivery of the Association's work will often require decisions to be taken without awaiting Board of Management approval, and that many routine matters will fall to be decided by the Association's Office Bearers, Chief Executive or other senior staff, a scheme of delegation of powers has been approved by the Board of Management. The specific areas of the delegated responsibility are set out in the following sections.

The Board of Management's purpose in approving this scheme of delegation of powers is to ensure that the work of the Association is not unnecessarily delayed for decisions which are clearly within the general terms of Association policy. Accordingly, delegated powers should be applied to maintain progress in the various areas of work, provided that no policy decisions are taken or major financial commitments are entered into without the approval of the Board of Management.

### 2.2 Chairperson

The Chairperson, or in their absence the Vice Chairperson or other nominated Board of Management members, shall have a general remit to consult with the Chief Executive to ensure that all necessary decisions are taken in between meetings of the Board of Management as appropriate.

### 2.3 Chief Executive (or equivalent)

The Chief Executive (or equivalent) shall have delegated authority to, and responsibility for, operational issues including the following:-

- ✓ ensuring that resources of the organisation are used economically, efficiently and effectively, and arrangements are in place to secure Best Value for the Association;

- ✓ to co-ordinate the activities of the other staff and to report to the Board of Management. The Chief Executive is also responsible for the implementation of strategic, policy and procedural decisions taken by the Board of Management.
- ✓ promotion of the Association and for co-ordinating the activities of other senior staff and implementing all decisions taken by the Board of Management;
- ✓ ensuring the Board of Management receives all information and relevant guidance and training which it requires to meet its objectives;
- ✓ ensuring quarterly management reports are presented to the Board of Management.
- ✓ overall responsibility for the planning, management and monitoring of the strategic planning arrangements;
- ✓ operation of any approved development budget and reporting anticipated variations to the Director of Finance & Corporate Services on a quarterly basis;
- ✓ providing the Director of Finance & Corporate Services with all non-government grant items likely to be incurred as a consequence of the development programme on a quarterly basis;
- ✓ briefing Consultants on mix, layout, specification, programme and procedures all in accordance with previously approved guidelines and principles e.g. design specification, housing needs information, planning policies, Scottish Government programming agreements and capital allocations (development projects);
- ✓ appointing development Consultants from lists previously approved by the Board;
- ✓ approving tender lists from formally approved list of Contractors (Development)
- ✓ approving tenders from development Contractors previously approved by the Board where costs are within budget;
- ✓ registering new development opportunities with the Scottish Government in accordance with agreed geographical area of operation;
- ✓ submitting relevant development submissions to the Scottish Government in accordance with previously approved parameters;
- ✓ ensuring that the routine day to day business is implemented within the limits approved by the Board of Management;
- ✓ authorising expenditure provided for in the Annual Budget approved by the Board of Management;
- ✓ authorising, in conjunction with the Director of Finance and Corporate Services, urgent items of expenditure which are not included in the Annual Budget, not exceeding £10,000 in any one case, provided that the purpose of the expenditure is consistent with the Association's policy and that the circumstances are reported to the Board of Management in the next quarterly Management Accounts;
- ✓ providing the Board of Management with such regular reports and other information as the Board of Management may request to enable it to fulfil its functions as set out in these Standing Orders;
- ✓ recruiting permanent (or temporary) staff up to and including EVH Grade 8 (Operational Manager level) subject to it being within the staff structure previously agreed by the Board of Management;
- ✓ ensuring that staff and management team meetings are convened in line with the Association's Communication Strategy;
- ✓ ensuring that staff job descriptions are reviewed on an annual basis;
- ✓ ensuring that the Association is adequately represented at any formal liaison meetings with the Scottish Government and the Local Authority and for reporting to the Board of Management on such matters as required;
- ✓ ensuring, in consultation with the Senior Management Team (or equivalent), that all staff receive adequate training in order to carry out their duties on behalf of the Association;

- ✓ ensuring that formal staff training and development programmes are established particularly when the Association's staff performance & development system identifies the need for specific training;
- ✓ ensuring that the requirements of the Co-operative & Community Benefits Societies legislation or other constituting authorities are obeyed concerning the requirements for the Association to keep proper books and records;
- ✓ processing of regulatory information / notification via SHR landlord portal;
- ✓ undertaking all duties specified in the job description for the post.

For the avoidance of doubt the above list is not exclusive.

#### 2.4 Director of Finance & Corporate Services (or equivalent)

The Director of Finance & Corporate Services shall have the delegated authority to, and responsibility for operational issues including the following:-

- ✓ responsible for ensuring staff members within their section understand their respective roles and responsibilities and for monitoring their performance against the same;
- ✓ ensure they and their staff are open about, and accountable for, all they do;
- ✓ responsible for managing the financial budgets allocated to their area of responsibility;
- ✓ deputising for the Chief Executive in his/her absence;
- ✓ undertaking all duties specified in the job description for the post;
- ✓ undertaking long term financial planning;
- ✓ managing the Associations internal audit function;
- ✓ contributing to the preparation of the annual Corporate Management Plan;
- ✓ take the lead in the preparation of the Finance & Corporate Services departmental plan;
- ✓ assisting in rent setting;
- ✓ co-ordinating input into the preparation of the annual budget;
- ✓ preparing and presenting financial management reports to the Board of Management on a quarterly basis (as delegated by the Chief Executive);
- ✓ preparing the annual accounts and liaising with the Association's auditors in respect of the year end audit;
- ✓ monitoring the day to day running of the Association's finances;
- ✓ maintaining efficient systems of financial control and reporting;
- ✓ safeguarding the non-property assets of the Association;
- ✓ ensuring the Association has adequate insurance policies in respect of buildings, office equipment and public liability;
- ✓ ensuring that all the Association's development projects have the required level of funding and at the time it is required and that all eligible grants for such projects have been claimed and adequate loan finance has been arranged;
- ✓ implementing and operating the Treasury Management Policy of the Association with regards to loan portfolio and the investment of surplus funds to the benefit of the Association but with the minimum of risk and without contravening statutory restrictions and the Association's rules;
- ✓ preparing and presenting to the Board of Management such regular reports and information as the Board of Management may request to enable it to fulfil its financial function as set out in Section 2 of the Standing Orders;
- ✓ implementing decisions taken by the Board of Management on financial matters;

- ✓ taking such emergency or short-term operational action in conjunction with the Chief Executive as may be necessary to protect or promote the Association's financial position, subject to the reporting of all such action to the Board of Management as part of the quarterly Management Accounts.

For the avoidance of doubt the above list is not exclusive.

## 2.5 Director of Housing Services (or equivalent)

The Director of Housing Services (or equivalent) shall have the delegated authority to, and responsibility for, operational issues relating to customer services including the following:-

- ✓ responsible for ensuring staff members within their section understand their respective roles and responsibilities and for monitoring their performance against the same;
- ✓ deputising for the Chief Executive in his/her absence
- ✓ ensure they and their staff are open about, and accountable for, all they do;
- ✓ responsible for managing the financial budgets allocated to their area of responsibility.
- ✓ take the lead in the preparation of the Housing Services departmental plan;
- ✓ undertaking all duties specified in the job description for the post;
- ✓ monitoring allocations and voids on a monthly basis;
- ✓ contributing to the preparation of the annual Corporate Management Plan and annual budget;
- ✓ preparing and presenting quarterly housing management reports to the Board of Management (as delegated by the Chief Executive);
- ✓ monitoring Estate Management practices and prepare a quarterly report for consideration by the Board of Management;
- ✓ liaising with the Director of Finance & Corporate Services on expenditure matters and report anticipated variations on a quarterly basis;
- ✓ allocating tenancies to applicants within the terms of the Allocation Policy subject to the reporting of actions taken at the next appropriate meeting of the Board of Management;
- ✓ ensuring that all routine matters affecting the Association's housing management service and its role as a landlord are efficiently handled, and have the responsibility of rent collection and dealing with all matters relating to arrears of rent;
- ✓ Supporting the Association's tenants and with groups representative of tenants;
- ✓ taking such emergency or short-term operational action in conjunction with the Chief Executive as may be necessary to ensure the efficient prosecution of the Association's housing management service, subject to the reporting of all such actions to the following meeting of the Board of Management.

## 2.6 Director of Property Services (or equivalent)

The Director of Property Services (or equivalent) shall have the delegated authority to, and responsibility for, operational issues relating to customer services including the following:-

- ✓ responsible for ensuring staff members within their section understand their respective roles and responsibilities and for monitoring their performance against the same;
- ✓ deputising for the Chief Executive in his/her absence
- ✓ ensure they and their staff are open about, and accountable for, all they do;
- ✓ responsible for managing the financial budgets allocated to their area of responsibility.
- ✓ take the lead in the preparation of the Property Services departmental plan;
- ✓ undertaking all duties specified in the job description for the post;
- ✓ contributing to the preparation of the annual Corporate Management Plan and the annual budget;
- ✓ preparing and presenting management reports to the Board on a quarterly basis (as delegated by the Chief Executive);
- ✓ appointing maintenance Consultants and Contractors (Maintenance)
- ✓ in conjunction with the Chief Executive approving tenders from Maintenance Contractors where costs are within budget;
- ✓ safeguarding the property assets of the Association by ensuring the implementation of programmes for inspection and planned/cyclical maintenance, approve works to be carried out and monitor subsequent programme against agreed budget;
- ✓ liaising with the Director of Finance & Corporate Services in connection with information required for budgetary purposes to ensure adequate provision is made for cyclical maintenance within the budget;
- ✓ ensuring that repairs are carried out in accordance with the Association's obligations, within target timescales and within budget;
- ✓ ensuring that vacant stock is adequately secured and unless due for re-let all services are disconnected;
- ✓ monitoring repair work carried out under the defects liability period;
- ✓ ensuring that all rechargeable repairs and repairs subject to insurance claims are covered by appropriate procedures and ensure that such procedures are implemented to recover such costs;
- ✓ taking such emergency or short-term operational action, in conjunction with the Chief Executive, as may be necessary to ensure the efficient execution of the Association's planned maintenance and reactive maintenance programme, subject to the reporting of all such actions to the following meeting of the Board of Management.

For the avoidance of doubt the above list is not exclusive.

### **3.0 EMERGENCY ARRANGEMENTS**

Where urgent decisions **with policy implications** become necessary during a Board of Management recess, or at other times when it is impracticable to call a Board meeting, the Chairperson, or in their absence the Vice Chairperson, shall convene an Executive Committee meeting and take only such decisions as shall involve the minimum policy commitment on behalf of the Association. The decisions taken shall be reported to the Board of Management as soon as possible for ratification.

Where urgent decisions with policy implications become necessary, where it is impractical to convene an Executive Committee meeting, these can be made through agreement between the Chief Executive, Director of Finance & Corporate Services, Chairperson and one other Board Member.



#### 4.0 POLICY REVIEW

The Board of Management shall review and approve the Standing Orders & Delegated Authority document annually (and in conjunction with the Financial Regulations & Procedures).

Anne Smith  
Chief Executive

**4<sup>th</sup> January 2024**

#### Policy Review Process and Consultation

Considered by the Senior Management Team	9 <sup>th</sup> January 2024
Recommended by the Finance, Audit and Corporate Governance Committee on	18 <sup>th</sup> January 2024
<b>APPROVED BY THE BOARD OF MANAGEMENT ON</b>	<b>25<sup>th</sup> January 2024</b>
<b>Date of Next Review</b>	<b>January 2025</b>