

Melville Housing Association



Policy : Standing Orders

Subject:	Standing Orders
Section:	Directorate
Objective:	The Standing Orders set out how the Association will be controlled and run. They do so in greater detail than the Rules and specify the governance structures, procedures and delegation powers of the Association.
Scottish Social Housing Charter	
Issue Date:	November 2017
Review Date:	November 2020
Policy Ref No:	GOV 001

1.0 Policy

- 1.1 The contents of this policy refer to the arrangements which set out how the business will be controlled and run. They do so in greater detail than the Rules and specify the governance structures, procedures and delegation powers of the Association. For the avoidance of doubt, in cases of conflict, the Rules and legal or regulatory requirements will supersede any provision of these Standing Orders.
- 1.2 Any of these Standing Orders may be suspended at a general meeting of the Association or at a Board meeting provided that the meeting is quorate. Suspension of the Standing Orders should be a rare occurrence, and if it is found to be required frequently, the Board shall consider altering, rescinding or adding to the Standing Orders to avoid their suspension.
- 1.3 The ruling of the Chair of the Board as to the meaning or application of any of these Standing Orders shall be final.

2.0 Definitions

- 2.1 Rules – The Rules of Melville Housing Association Ltd, as agreed with the Scottish Housing Regulator and with the Financial Services Authority, in line with the SFHA Charitable Model Rules (Scotland) 2013 produced by Scottish Federation of Housing Associations.
- 2.2 Shareholding Members – Members of the Association, who hold a share in the Association, in accordance with its Rules.
- 2.3 Board - The Board of Melville Housing Association Ltd, which acts as the governing body of the Association in accordance with the Rules. The Board remit is attached at **Appendix 1**.
- 2.4 Members – Those persons elected or co-opted to serve on the Board
- 2.5 Sub-Committee Members – those persons elected or co-opted to serve on any Sub-Committee or other sub groups set up by the Board.
- 2.6 Delegated Authority – authority delegated by the Board to an individual or group of people to make decisions on their behalf.

3.0 Membership of the Board

- 3.1 The Association may have a minimum of 7 and a maximum (including co-optees) of 15 Board Members. Membership of the Board, including eligibility and the process for electing members, is governed by Rules 37 – 44 in the Association’s Rules.
- 3.2 We aim to encourage as many people as possible to become shareholding members of the Association and to take an active part in our business including seeking election to the Board. Our policy on promoting shareholding membership is set out in our Membership Policy.

- 3.3 Our Rules determine membership eligibility for the Board but we generally seek to ensure that we have an appropriate balance of skills, expertise and knowledge to allow the Association to be governed effectively. We will seek to ensure that our Board includes a minimum of 3 members who are tenants of the Association.
- 3.4 We actively seek to recruit by co-opting new members who have an interest in the work of the Association, and whose skills, expertise and knowledge would enhance the Association's work. The way in which we achieve this is set out in our Policy and Procedure on the Recruitment of Board Members.
- 3.5 The Board can co-opt to the Board anyone they consider suitable to become a Board member. Co-optees do not need to be members of the Association, but they can only serve as a co-optee on the Board until the next Annual General Meeting or until removed by the Board. A person co-opted to the Board can also serve on any sub-committees. Co-optees are not able to stand for election as office bearers nor be elected as one of the office bearers of the Board. Co-optees can only make up a maximum of one third of the total number of Board or Sub-Committee members at any time. Co-optees can take part in discussions at the Board or any sub-committees and vote at Board and sub-committee meetings on all matters except those which directly affect the Rules, the membership of the Association or the election of the Association's Office Bearers.

4.0 Membership of Sub-Committees and sub-groups

- 4.1 The Board may establish Sub-Committees or sub-groups as appropriate.
- 4.2 The Association presently has one constituted Sub-Committee, the Audit Committee.
- 4.3 Any Sub-Committee has an elected Chairperson and adopts the same rules as the Board for the conduct of meetings.
- 4.4 Committees operate under powers delegated to them from the Board. The role and remit of the Audit Committee is attached at **Appendix 2**.

5.0 Board and Committee Meetings

Dates, times and frequency of meetings

- 5.1 All Board meetings are held at the Association's Head Office and start at 5.30pm unless otherwise notified in advance of the meeting.
- Board meetings will be held at least six times per year;
 - The Audit Committee meets a minimum of three times per year;
 - A rota of dates for the year is agreed at the last Board meeting of the previous calendar year;
 - A special meeting of the Board can be called at any time by the Chairperson or at the request of two Board Members. The request should be made in accordance with the rules (Rule 56) and specify the

business to be transacted. The Secretary will copy the request to all Board members within 3 working days of receiving the request. A meeting will be held between 10-14 days following receipt of the request. Apart from electing a Chairperson for the meeting (if necessary), special meetings of the Board are only permitted to deal with the business contained in the Notice of the Meeting.

Notice and Agenda of All Meetings

- 5.2 Except where otherwise stated, references in this section and the following sections to the Board include Standing Sub-Committees, and references to Chairperson include the chairs of any Sub-Committees;
- Members are given at least 7 days notice of the date, place and time for all meetings together with the agenda:
 - The Chairperson may decide if any urgent business not on the agenda should be considered. If his/her ruling is challenged, a majority of the members present decides whether or not the item can be considered:
 - Proceedings at any meetings are not invalidated by accidental omission to send notice of meeting to any member or by any accidental defect in the arrangements for calling the meeting;
 - Members normally follow the order of the agenda. The Chairperson has the power to alter the order of business at any stage. Business not on the agenda may be included at an ordinary meeting but not at a special meeting. The Chairperson may suspend a meeting at any stage and agree to reconvene at a suitable date and time to continue the agenda at the point at which they were adjourned and only for those original agenda items remaining.

Conduct of Business at Meetings

- 5.3 All Board members are expected to conduct themselves at meetings in accordance with the principles set out in the Association's Code of Governance.
- 5.4 It is the responsibility of the Chairperson to encourage all members to fully participate in meetings. Members wishing to speak at meetings should address the Chair and wait for approval before:
- Contributing to the discussion;
 - Formally proposing, or seconding a motion or any amendment;
 - Raising a point of order;
 - Asking a question.
- 5.5 All motions and amendments must be relevant to the subject under discussion and the Chairperson of any meeting has the power to rule out of order any motion or amendment which is, in his/her opinion irrelevant or incompetent. Any motion or amendment must be proposed and seconded before being put to the meeting.
- 5.6 Any motions moved but not seconded may not be discussed at the meeting or be recorded in the minutes.

- 5.7 The Chairperson may decide who can speak and for how long. If any point arises which is not covered by Standing Orders, the Chairperson will give his/her decision which will be final.

Quorum

- 5.8 Meetings of the Board require a minimum of four Board members to be in attendance. Three members are required for sub-committee meetings before a meeting can be considered quorate. For the purpose of calculating the quorum, co-opted members are excluded. Neither the Board nor any Committee may exercise their normal powers unless a quorum of members, entitled to vote, is present at all times.

Minutes of meetings

- 5.9 Minutes of the proceedings of the Board and all sub-committees shall be recorded and copies provided for the members of the Board or sub-committee. The minutes shall be submitted to the next meeting of the same committee. Subject to any corrections agreed by the members, once proposed, seconded and signed by the Chairperson of the meeting at which they are accepted, the minutes shall be taken as a correct record. The minutes shall then be conclusive evidence of any fact recorded in them.
- 5.10 The approved minutes of all sub-committees must be submitted formally to the next Board meeting for noting.
- 5.11 The minutes are not a verbatim record of discussions at a meeting. They will record the item under consideration, amendments and the decision taken. Any members of the Board or a sub-committee can ask for his or her dissenting view to be recorded in the minutes of the relevant Board or sub-committee meeting.
- 5.12 The approved Minutes will be retained at the Registered Office of the Association.

Declaration of Interests

- 5.13 Where an item of Melville Housing Association business is likely to give rise to a conflict of interest, the Board member involved must declare the interest at the meeting, even if it has already been entered in the Declarations of Interests Register.
- 5.14 Where there is a declared conflict of interest, the Board member may remain present during the discussion and may vote on the matter where it is agreed by the Board that the conflict is not material and non-financial. If a Board Member has a direct or indirect financial interest in any contract or proposed contract or any other matter, which is the subject of consideration, the fact shall be disclosed to the meeting. Those Board members and staff declaring such an interest shall leave the meeting before any discussion or voting on that matter takes place.

- 5.15 Any interests that are not financial, but which could influence judgement or give the impression that a Board Member or staff member may be acting for personal motives (such as personal interest, kinship, friendship, membership of an organisation or other relationship) should be disclosed in a similar way and the Board member or staff member should leave the meeting before any discussion or voting on that matter takes place.
- 5.16 If a Board or staff member fails to disclose a financial or other interest in a contract or other matter, they may be subject to disciplinary procedures in the case of a staff member or in the case of a Board Member, to proceedings for removal from the Board.
- 5.17 Where an interest is declared, the declaration must be recorded in the minutes of that meeting and the Declarations of Interest Register.
- 5.18 Notwithstanding the terms of any Standing Order, any Board Member having an interest in the tenancy of a house belonging to the Association may take part in the general discussion of housing matters that might affect that tenancy, provided they have declared that interest, apart from any matter which is solely concerned with the particular tenancy from which his/her interest derives.
- 5.19 If a question arises about the entitlement of the member to remain in a meeting, the Chair will decide the matter but may seek the views of the other members present at the meeting before doing so, however in most cases where there is doubt, a prudent approach should be taken and the member should exclude themselves from the meeting for that item of business. The substance of the discussion and the decision will be recorded in the minute of the meeting.

Confidentiality

- 5.20 With the exception of any confidential items, all minutes and agendas of meetings will be available to the public. Where necessary, agendas will highlight any items to be taken in private, and where business is conducted in confidence, a confidential minute will be taken, and distributed separately from the main minute.
- 5.21 The Chairperson has the right to ask members of the public, staff or Board Members to leave during the hearing of any confidential item.

Voting at meetings

- 5.22 Voting at meetings will normally be by a show of hands. However the Chairperson may allow a secret ballot, if requested by one-third of the members present at any meeting who are entitled to vote.
- 5.23 A simple majority will 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 who are entitled to vote is required. In the event

of the vote being tied, the Chairperson has the casting vote in addition to his/her deliberative vote.

- 5.24 Any member may, without reason, ask that his/her 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.

Notices of Motion

- 5.25 A Board member will not be entitled to propose any motion other than one arising directly from the agenda unless he/she has given prior notice of such a motion.
- 5.26 Every notice of motion must be given in writing to the Secretary at least 7 days before the meeting at which it is to be considered and must be seconded by another Board member.
- 5.27 If a member of the Board who has given notice of a Motion is absent from the meeting at which the motion is submitted or does not move on the motion when called upon by the Chairperson, the notice of motion will fail and the motion will not be discussed.

Any Other Competent Business (AOCB)

- 5.28 The Chairperson may ask the Board Members present and the Chief Executive or his nominated depute, if they have any other competent business they wish to raise at the end of the meeting. Only matters of urgency and that directly relating to the business will be considered. The Chairperson and/or Secretary must be advised prior to the start of the meeting of any items proposed being raised under AOCB.

Closure of meetings

- 5.29 Meetings will not normally exceed two hours. If a meeting is likely to last beyond this time the Chairperson must gain approval of at least two-thirds of the members present. A meeting will automatically be adjourned after three hours from the time it was called, to be resumed at a date and time decided by the members present.

Attendance of Officers at Board and Committee Meetings

- 5.30 The Chief Executive and subject to items on the agenda, appropriate Senior Management Team are expected to attend all meetings unless specifically asked not to or for reasons outwith their control e.g. sickness absence or planned leave. Officers may be exempted from attending a meeting with the prior agreement of the Chief Executive. Other members of staff will be encouraged to attend meetings as required.

6.0 Delegated Authority

General Principles

- 6.1 In discharging its responsibilities (see above) the Board may delegate to Committees and to staff in accordance with the framework set out in this section.

Committees

- 6.2 Committees have delegated authority for considering and taking decisions on any matters within their remits. The remit for the Audit Committee is set out in Appendix 1.

The Chief Executive

- 6.3 As the principal Officer of the Association the Chief Executive is responsible to the Board for the effective performance of the Association and has executive responsibility for all its day to day business operations.

Responsibilities

- 6.4 It is the responsibility of the Chief Executive to:
- a. Assist and advise the Board in determining the organisation's policies and strategy, ensuring that all organisational policies are prepared, approved by the Board or the relevant Committee, and subsequently regularly reviewed.
 - b. Ensure that efficient and effective employment policies, salary, conditions and organisational structure are in place to maintain a fully effective work force.
 - c. Have overall responsibility for the production the Association's Corporate Strategy and draft budgets for Board consideration and approval.
 - d. Ensure that all legal and financial obligations are effectively implemented in accordance with the Association's Rules, Standing Orders and Regulatory rules.
 - e. Represent the Association and the views of the Board to all external bodies including the media.
 - f. Act in the best interests of the organisation and manage the affairs of the organisation in accordance with the aims and objectives, and the general policies and specific decisions of the Board.
 - g. Draw the Board's attention to matters that it should consider and decide.

- h. Ensure that the Board is given the information necessary to perform its duties, and in particular that the Board receives advice on matters concerning compliance with the law, Rules and Standing Orders, and the need to remain solvent
- i. Ensure that relevant specialist and/or independent and/or professional advice is sought when appropriate.
- j. Ensure that proper systems of control, risk assessment and risk management are established and maintained, and that regular reports on these are provided to the Board.
- k. Supervise, in consultation with the Chairperson, the preparation of documents for consideration by the Board.
- l. Help the Chairperson ensure that the business of the Board is properly conducted
- m. Ensure that the Board receives the support and assistance it needs to perform its collective responsibilities, and that individual Board Members receive the support and assistance they need to carry out their personal responsibilities.
- n. Lead and manage the staff of the organisation.
- o. Responsible for the management of the Directorate, Property and Development Sections;

Delegated Powers

- 6.5 In carrying out these responsibilities, the Chief Executive has delegated powers to:
- a. Assume full responsibility for the management of the Association's day to day affairs. In the absence of the Chief Executive, the Chief Operating Officer will assume responsibility for the management of the Association's day to day affairs.
 - b. Ensure all financial matters relating to the Association's affairs are closely monitored and that regular budget, internal and external audit reports are presented to the Board.
 - c. Co-ordinate the preparation of papers for the Board's attention to ensure that agendas are well planned, in consultation with the Chair, and the needs of the Board are met.
 - d. Ensure compliance with the Scottish Housing Regulator requirements to report any notifiable instances.
 - e. Monitor, direct and control the Association's operations by further delegating responsibility to the Senior Management Team as outlined below.

Chief Operating Officer

- Responsibility for the management of the Finance, Corporate Services and Housing Services Sections (including Welfare Advice and Tenancy Support);
- Responsibility for budgets relating to the Finance and Housing Services functions
- Maximising income collection and advise the Board of any forecast changes requiring action or a change in policy;
- Responsibility for the Association's Annual budget and forecasts;
- Reporting any budget variances highlighting any significant anticipated overspend/underspend to the Board;
- Ensuring that all monies invested comply with the Rules, Treasury Management Policy and the requirements of the Scottish Housing Regulator to obtain the best return;
- Ensuring cash flows are managed to meet the requirements of the business
- Responsibility for the Association's Value for Money Framework.
- Responsibility for the Association's communications strategy and delivery thereof
- Deputising in the absence of the Chief Executive

Property Services Manager

- Responsibility for the management of the Property Services Section;
- Responsibility for Planned Maintenance, Reactive Maintenance, tendering work, allocations, lettings, void management functions;
- Responsibility for the lifetime maintenance forecasting for the association's Housing Assets;
- Responsibility for Planned Maintenance, Reactive Maintenance and Void Maintenance budgets.

6.6 The SMT may in turn further delegate responsibility to other members of staff to achieve the smooth running of the Association.

Financial Delegated Authority

6.7 The Authorised Signatories and levels of delegated authority to commit the Association to expenditure is laid down in the Association's Authorisation of Expenditure Policy GOV 010 which includes details of:

- Authorised Signatories
- Authorisation Limits
- Payment Signatories and Limits

7.0 Emergency Arrangements

7.1 Where an urgent Board or Committee decision is required and it is impractical to call a full meeting, the Chairperson, in consultation with the Chief Executive and two office bearers have delegated authority to make an emergency decision on behalf of the Board and all Committees. When such decisions are taken, the Chief Executive will prepare a report which will be circulated to the members of the Board involved in making the decision. They should append their signatures to the report to signify approval.

A signed copy of the report which includes the decision reached will be made available to the next meeting of the Board or appropriate Committee.

7.2 In extreme circumstances where no Board members are available the Chief Executive (or in the Chief Executive's absence, the Chief Operating Officer) has delegated authority to make decisions on behalf of the Board. When such decisions are taken, the Chief Executive will prepare a report which will be circulated to the members of the Board involved in making the decision. They should append their signatures to the report to signify approval.

A signed copy of the report which includes the decision reached will be made to the next meeting of the Board or appropriate Committee.

7.3 These arrangements do not apply to any urgent decision which falls within the delegated authority of the Chief Executive.

8.0 Suspension of Standing Orders

8.1 One or more of the Association's Standing Orders may be suspended at any meeting of the Board or its Committees in the case of exceptional circumstances or upon a motion moved and seconded, providing two thirds of the voting members in attendance agree.

9.0 Staffing and Conditions of Service

9.1 The Board has adopted the National Joint Council for Local Authorities (NJC) pay points for staff and has approved a formal pay and grading process for evaluating posts against agreed scales. Delegated authority

for increasing staff salaries in line with NJC pay awards is given to the Chief Executive.

- 9.2 Increases to salaries outwith NJC pay awards and the formal pay and grading process cannot be varied without prior approval of the Board.

10.0 Risk Management

- 10.1 The Association has adopted a Risk Management Policy (GOV 005) which sets out the process whereby we can maximise gains and good performance, maximise ability to achieve targets, goals and plans and minimise losses.

10.2 Responsibilities

The Board

The Board is ultimately responsible for managing risk within the organisation and identifying and monitoring key risks. They will receive an annual report from the Audit Committee on the adequacy of the risk process.

Audit Committee

The Audit Committee has the delegated authority to ensure that the Risk Management framework and process is working properly, and that it is efficient and effective. The Audit Committee will review the Association's full Risk Map on an annual basis and will review progress against the High risks through regular reports from the Management Team. It may also review reports from the internal auditors on the Risk Management process. It will issue an annual report on the efficiency and effectiveness of the process to the Board.

Senior Management Team

The Senior Management Team is primarily responsible for identifying both strategic and operational risks and ensuring that the Risk Management process is operating effectively. They are responsible for:

- Preparing an initial risk map and risk management strategy
- Advising the Audit Committee of changing/emerging major risks
- Reporting annually to the Audit Committee on the risk management policy, framework and process
- Advising on the risk factors of all decisions tabled to the Board and Committees
- Maintaining the Association's Risk Map
- Monitoring training requirements for all staff in risk management.

Staff

Association staff are responsible for identifying emerging/changing risks within their areas of operations and notifying these to the Management Team.

Chief Executive

The Chief Executive is primarily responsible for fulfilling the role of the Risk Management Officer for the Association. The duties of the Risk Management Officer are to ensure that:

- The Risk Management process is co-ordinated and every effort is made to embed a risk management culture in all the association's activities
- Appropriate training is provided
- The necessary reporting is undertaken

11.0 Melville Trustees (Death in Service)

11.1 The Trustees of Melville Housing Association exist to consider and authorise any Death-In-Service obligations incumbent on the organisation. For the purposes of fulfilling the remit of the panel, the Board will constitute and fulfil the role of the Melville Trustees.

11.2 The remit of the Trustee panel will be to assess whether payment in respect of the Death-in-service benefits should be made following the death of a member of staff.

12.0 Use of the Company Seal

12.1 The official company seal will be used on share certificates and other relevant official documents as determined by the Chairperson or Secretary of the Board. Each time the seal is used the details will be recorded in the seal register. Both the register and seal are held in the Chief Executive's office.

13.0 Revision of Standing Orders

13.1 The Board will review these Standing Orders every three years, and make such changes that are necessary to ensure the effective governance of the Association.

13.2 Any change to the Standing Orders that results in the need to amend the Association's Rules, cannot be made without the prior approval of the shareholding membership at an Annual or Special General Meeting of the Association.

14.0 Standing Orders - Approval

The attached standing orders were revised and approved by the Board at its meeting held on 9 August 2017

..... Chairperson

..... Secretary

BOARD REMIT

1. ROLE OF THE BOARD

- 1.1 The Board of Melville Housing Association is responsible for all aspects of the Association's activities. It may delegate some of its functions to sub-Boards, working groups or advisory panels and employed staff, in accordance with its Rules and Standing Orders.
- 1.2 The Board is responsible for:
- Providing leadership, control and direction to the Association
 - Ensuring that Melville Housing Association achieves its aims and objectives, and good outcomes for its tenants and other service users
 - Ensuring that Melville Housing Association complies with all statutory and regulatory requirements

2. MEMBERSHIP

- 2.1 The Board is made up of at least seven members elected by its membership, with a current maximum of fifteen members. The names of Board members will be published on the Association's website, and in annual reports and other appropriate documents.
- 2.2 Full Board members must be aged 18 or over, meet the Board eligibility requirements as set out in the Rules, be a member of Melville Housing Association, and be elected at an AGM of the Association.
- 2.3 In the event that the maximum number of Board members are not appointed following any AGM, the Board may co-opt additional persons to fill any vacancies. Co-optees will never comprise more than one-third of the Board's membership at any given time.
- 2.4 In the event that an elected Board member leaves the Board between annual general meetings, this creates a casual vacancy, and the Board may appoint a new member to fill this casual vacancy, until the next AGM.
- 2.5 Both co-optees and Board members appointed to fill casual vacancies must retire at or before the next following AGM.
- 2.6 In filling casual vacancies or appoint co-optees, the Board will ensure it meets the agreed Board Recruitment Policy, and seek suitable persons with the requisite skills and attributes to create an appropriately balanced Board.

- 2.7 If a Board member is unable to attend Board meetings for a period of months, and requires a leave of absence from the Board for personal or other reasons, this must be approved by the Board and recorded in the minutes.

3. RESPONSIBILITIES AND FUNCTIONS

3.1 Purpose and values:

The Board is responsible for determining Melville's core purpose and values, in accordance with its Rules. It is responsible for ensuring that our values are fulfilled and communicated to service users and partners.

The Board will:

- Develop and keep under review Melville's vision, mission statement, aims and objectives. It will oversee their dissemination to tenants, service users, partners and stakeholders. It will ensure that they comply with the Rules and relevant legislation.
- Agree and keep under review a Code of Conduct for governing members and for staff. It will ensure that all Board members and staff uphold the terms of the relevant Code and that any alleged breaches are investigated.
- Ensure that Melville conducts its affairs honestly and with integrity and that the principles of equality and diversity are promoted.

3.2 Strategic development and operational planning

The Board is responsible for:

- The preparation, implementation, monitoring and review of Melville's strategic plans and policies. It is responsible for ensuring that plans and policies take account of the needs and views of tenants and service users.
- Developing strategic alliances and partnerships with external bodies and keeping them under review.
- The development, implementation, monitoring and review of Melville's business and operational objectives.

The Board will:

- Develop, agree and oversee the implementation of Melville's strategic and corporate plans, including the business and internal Management plan.
- Ensure that Melville contributes to and influences the development of relevant strategies and policies developed by other bodies which are relevant to Melville's aims and objectives.
- Contribute to and oversee the development of effective links between Melville and other bodies to assist in achieving the Association's aims and objectives.

- Approve any formal partnerships or alliances between Melville and another body. Where Melville is invited to nominate a representative to join the governing body of another organisation, the Board will agree Melville's representative(s) and receive regular reports on the organisation's activities and progress.

3.3 Policy development

The Board is responsible for approving, monitoring and keeping under review all policies required to achieve Melville's objectives and ensure compliance with statutory, regulatory and good practice requirements.

The Board will:

- Agree a framework for the development, approval and review of all policies necessary to achieve Melville's aims and objectives. It will ensure that policy development, implementation and review are informed by the views of tenants and service users where appropriate and by recognised good practice advice.

3.4 Resources

The Board is responsible for:

- Ensuring that we has the necessary financial resources to meet its business and organisational objectives and requirements.
- Establishing and overseeing the implementation of an appropriate framework for the employment of staff.

The Board will:

- Approve the annual capital and revenue budgets.
- Approve the terms of any borrowing or investment in Melville's name.
- Ensure the availability of adequate finance, both grants and loans, on appropriate terms to support the delivery of Melville's objectives.
- Agree the annual rents and service charges for Melville properties and services.
- Agree an appropriate staff structure to enable the aims and objectives of the Association to be achieved.
- Undertake all the functions associated with Melville's role as an employer, subject to the terms of the agreed delegation of authority.
- Appoint the Chief Executive and agree the terms of his/her remuneration. It will ensure that the Chief Executive is supported and appraised in accordance with Melville's agreed systems and procedures. It will take any necessary disciplinary action against the Chief Executive.

3.5 Service delivery

The Board is responsible for all aspects of Melville's delivery of services and for ensuring that the Association's aims and objectives are achieved through effective service delivery.

The Board will agree:

- The nature and level of services to be provided to tenants and service users and their method of delivery in all activities.
- Standards for customer service and service delivery, and will monitor their implementation.
- Melville's involvement in activities such as Common Housing Registers and monitor their effectiveness.

3.6 Risk assessment and management

The Board is responsible for identifying and assessing risks associated with Melville's activities and for overseeing a framework for the management of these risks. It will monitor the implementation of its risk management policy and practice on a regular basis.

3.7 Compliance, control and accountability

The Board is responsible for:

- Ensuring that Melville acts at all times within the terms of its Rules, statutory and regulatory requirements.
- The establishment and review of systems for internal and external audit, financial control and performance reporting.
- Monitor customer service delivery by reviewing performance against targets.
- Pursue continuous improvement by ensuring that comparative reviews of performance are carried out against previous internal performance and compared with other relevant housing associations.
- Ensuring that the views of tenants and service users are obtained on a regular basis and that appropriate opportunities for tenants and service users to participate in and influence effectively the affairs of the Association are promoted.

The Board will:

- Approve the audited accounts for recommendation to the Annual General Meeting and agree the recommendation to be made to the AGM in respect of the appointment or re-appointment of the external auditors.
- Agree the appointment of the Association's internal auditors, the terms of their engagement. It will monitor the findings and implementation of recommendations from the internal auditor. It will ensure that the internal

audit arrangements are kept under review so that they remain appropriate to Melville.

- Ensure that there are adequate systems of management control and financial monitoring in place, and will monitor their effectiveness. It will approve the opening and closing of bank or building society accounts held in the Association's name.
- Determine appropriate systems of quality assurance, including targets and key performance indicators for all aspects of Melville's activities.
- Approve any legal action to be pursued by Melville, including recovery action against tenants for breach of tenancy and claims against contractors.

3.8 Financial Management and Internal Control

The Board will:

- Approve appropriate systems of internal management and financial control to ensure that the Association is not put at risk. It will monitor the implementation of these systems by receiving reports from staff and auditors.
- Monitor the Association's income and expenditure against budget on a regular basis. It will ensure, through monitoring, that expenditure is controlled and income targets achieved. It will agree action to address short term cash flow difficulties.

3.9 Delegated Authority

The Board is responsible for:

- Establishing, implementing, overseeing and keeping under review an appropriate scheme of delegated authority to enable the work of the Association to be carried out effectively.
- Ensuring that there is an effective working relationship between it and the Chief Executive and other senior staff.

3.10 Support and Evaluation

The Board is responsible for:

- Ensuring that its own effectiveness, both collectively and individually, and that of sub-Boards and working groups is evaluated once a year.
- Ensuring that voluntary members and staff are adequately trained and supported to fulfil their roles and responsibilities.

The Board will ensure that:

- An annual review of the skills required by Melville to fulfil its activities and functions effectively, including those relating to governance, is carried out.

It will agree and monitor the implementation of an annual strategy to address any requirements.

- An annual staff and Board member training plan is developed, agreed, adequately resourced and effectively implemented.
- The remit for the Board is reviewed at least every three years.

4. AUTHORITY

- 4.1 The Board is responsible for directing the affairs of Melville and its business, and may do anything lawful which is necessary or expedient to achieve the objects of the association.

5. MEETINGS

- 5.1 The Board must meet at least six times a year.
- 5.2 A quorum for any meeting will be four full Board members. Co-optees do not count towards the quorum.
- 5.3 All proceedings must be minuted, with draft minutes presented to the next following meeting for approval, evidenced by signature of the Chair.

6. ATTENDANCE AND SERVICING MEETINGS

- 6.1 The Chief Executive and Chief Operating Officer will normally attend Board meeting. Other senior management team members will attend Board meetings when appropriate. Other staff and external parties such as consultants and advisors will be attend when appropriate at the invitation of the Board.
- 6.2 All staff, including the Chief Executive if appropriate, may be asked to leave the meeting during confidential items.
- 6.3 From time to time, the Board will meet without any staff present.
- 6.4 The Chief Executive is responsible for servicing this meeting, including liaising with the Chair regarding the agenda for meetings; lead responsibility for co-ordinating the preparation and distribution of papers for the meeting, according to agreed timescales; and arranging for minute-taking in accordance with the agreed minute-taking protocol.

7. REVIEW

- 7.1 This remit was approved by the Board in November 2017. It can only be amended with the approval of the Board.
- 7.2 It will be reviewed not later than November 2020.

AUDIT COMMITTEE REMIT

The Audit Committee exists to advise the Board on external and internal audit, risk management, policy review, staff terms and conditions, Employment Law and to make decisions on matters delegated to it by the Board, as listed under sections 1 to 7 of this remit.

It is the responsibility of the Audit Committee to monitor the integrity of the financial statements of the Association and any formal announcements relating to the Association's financial performance, and reviewing significant financial reporting judgements contained in them.

1.0 Constitution and Composition of the Committee

- 1.1 The Audit Committee will have sufficient authority and resources, including the right to obtain all information necessary, and to consult widely, both internally and externally as required. The Committee is authorised to seek relevant and appropriate information to support its activities and to obtain necessary external professional advice within these Terms of Reference in line with budget provision.
- 1.2 The Audit Committee will act in an advisory capacity to the Board but will also be able to take decisions as defined within its delegated authority.
- 1.3 At least three non-executive members of the Board shall serve on the Audit Committee. The Board must be satisfied that at least one non-executive member of the Audit Committee has recent and relevant financial experience.
- 1.4 The Chairperson of the Association may be a member of the Audit Committee but shall not be Chair of the Audit Committee.
- 1.5 The Audit Committee will have the right to report directly to the Chairperson of the Association.
- 1.6 Three members of the Audit Committee shall form a quorum (excluding co-opted members).
- 1.7 A Chairperson will be elected from amongst the members of the Committee at its first meeting following the Annual General Meeting of the Association.
- 1.8 If the Chairperson is absent from a meeting of the Committee, the other members will select one of their number to chair the meeting, who shall be entitled to use the casting vote
- 1.9 The Audit Committee is subject to the Rules of the Association, to the overall authority of the Board, to the Standing Orders and to all the Policies approved by the Board.

2.0 External Audit

- 2.1 Receive from the external auditor the annual report/management letter, consider its recommendations, report to the Board on its implications and monitor the implementation of any recommendations.
- 2.2 Ensure that the Association is getting good value for money from its external auditor.
- 2.3 Review the external audit work on behalf of the Board.
- 2.4 Recommend to the Board the re-appointment or otherwise of the external auditor.
- 2.5 Recommend to the Board the fee to be paid to the external auditor.
- 2.6 Approve any engagement of the external auditor for the supply of non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm.
- 2.7 The External Auditor has the right of access to the Audit Committee Chairperson and also the right to request a meeting of the Committee be convened, if in their opinion it is necessary.

3.0 Internal Control

- 3.1 Satisfy the Board that there is a sufficient, systematic review of the internal control arrangements of the Association, both operational (relating to effectiveness, efficiency and economy) and financial.
- 3.2 Ensure that weaknesses in controls are corrected and reported to the Board accordingly.
- 3.3 Consider the external auditor's management letter.
- 3.4 Commission special investigations into matters of particular concern relating to internal control.
- 3.5 Learn from the internal audit function of any major audit findings, determine any action required, monitor its implementation, and report to the Board thereon.
- 3.6 Review and report on all Registers i.e. Fraud, Bribery and Corruption, Payments and Benefits, Gifts and Hospitality and Declarations of Interest to each Audit Committee meeting.

4.0 Internal Audit

- 4.1 Ensure that the Association has appropriate internal audit arrangements and to approve the scope and/or limitations of such arrangements.

- 4.2 Review and monitor the effectiveness of the Association's internal audit function and make recommendations to the Board regarding the appointment, reappointment and removal of the internal auditor.
- 4.3 Review the planned programme of work of the internal audit function to ensure its appropriateness.
- 4.4 Receive and consider reports of Internal Auditor's findings and recommendations.

5.0 Special Provisions relating to Internal Audit function

- 5.1 The Committee should meet with the Internal Auditor, at least once a year, without officers being present, to ensure there are no unresolved issues of concern.
- 5.2 The Internal Auditor has the right of access to the Audit Committee Chairperson and also the right to request a meeting of the Committee be convened, if in their opinion it is necessary.

6.0 Equal Opportunities Policy

- 6.1 Comply with the terms of the Association's Equal Opportunity policy insofar as they relate to the remit of the Committee to prevent discrimination taking place.

7.0 Risk Management

- 7.1 Maintain and review the Association's Risk Management policy and framework.
- 7.2 Monitor and review the Association's Risk Map and progress against key risks.
- 7.3 Present a Risk Management Report to the full Board on an annual basis including details of the key risks facing the Association, action taken and a copy of the Association's full risk map.

8.0 Whistleblowing & Fraud

- 8.1 The Audit Committee will review the arrangements for whistleblowing and the detection of fraud.

9. Human Resources

- 9.1 Consider and make recommendations on staffing establishment levels with regard to current and future requirements.
- 9.2 Consider and make recommendations on all staffing policy matters e.g. those relating to terms of conditions, employment law and employer

responsibilities, staff training and development, employee development, dignity at work and the maintenance of best practice in employer/employee relationships.

- 9.3 Regularly benchmark the Association's pay and conditions against other organisations and make recommendations with regard to changes.
- 9.4 Ensure that all recommended changes to staff terms and conditions have been fully discussed with the staff and/or any trade union and that full agreement has been reached.
- 9.5 Consider and make recommendations regarding any changes in pension legislation that may affect terms and conditions or financial operation of the association.
- 9.6 Consider and make decisions or recommendations on matters relating to Payments and Benefits policy insofar as they relate to staffing matters.

10. Policy Review Timetable

- 10.1 Monitor the Association's policy review timetable.

11.0 Attendance of Officers at Audit Committee Meetings

- 11.1 The Chief Executive and Chief Operating Officer will normally attend Audit Committee meetings. Other senior management team members will attend Audit Committee meetings when appropriate. Other staff and external parties such as consultants and advisors will be attend when appropriate at the invitation of the Audit Committee.
- 11.2 The Chairperson of the Audit Committee may require staff, consultants and advisors in attendance to leave the room, as required, due to the sensitivity of the matter under discussion.

12.0 Reporting by the Audit Committee

- 12.1 All members of the Board who are not members of the Committee will receive a copy of the full minutes of each meeting.
- 12.2 The Chairperson of the Audit Committee will speak to the approved minutes of the last Committee meeting/s, at the next meeting of the Board and account to the Board for all decisions taken under delegated authority.