

<u>KNOWES HOUSING ASSOCIATION LTD</u>	
Policy Name	Committee Standing Orders/Remits & Powers
Policy Category	Committee Governance
Policy Number	G02.
Date to Committee	October 2022
Previous Review Date	October 2019 (Reviewed October 2021 for audit sub committee powers).
Next Review Date	Next full review October 2025
Links to other Policies	
Consultation	Committee

1. INTRODUCTION

The following Standing Orders have been prepared taking into account the Rules of Knowes Housing Association Ltd to which references are made where relevant. The Management Committee may delegate any of its powers to permanent or occasional Sub-Committees consisting of such Committee members and other persons, to office bearers and staff, as it thinks fit to carry out such functions entrusted to them by the Management Committee. The Management Committee shall ensure that Sub-Committees, office bearers and staff conform to the instructions given to them.

2. COMMITTEE STRUCTURE

The Management Committee will devolve responsibility to four Sub-Committees as follows

- a) Housing Management
- b) Finance
- c) Employment & General Purposes
- d) Audit

The duties and delegated powers of all Sub-Committees will be as agreed by the Management Committee and incorporated in these Standing Orders.

3. MANAGEMENT COMMITTEE MEETINGS

3.1 Frequency and Timing of Meetings

Ordinary meetings of the Management Committee shall be held at least 6 times per year. (Currently first Tuesday of each month) (Rule 48)

3.2 Attendance/Apologies For Absence

Committee members are required to regularly attend ordinary meetings of the Committee of Management. Apologies should be submitted to the office by 4.00pm on the date of the meeting to which they relate. Members missing four consecutive meetings without special leave of absence previously granted by the Committee will be required to leave the Committee. After missing 3 consecutive meetings members will be notified by letter that failure to attend the next meeting will result in the member being removed from the Committee.

3.3 Agendas

Agendas for Management Committee meetings shall be prepared by the Director.

3.4 Notice of Meetings

Notice of ordinary meetings of the Committee shall be sent to members not less than seven days before the date of the meeting. Notice and papers for Sub-Committee meetings will be sent to members seven days before the meeting where possible, however on occasion statistics and reports may not always be available seven days in advance of the meeting.

3.5 Distribution of Papers

Papers for ordinary meetings shall be issued to Committee no less than seven days prior to the date of the meeting. New and existing Committee members are welcome to contact the relevant staff prior to the meeting if there is anything that is unclear. As noted above papers for Sub-Committee meetings may be tabled at the meeting.

4. APPOINTMENT OF OFFICE BEARERS

The Management Committee will appoint from its number a Chairperson, Vice Chairperson, Secretary and Treasurer. The duties and delegated powers of all Office Bearers will be as agreed by the Management Committee and incorporated in these Standing Orders.

All Office Bearers will be appointed at the first meeting of the Management Committee following the Annual General Meeting and shall serve for one year. Retiring Office Bearers shall be eligible for re-election. Co-Optees are not eligible to vote on the election of office bearers.

The Chairperson may be re-elected but may not hold office continuously for more than five consecutive Annual General Meetings. On the expiry of five continuous terms of office, the retiring chairperson shall not be eligible for election as chairperson during the ensuing twelve months.

The Committee may remove any Office Bearer at a Special Meeting called for the purpose, such removal of an Office Bearer requires a two-thirds majority of Committee members present.

4.1 The Chairperson

The Chairperson of the Management Committee shall convene all ordinary meetings of the Committee. In the absence of the Chairperson, the Vice-Chairperson will do so, and in the absence of both, the members present shall elect one of their number to chair the meeting.

All questions of order arising at any meeting shall be decided by the Chairperson of the meeting. In the case of equality of votes, the Chairperson of the Management Committee meeting or substitute shall have both a deliberative and casting vote.

The Chairperson shall be authorised to represent the Association at promotional events and to arrange for other members of the Management Committee of the Association to attend as appropriate, provided that attendance at all such events shall be reported to the next ordinary meeting of the Management Committee and shall be subject to any regulations approved by the Association in relation to the payment of the necessary expenses.

4.2 The Vice Chairperson

It shall be understood that in cases where authority is delegated to the Chairperson, the same authority shall be delegated to the Vice Chairperson as a substitute in the absence of the Chairperson and that all matters on which the substitute has authorised action shall be reported to the following meeting of the Committee.

4.3 The Secretary

Notwithstanding the foregoing, the Secretary shall have authority for carrying out the duties of Secretary as laid down in the Association's rules.

4.4 Treasurer

The Treasurer shall be appointed Convenor of the Finance Sub-Committee and will chair the Audit meetings of the Finance Sub-Committee when it meets as the Audit Sub-Committee.

5. PROCEDURES AT MEETINGS

5.1 Order of Business

The business at meetings shall normally follow the order of the agenda but the Chairperson or substitute shall have the power to alter the order of business at any stage.

5.2 Quorum

A quorum shall be four Committee members for Management Committee meetings and three Committee members for Sub-Committee meetings.

5.3 Minutes

Minutes of every meeting of the Management Committee and any Sub-Committees shall be prepared by an employee of the Association and issued for approval with the Agenda for the next meeting.

5.4 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 the matter. In the case of a motion to suspend Standing Orders a simple majority of the members present in favour of the motion shall be necessary.

5.5 Declaration of Interest

If any member or employee has a personal or pecuniary interest, either direct or indirect, in any matter under discussion at a meeting of the Committee or of a Sub-Committee, he/she shall declare that interest before the meeting or if unable to do so as soon as practicable after the commencement of the meeting, and shall leave the room and take no further part in the matter under discussion.

5.6 Confidentiality

All matters discussed at Committee or Sub-Committee meetings shall be treated in strict confidence by members and employees in attendance.

5.7 Enforcement of Standing Orders

It shall be the duty of the Chairperson/Convenor of any meeting to ensure that Standing Orders are observed and enforced at that meeting.

5.8 Order of Debate

The Convenor of the meeting shall determine the order of debate. The proposer of any motion shall have the right to reply before a vote is taken, but may not introduce any new matter at

that stage. After the proposer of the motion has exercised his right of reply, no other member may speak on the question, unless to raise a point of order.

5.9 Points of Order

Any member may raise a point of order in the course of a meeting and must specify which standing order relates to the point being raised and all questions of order shall be decided by the Convenor of the meeting. No other member shall be permitted to speak to the point of order, unless with the Convenor's permission.

5.10 Representations to Management Committee

Any person wishing to be heard by the Management Committee should submit a written application to the Secretary and may appoint a representative to speak on their behalf.

When a person is making representations to the Management Committee, Committee members should restrict their contribution to questions addressed by the person making representation.

5.11 Standing Orders

These Standing Orders can only be altered or amended by a two thirds majority decision at a Management Committee meeting unless alteration or amendment would effect a Rule of the Association in which case the Rules relating to Amendment of Rules will apply (88).

6 GENERAL RESPONSIBILITIES

6.1 General Issues

- a) The Management Committee shall direct and exercise proper control over the Association's activities and ensure that all decisions are taken in the best interest of the Association and its tenants.
- b) The Management Committee shall oversee, control and direct the duties and actions of the Office Bearers, Sub-Committees and officers of the Association to ensure that these are undertaken in accordance with the rules and aims of the Association.
- c) The Management Committee shall ensure that the Association's borrowings are undertaken in accordance with the rules.

- d) The Management Committee shall ensure that the AGM and any General Meetings of the Association are called and conducted in accordance with the Rules of the Association.
- e) The Management Committee along with the Employment & General Purposes Sub-Committee is responsible for the appointment and removal of staff and for fulfilling the Association's legal and contractual obligations as an employer.

It is also responsible for reviewing recommendations from the Employment and General Purposes Sub Committee on:

- (1) Staff pension provisions
 - (2) Staffing levels and staff structure
 - (3) Staff recruitment outwith existing staff structure
 - (4) Monitoring of the Association's equal opportunities policy.
 - (5) Annual appraisal of the Director
 - (6) General policy issues that fall outwith the remit of other Sub-Committees.
 - (7) Considering and approving (where appropriate) issues in relation to interest, payments & benefits (former Schedule 7).
- f) The Management Committee may affiliate to the SFHA, EVH, and SHARE and to any other organisation having objectives similar to those of the Association.
 - g) The Management Committee is responsible for ensuring the Committee consists of people with the interests and ability to manage the Associations business effectively and for ensuring the directions contained in the Scottish Housing Regulator's Performance Standards and/or guidance given in the course of performance audit visits are considered and followed where appropriate.

(h) to (p) in conjunction with Finance Sub-Committee
 - h) The Management Committee may appoint any of its members or any employee to act as signatories or mandatories on its behalf for clearly specified functions.

- i) The Management Committee ensure there is an adequate financial control system and that appropriate books of accounts are kept to protect the Associations interest.
- j) The Management Committee receive a draft annual budget and approve the budget for the year.
- k) The Management Committee will ensure that the Association fulfils its obligations in filing accounts and returns with the Scottish Housing Regulator, FSA etc.
- l) The Management Committee ensure that annual accounts are prepared on time and contents are discussed with the Head of Finance and the Auditor.
- m) The Management Committee will agree those staff and Committee members, who are authorised to sign cheques, grant applications etc.
- n) The Management Committee examine and approve terms of private loan finance offers.
- o) The Management Committee will ensure that all sources of funding are investigated to determine its suitability.
- p) The Management Committee will ensure that the principals of CIPFA'S Treasury Management Code of Practice are followed and all borrowing decisions are made in accordance with the Association's Treasury Management Policy.
- q) The Management Committee will ensure that a Business Plan is prepared which sets out the Associations aims, objectives and strategy for achieving those aims.
- r) The Management Committee shall receive quarterly management accounts and monitor performance against budgets.
- s) The Management Committee will maintain prudent insurance against risk and ensure that businesses with whom contracts are arranged have appropriate insurance cover.
- t) The Management Committee will ensure longer-term financial plans and projections are prepared based on realistic assumptions and Associations future strategy.
- u) The Management Committee will agree service standards and receive quarterly reports of each section's performance against those targets.

- v) The Management Committee will consider and approve issues in relation to interest, payments and benefits (former Schedule 7).

DELEGATION OF POWERS

7 To Office Bearers

7.1 Scheme of Delegation of Powers

It is recognised that the execution of the Association's work will often require decisions to be taken without waiting for Committee or Sub-Committee approval and that many routine matters will fall to be decided by Office Bearers.

No policy decisions will be taken or major financial commitments entered into without the approval of the Management Committee or the appropriate Sub-Committee.

7.2 Emergency Arrangements

Where urgent decisions with policy implications become necessary and it is impracticable to call a Committee meeting the Chairperson/Vice Chairperson or in his/her absence, the Secretary, shall consult with a majority of Committee members and the Director and shall only take such decisions as shall involve the least possible commitment on behalf of the Association. The decisions taken shall be reported to the first meeting of the Committee thereafter for ratification.

7.3 Appointment of Association Representatives on Outside Bodies

The Management Committee may appoint any person to represent the Association in dealing with outside bodies or to serve as the Association's representative. Any such appointments can be terminated at any time and will in any event be reviewed at the first meeting of the Management Committee following the Annual General Meeting.

Any reasonable expenses incurred by representatives to outside bodies will be reimbursed by the Association in accordance with the Associations Policy relating to Committee member expenses.

8. Delegation to Sub-Committees

8.1 Four Sub-Committees will be created as follows:

- a) Finance
- b) Housing Management
- c) Employment & General Purposes
- d) Audit Committee

8.2 Sub-Committee Meetings

Finance Sub-Committee will meet no less than four times in each year, Housing Management Sub-Committee will meet no less than four times each year Employment & General Purposes Sub-Committee will meet no less than four times each year and Audit Sub-Committee will meet no less than three times each year.

8.3 Sub-Committee Structure

A minimum of five members will be appointed to the Finance, Housing Management and Audit Sub-Committees, four members, being the executive members, will be appointed to the Employment and General Purposes Sub-Committee. Each Sub-Committee will appoint its own Convenor who must be an elected member.

8.4 Quorum of Sub-Committee

A quorum will be three Committee members. Co-Optees must not make up more than one third of a Sub-Committee. Co-Optees do not count toward the number of members needed for a meeting to take place. They can vote on all matters except those which directly affect the membership of the Association.

8.5 Minutes

The minutes of each Sub-Committee meeting will be approved as a true record at the following Sub-Committee meeting by two members present at that Sub-Committee meeting. All decisions taken by a Sub-Committee will be reported to the Committee at the next meeting.

8.6 Procedure at Sub-Committee Meetings

As per procedure for Management Committee meetings with regard to

- a) Order of Business
- b) Voting
- c) Declaration of Interest
- d) Confidentiality
- e) Enforcement of Standing Orders
- f) Order of Debate
- g) Points of Order
- h) Enforcement of Standing Orders
- i) Standing Orders

8.7 Agendas

Agendas for Sub-Committee meetings shall be prepared by the Officer reporting to that Meeting e.g. Head of Finance for Finance and Audit Sub-Committees, Housing Manager for Housing Management Sub-Committee and Director for Main Committee and Employment & General Purposes Sub-Committee.

8.8 Notice and Distribution of Papers

Notice and papers relevant to all meetings of the Sub-Committees shall be sent to members as soon as possible after month end figures available.

8.9 Remits and Delegated Powers

The Management Committee may delegate any of its powers to Sub-Committees consisting of such Committee members and other persons as it thinks fit which shall in the functions entrusted to them conform to the instructions given to them in writing by the Committee.

A resolution in writing signed by all Committee members or by all the Committee members of a Sub-Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or Sub-Committee duly called and constituted.

9. FINANCE SUB-COMMITTEE

Remit

The Finance Sub-Committee is responsible for the following matters and is empowered by the Management Committee to take decisions on and approve reports in the following areas subject to them being reported to the Management Committee.

Delegated Powers

- (1) To ensure there is an adequate financial control system and that appropriate books of accounts are kept to protect the Association's interest.
- (2) To consider and approve where appropriate issues regarding allocation of properties in relation to interest, payments and benefits (former Schedule 7).
- (3) To ensure a draft annual budget is prepared for discussion and approval by the Management Committee.

- (4) To approve the mid year budget review subject to each budget line being within £100,000 of the original budget and ensuring that loan covenants are adhered to.
- (5) To approve changes to a budget heading throughout the year which exceeds 5% of the original approved budget subject to a minimum amount of £2,500 and a maximum of £100,000 on each budget heading.
- (6) To approve the annual five year plan for the Scottish Housing Regulator
- (7) To approve the annual loan covenant return for the Scottish Housing Regulator
- (8) To review the rent increase proposals for the forthcoming year and agree the % proposed rate(s) for consultation exercise with tenants.
- (9) To agree how we consult with tenants on the annual rent increase.
- (10) To review medium to long term cash flow projections are in place which safeguard the future viability of the Association.
- (11) To ensure that the Association fulfils its obligations in filing accounts and returns with the FCA, Inland Revenue etc.
- (12) To agree staff and Committee who are authorised to sign cheques, grant applications etc.
- (13) To receive and consider the auditors management letter and to make recommendations.
- (14) To monitor and receive monthly and quarterly management accounts and the comparison with the budget.
- (15) To monitor role as Disponee to owner occupiers.
- (16) To monitor and review factoring and insurance charges and service.
- (17) To monitor recovery of charges and to decide upon recommendations from Head of Finance on legal action to recover outstanding debts.
- (18) To monitor administration costs in comparison to factoring and administration charges.
- (19) To examine and approve terms of private loan finance offers.

- (20) To ensure that all sources of funding are investigated to determine its suitability.
- (21) To review and appoint Knowes' insurers.
- (22) To regularly review the Association's Finance Policies.
- (23) To carry out any other relevant financial duties as outlined in Knowes' Finance Policy (Chapter 2).

To submit recommendations to the Management Committee on:

- (1) The Monitoring of loan covenants and proposals for additional borrowing to Management Committee.
- (2) The annual review of rents

10. HOUSING MANAGEMENT SUB-COMMITTEE

Remit

The Housing Management Sub-Committee is responsible for the following matters and is empowered by the Management Committee to take decisions on and approve reports in these areas.

Delegated Powers

- (1) To monitor statistical information on the Association's waiting list, allocations and voids.
- (2) To monitor rent, rent arrears and former tenant arrears and compare with targets and previous performance.
- (3) To regularly review the Association's housing management policies.
- (4) Decide on recommendations from the Housing Manager as to whether to proceed with repossession for rent arrears in line with the Association's policy, or any other repossession action.
- (5) To consider and approve where appropriate issues in relation to allocation of properties, interest, payments and benefits (former Schedule 7).

- (6) To monitor the nomination arrangement and Section 5 Protocol with West Dunbartonshire Council.
- (7) To monitor void loss.
- (8) To receive statistical reports on complaints on anti-social behaviour.
- (9) To monitor, review and decide on other reports presented in relation to housing management as appropriate.

11. EMPLOYMENT & GENERAL PURPOSES

Remit

The Employment & General Purposes Committee is responsible for the following matters and is empowered by the Management Committee to take decisions on and approve reports in these areas, subject to them being reported to the Management Committee.

Delegated Powers

- (1) To monitor staff attendance, holidays, toil and sickness.
- (2) To decide upon recommendations from the Director on routine staffing issues, i.e. level of absence, periods of annual leave in excess of two weeks, temporary cover (e.g. maternity leave) if and when required.
- (3) To act on behalf of the Management Committee on personnel issues i.e. disciplinary issues, grievances etc.
- (4) Recruitment of staff.
- (5) Responsibility of all issues relating to staff welfare.
- (6) To monitor and agree Training & Development Plan for staff and Committee.

To submit recommendations to the Management Committee on:

- (7) Staff pension provisions
- (8) To monitor and review staffing levels and staff structure and make recommendations to the Committee.
- (9) Staff recruitment outwith existing staff structure

- (10) Monitoring the Association's equal opportunities policy.
- (11) Annual appraisal of the CEO
- (12) General policy issues that fall outwith the remit of other Sub-Committees.
- (13) Considering and approving (where appropriate) issues in relation to interest, payments & benefits (former Schedule 7).

12. AUDIT SUB-COMMITTEE

- (1) The Management Committee has delegated audit powers to the Finance Sub-Committee who will sit as the Audit Committee at least three times a year. The Chair of the Audit Committee will be the Treasurer of Knowes and the membership of the Audit Committee will be the same members of the Finance Sub-Committee.
- (2) The appointment of external auditors will take place annually at the AGM and it is the responsibility of the Management Committee to make recommendations following the advice of the Audit Committee.
- (3) The Audit Committee has authority to appoint, with the approval of the Management Committee, a professional accountancy firm to act as independent internal auditors for Knowes HA. It is Knowes' current policy that internal audit work should be carried out by such a firm.
- (4) The audit Sub-Committee will meet to review the internal audit reports and ensure that a management plan is in place to address the points raised in the audits.
- (5) Members of the audit committee have the authority to meet with the internal and/or external auditor to discuss issues which concern the Association's finances and internal controls either with or without a member of the Association's management team present. The audit committee also has the authority to ask a senior member of staff present at the audit sub committees (or the full committee if appropriate) to leave the room if there are matters which the committee wish to discuss without the staff present.
- (6) The audit committee has the power to approve the audit plans, reports and recommendations together with the management and committee response to these recommendations.

- (7) The Risk Management Plan will be reviewed and approved by the Audit Subcommittee
- (8) The annual risk maps will be reviewed and approved by the Audit subcommittee

13. CODE OF CONDUCT/DISCIPLINARY PROCEDURE

While recognising the right of Association members in General Meetings to elect Committee members subject only to provisions in the rules, it shall be the responsibility of the Management Committee to ensure, so far as it is practicable, that Committee members carry out their duties in such a manner as to protect the interests of the members and to uphold the reputation of the Association. Reference is made to the Policy on Code of Governance in relation to individual Committee member's behaviour and management practices.

In fulfilling this responsibility it shall be the duty of the Secretary on receiving a complaint in respect of the conduct of any Committee member to place the matter on the agenda of the Management Committee and in the meantime in consultation with the Director to carry out such investigations as are necessary to properly advise the meeting at which the matter is to be considered. Before reaching any determination the Management Committee must give the Committee member(s) concerned the opportunity to reply to any allegations made as regards to their conduct.

In disposing of such a matter, the Management Committee may remove the member from Committee membership by voting at a special meeting of the Committee convened for this purpose.

In the event that a Committee member having received notice of hearing resigns from the Committee prior to the meeting at which their conduct is to be the subject of a report and is then re-nominated for election at a subsequent General Meeting, the Chair shall report on the member's conduct at the General Meeting at which their nomination is to be considered.

In terms of this standing order conduct shall be deemed to be inappropriate if a Committee member fails to abide by the Policy on Governance in relation to individual Committee members behaviour and management practices or fails to perform to the published standards laid down by the Scottish Housing Regulator and S.F.H.A. In particular:

1. Breaching the Committee member's responsibility to treat any information gained through membership of the Committee as

confidential and not to relay that information to any third party unless specifically authorised to do so.

2. While on Association business, acting in such a way as to bring Knowes Housing Association into disrepute. Failure to declare an interest in any matter before the Management Committee. Acting improperly in relation to the granting of contracts or other benefits by the Association. Failure to comply with the Rules, Standing Orders and the Associations Code of Conduct for Committee members.

Whereas it is the particular responsibility of Office Bearers of the Association to ensure that any action in breach of the Standing Order is brought to the Management Committee's attention, it is the responsibility of all members to ensure that the Committee is able to effectively enforce the Standing Orders.