



fairfield housing  
association

**STANDING ORDERS**

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**Policy Owner: Board of Management**

**Policy Author: Chief Executive**

## Policy Summary

The Standing Orders provide a framework for the Board of Management to define the effective and proper conduct of the Association's business. They specify the financial scheme of delegation and all other delegated authority which enables the Association to operate and the Management to fulfil its responsibilities and be accountable to stakeholders for good governance.

## Equalities

Considerations about accessibility have been incorporated into the provisions of the standing orders. A specific equalities impact assessment has not been carried out. The operation of the Standing Orders will always be in accordance with FHA's policy on Equality and Diversity .

## Privacy

This document fully complies with General Data Protection Regulations (2018).

## Regulatory Standards

### **Standard 1**

The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.

### **Guidance**

1.2: The RSL's governance policies and arrangements set out the respective roles, responsibilities and accountabilities of governing body members and senior officers, and the governing body exercises overall responsibility and control of the strategic leadership of the RSL.

1.3: Decision-making complies with the RSL's constitution (which adheres to Regulatory Standards and constitutional requirements) and its legal obligations.

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## 1. Introduction

- 1.1 These Standing Orders have been approved by the Board of Management of Fairfield Housing Association (FHA) as a framework for the effective and proper conduct of business and to specify the delegated authority and financial regulations within which we operate.
- 1.2 All matters that are not specified in these Standing Orders are reserved to the Board. Where authority is delegated to staff, the delegated authority is in respect of operational matters only.
- 1.3 The Standing Orders take account of our Rules, legislative and regulatory requirements and good practice advice. In the event of a conflict between these Standing Orders and the Rules, the Rules will prevail.
- 1.4 The Standing Orders and associated appendices can only be amended with the approval of the Board. They will be reviewed at least every three years.

## 2. The Board of Management

- 2.1 Board of Management members are elected under its Rules 39 – 41 or as co-opted under Rule 42. The Committee is responsible for:
  - Providing effective leadership, control and direction of our affairs.
  - Exercising good governance across all of our activities.
  - Ensuring we set and achieve our strategic aims and objectives.
  - Ensuring that we comply with all legislative and regulatory requirements.
- 2.2 The powers of the Board are set out in the Rules (45 – 47). The Board has agreed a remit which specifies its responsibilities and duties which is **Appendix 1** of this document.
- 2.3 The Board will meet at least **six** times each year. A minimum of **four** Board members, excluding co-optees, is required for a meeting to proceed [Rule 48].

## 3. Committees

- 3.1 The Board of Management has established one Committee to which it has delegated authority for decision-taking activities in specified areas. The Committee is :
  - Audit, Finance and Risk

Their responsibilities are detailed in the remits which have been agreed by the Board. **Appendix 2** is the Audit, Finance and Risk Committee remit and
- 3.2 All Committees report to and are accountable to the Board of Management .

- 3.3 The Audit and Risk Committee will meet at least **four** times each year and will report on its activities to the next meeting of the Board of Management .
- 3.4 The Committee may obtain appropriate professional advice on relevant matters without reference to the Board of Management , to enable it to fulfil its responsibilities, subject to the provisions of these Standing Orders and the agreed remits.

## 4. Hearing and Appeals Panels

- 4.1 The Board of Management may establish hearing and appeals panels as required to hear, investigate and decide upon matters raised by breaches of the Code of Conduct of Board Members.
- 4.2 Where appropriate, the Board of Management may delegate authority for agreeing the membership and remit of individual panels to the Chair or where the matter involves the Chair, to the Chief Executive.
- 4.3 Following consideration of any competent matter referred to it, the Hearing/Appeals Panel will decide and report its actions to the Board. The Hearing/Appeals Panel is accountable to the Board of Management whose decision is final.

## 5. Working Groups and Advisory Panels

- 5.1 The Board may establish Working Groups to assist its consideration of specific issues. The Board will agree any delegated decision-making authority as required and such groups must be formally established, and a remit agreed by the Board. Working Groups will not normally be established for periods in excess of 18 months. The Board will decide the life span of Working Groups and appoint a Convenor of the Working Group, who shall be a member of the Board who is not a co-optee.
- 5.2 On establishing a Working Group or Advisory Panel, the agreed remit and timescales, including requirements for reporting to the Board of Management , will be attached to these Standing Orders as a separate document. The attachment will be removed from the Standing Orders when the Board of Management decides that the work of that Working Group or Advisory Panel is complete.
- 5.3 The remit of any Working Group and Advisory Panels will be kept under review and assessed upon completion.
- 5.4 All groups established under the terms of this section of the Standing Orders report to and are accountable to the Board of Management , or as delegated to a Committee. The Board shall not delegate authority to a Working Group or Advisory Panel to take decisions on its behalf.

## 6. Membership

### 6.1 Board of Management

- 6.1.1 The Board of Management will have no fewer than seven members appointed at the AGM, with the option to appoint 5 elected members at Board meetings. Membership of the Board will be not more than fifteen (including co-optees). The presence of co-optees at Board of Management Meetings will not be counted when establishing whether the minimum numbers of Board Members are present to allow the meeting to take place, as required by Rule 48, and the presence of co-optees will not count towards the quorum for sub-committee meetings, as required by Rule 42..3. The Rules set out the arrangements for the election, appointment and co-option of the Board members and will always be followed.
- 6.1.2 Where a Board member fails to attend four consecutive meetings of the Board without first obtaining leave of absence, they will automatically cease to be a member of the Board.
- 6.1.3 The Chair and other office bearers plus membership of the Audit, Risk & Finance Committee will be agreed at the first Board of Management meeting following the AGM each year.
- 6.1.4 Co-opted members of the Board may be members of any of the Committee, although they may not become office bearers and may not take part in any discussions or decisions relating to Rules, membership or the election of office bearers.

### 6.2 Committees

- 6.2.1 Committees may not co-opt additional members beyond those appointed from the Board of Management unless by specific agreement of the Board upon request. Any Board member may attend meetings of any Committee of which they are not a member as an observer.
- 6.2.2 Committees shall have no fewer than three members. The presence of co-optees or other Board member observers will not be counted when establishing that the minimum number of two committee members is present to allow the meeting to take place.

### 6.3 Hearing and Appeals Panels

Membership and the remit of any Hearing/Appeals Panel established in accordance with **Section 4** of these Standing Orders will be determined by the Board of Management at the time the remit is agreed or may be delegated to the Chair or Chief Executive to determine.

### 6.4 Advisory Groups and Working Parties

Membership of Advisory Groups and Working Parties established in accordance with **Section 5** of these Standing Orders will be determined by the Board of Management at the time the remit is agreed.

## 6.5 Role of Board Members

- 6.5.1 The Board of Management has agreed a role for its members included at **Appendix 4**. At least annually, the Board will identify the range of skills, knowledge and experience that it requires to fulfil the terms of its agreed remit. It will publicise the role to the membership, identifying the areas of skills, knowledge and experience required when inviting nominations for election to the Board of Management .
- 6.5.2 The Board of Management may co-opt any person who is suitable to join the Board providing that the total membership, including co-optees, does not exceed fifteen and the number of co-optees does not exceed a third.
- 6.5.3 References to members of the Board of Management in these Standing Orders include co-optees. Where the Board identifies gaps in its collective skills, knowledge and experience, the Board will seek to co-opt suitable people having regard to the role description and identified skills, experience and knowledge required.
- 6.5.4 In the event of a dispute, a majority of those attending a meeting of the Board of Management , Committee or working group may require a member to withdraw from the meeting, if the member fails to recognise the authority of the Chair.
- 6.5.5 Board of Management members act as ambassadors for FHA and may represent FHA at events or on official business where it is approved by the Board of Management that such attendance will benefit the interests of tenants.

## 7. Personal Interest

- 7.1 The Board of Management has adopted and agreed the SFHA Model Code of Conduct for Board of Management s and staff members including arrangements for the declaration of conflicts of interest which are attached as **Appendix 5**. All Board of Management members and staff must declare relevant interests in line with our procedures and confirm at least annually that their declaration is accurate.
- 7.2 Any potential conflicts of interest must be declared at the start of a meeting of the Board, Committees, Working Group or Hearing/Appeals Panel. All agendas will contain a standing item for declaration of interests. All declarations will be recorded in the Minutes. The Board of Management will determine if the Member will be required to leave the meeting during the discussion of a matter in which they have an interest. Where the members of the Board of Management decide that the member may remain, they will not take part in the discussion nor participate in any vote on the matter. The declaration and decision of the Board on whether the Member was required to leave the meeting plus the reasons for the decision will be recorded in the Minutes. The Members withdrawal and return will also be recorded in the minutes. Any decision by the Board shall not be invalid because of the subsequent discovery of an interest which should have been declared.

7.3 Board members who are tenants of property owned or managed by the Association shall be deemed not to have an interest in any decision affecting all or a substantial group of tenants.

## 8. Office Bearers

8.1 At its first meeting following the AGM, the Board of Management will elect a Chair, Vice-Chair, Secretary and any other office bearer it sees fit. The Board has agreed remits for the Chair, Vice-Chair and Secretary which specify their roles, responsibilities and duties. These form **Appendix 6A – 6C** of these standing orders.

8.2 The Secretary can be an Elected member of the Board of Management or employee of the Association.

8.3 In the absence of the Chair, the Vice-Chair will undertake his/her duties.

8.4 In the period between the AGM and the first meeting of the Board of Management, the incumbent Chair or failing him/her, the incumbent Vice-Chair will continue to act in that role temporarily. If neither the Chair nor Vice-Chair remains as a member of the Board of Management following the AGM, the elected Board will meet immediately after the AGM to elect office bearers to ensure that the efficient operation of business is not interrupted. The Chief Executive or Secretary will conduct the proceeding to elect the Chair and office bearers and will then pass the chair to the newly elected Chairperson.

8.5 Convenors of Committees will also be appointed by the Board of Management at the first meeting after the AGM as will convenors of any ongoing advisory groups or working parties.

8.6 Office bearers must ensure that they liaise regularly and effectively with each other and with the Chief Executive and senior staff.

8.7 Committee Convenors are responsible for reporting to the Board on the decisions and actions taken by the relevant Committee and for ensuring that appropriate recommendations are made on matters requiring Board of Management approval.

8.8 Where a decision requires to be taken between meetings, and it is not practicable for a meeting of either the Board or the relevant Committee to be called, **and** failure to make a decision would be prejudicial to the interests of the organisation and/or its service users, the Chair or Convenor of the relevant Committee has delegated authority to consult with the Chief Executive, to make a decision and to implement necessary action. A report will then be made to the next meeting of the Board of Management or appropriate Committee for homologation of the decision taken.

8.9 The Board and Committees may delegate authority to their Chair/Convenor or other office bearers to make decisions and act in respect of specific issues and within agreed principles between meetings. All such decisions and actions must be reported to the next meeting of the Board or Committee.

## 9. Meetings

- 9.1 All meetings will be held in venues which are accessible to all or virtually. Papers will be issued in accessible formats and available in alternative formats where required and practicable.
- 9.2 Immediately following the AGM, the Board of Management shall meet to appoint the Chair and Vice-Chair and to co-opt non-members where the Board of Management in its effectiveness appraisal has confirmed the continuing requirement for the co-option.
- 9.3 A schedule of all meetings of the Board and Committees will be agreed at the first Committee meeting following the AGM.
- 9.4 In the event of a special meeting of the Board being called by the Chair or two Board members, the provisions within the Rules which relate to special meetings will be applied.

## 10. Quorum

- 10.1 The quorum for meetings of the Board of Management is **four** (Rule 48).
- 10.2 The quorum for meetings of Committees is **two** .
- 10.3 Co-optees do not count towards determining the quorum at either Board of Management or Committee meetings.
- 10.4 For any meeting or any item of business, any member who can participate by telephone, video conference or weblink will be regarded as being present and will count towards the quorum.
- 10.5 All members of a Hearing/Appeals Panel must be present for a meeting to proceed.
- 10.6 The quorum for working groups and advisory panels will be determined by the Board of Management .

## 11. Business at Meetings

- 11.1 At least five days' (Rule 50) advance notice of meetings will be given. Notice of the meeting may be posted, delivered by hand or emailed or delivered by such other electronic means as the Board may decide. Notice of meetings must include an agenda of the business to be transacted and all supporting papers.
- 11.2 Urgent business which has not been notified in advance of the meeting may be considered if a majority of those attending agree.
- 11.3 The Chair, respective Committee Convenors and the Chief Executive will liaise over the preparation of the Agenda for meetings of the Board of Management and Committees.

11.4 Members of the Board of Management , Committees, Working Groups and Appeal Panels may propose items for inclusion on the Agenda for a meeting by contacting the Chair or Convenor of the relevant Board/Committee or the Chief Executive. The Chair or Convenor will decide whether the item is to be included and the nature of any supporting papers required.

## 12. Chairing Meetings

12.1 Where the Chair is not present at the appointed start of a meeting of the Board of Management , the Vice-Chair will preside over the meeting or, failing him/her also not being present, the Board members present will appoint another member, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.

12.2 Where the Convenor of a Committee or a Working Group/Advisory Panel is not present at the appointed start time, those members present may appoint an attending member, who cannot be a co-optee, to act as Chair for that meeting or until the Convenor arrives.

12.3 The Chair will decide on all matters of order at meetings and will determine the order of debate. The Chair is responsible for:

- ensuring that members who wish to, can contribute;
- allocating adequate time for contributors to speak;
- ensuring voting procedures are in place and these are followed;
- announcing votes at general meetings.

12.4 The Chair may vary the order of business from that detailed on the agenda.

## 13. Length of Meetings

Meetings will not normally last for more than two hours. Members at a meeting may agree, by majority, to set aside this time limit and extend the meeting for not more than a further hour in order to conclude the business in hand. Any business not dealt with at the end of a meeting will be carried forward to the next scheduled meeting or may be identified as business to be conducted at a Special Meeting held for that purpose and called in accordance with the Rules.

## 14. Staff Attendance at Meetings

14.1 The Chief Executive will normally attend all meetings of the Board and Committees with additional officers in attendance where appropriate.

14.2 The Chief Executive, in consultation with the Chair, may invite relevant staff to attend all or part of a Board of Management or Committee meetings where appropriate.

14.3 Staff attending meetings of the Board of Management or Committees will not be entitled to vote and must observe the Standing Orders in terms of protocol and etiquette.

- 14.4 Staff may be required to leave a meeting of the Board of Management or Committee in the event of specific agenda item(s) being deemed to be taken in Private. This is unlikely to happen frequently, and the Chief Executive will normally remain during such discussions.
- 14.5 The Chief Executive will determine appropriate staff attendance and support for any Working Groups or Advisory Panels established by the Board.
- 14.6 The Chief Executive will attend meetings of Hearing/Appeals/Advisory Panels and Working Groups and act as Secretary, unless the matter being dealt with involves him/her directly in which case the Chair of the meeting will decide and if necessary, engage a Secretary to support the meeting.

## 15. Attendance of other Parties

- 15.1 The Board of Management and Committees may invite external parties, such as advisors and consultants, to attend meetings to discuss specific items of business. Their attendance will normally be confined to the discussion of the specific item under consideration unless the Chair determines otherwise.

## 16. Minutes

- 16.1 Draft minutes of Board of Management meetings will be prepared and circulated to the Chair within fourteen days of the meeting wherever possible. They will be presented to the next meeting for approval by the Board and the agreed version thereafter signed by the Chair.
- 16.2 Minutes of Committees will be presented to the next meeting of the Board of Management for noting and approval of any recommendations relating to matters not delegated.
- 16.3 Minutes of Working Groups and Advisory Panels will be presented to the next meeting of the Board of Management for noting and, where appropriate, approval, in accordance with the agreed remit and level of delegation.
- 16.4 In the case of Hearing/Appeals Panels, a report will be made to the Board of Management or relevant Committee on the outcome of the Panel's consideration.
- 16.5 The Secretary has responsibility for ensuring the preparation and circulation of draft minutes for all meetings of the Board, Committees and Working Groups/Advisory Panels. In practice, this is delegated to the most senior member of staff in attendance at the Board meeting. Draft minutes are then agreed with the Chair of the meeting before being distributed to members.

## 17. Voting

- 17.1 Decisions at meetings will normally be made by a show of hands, except where a poll is requested or required and will be carried by a majority. Votes cannot be taken on resolutions which conflict with any of the provisions our rules or the law.
- 17.2 Where the members present are equally divided, the Chair will have a second or casting vote.
- 17.3 A member may request that his/her dissent from a decision is recorded in the minutes of the meeting. Any member making such a request must not actively dissociate themselves from or criticise the decision in public.
- 17.4 Two members may request that a secret ballot is held about a specific issue. The Secretary will make the necessary arrangements for the secret ballot and will count the results before passing them to the Chair to be declared.
- 17.5 A vote to suspend Standing Orders must be supported by a majority of those present and will apply only to the meeting at which the vote is taken.
- 17.6 Co-optees may vote at Board and Committee meetings on all matters except those directly affecting the Rules, the membership of the Association or the election of the office bearers.

## 18. Openness and Confidentiality

- 18.1 Once they have been approved, minutes of the meetings of the Board will be available to the public on our website or on request from our office.
- 18.2 Some items may require to be treated as confidential, e.g. those relating to individuals or groups of individuals or commercially sensitive discussions and these may be considered in private. Any items in the minute that are considered confidential, sensitive or commercial will be the subject of a separate Confidential Minute excluded from public access.

## 19. Emergencies

- 19.1 Nothing in these Standing Orders will prevent the effective implementation of approved emergency procedures that will apply in the event of a disaster or emergency arising.
- 19.2 Where urgent or emergency decisions are required, and it is not practicable to hold a meeting of the Board or Office Bearers, the Chair (or in his/her absence, the Vice-Chair) and Chief Executive (or in his/her absence, senior staff members) will take all necessary decisions to fulfil our responsibilities to service users and partners. All such decisions and actions must be reported to the Board at the earliest opportunity.

## 20. Delegated Authority

- 20.1 The Board of Management is responsible for all decisions taken and actions carried out by or on behalf of the organisation. The Board recognises that good governance depends on

a clear definition and understanding of the authorities which attach to Board and staff members. It also recognises that the successful implementation of strategies and plans requires the establishment of effective and appropriate levels of delegation to ensure that activities and decisions are not unnecessarily delayed.

20.2 The Board of Management has approved a Scheme of Delegated Authority included in Section 21 below and a Scheme of Financial Delegation set out in the Financial Regulations approved by the Board of Management .

20.3 Any matters not specified in the Scheme of Delegated Authority or Scheme of Financial Delegation is reserved to Board, unless the matter is urgent. In urgent matters, the Chief Executive shall have authority to consult with the Chair, or Convenor of the relevant Committee, and the Chair or Vice-Chair is authorised to take decisions and implement action, and required to report this to the next meeting of the Board for homologation. It will be for the Chair or any two Board members to request that the Secretary call a meeting. If within three days the meeting has not be called, the Chairperson or the Board members who requested the meeting can call a meeting for the specified purpose, giving no less than seven days' notice before the date of the meeting.

20.4 Where authority is delegated to staff on financial matters this relates to operational responsibilities.

20.5 The Chief Executive is responsible to the Board of Management for the implementation of policy and for the day to day running of all aspects of the organisation's activities. The Board, therefore, delegates authority to the Chief Executive to enable the discharge of responsibilities expeditiously, without necessarily referring to the Board. Office Bearers, who are elected Board Members appointed by Board, acting with senior staff, have authority to:

- Represent the Association on official business, consistent with agreed policies and procedures.
- Implement agreed emergency procedures.
- Take urgent decisions and/or action between meetings, in consultation with the Chief Executive.
- Take decisions on specific issues between meetings that have been delegated to one or more office bearers by the Board of Management .

20.6 The Chief Executive, in consultation with senior staff, has authority to:

- Ensure the effective implementation of strategies, policies and plans.
- Represent the Association on official business, consistent with agreed policies and procedures.
- Carry out all necessary legal and financial duties to ensure compliance with statutory and regulatory requirements.

20.7 The Board of Management has agreed specific delegations to manage routine business matters as defined in the Scheme of Delegation at section 21 below.

## 21. Scheme of delegation

Ref	Authority for	Delegated to
<b>21.1 Annual returns to regulatory bodies</b>		
AR1	<p>Approving Annual Returns to the Scottish Housing Regulator and Scottish Government</p> <p>Signing and authorising Annual Returns to the Scottish Housing Regulator and Scottish Government.</p> <p>Submission of annual returns to Scottish Housing Regulator and Scottish Government for consideration</p>	<p>Board of Management</p> <p>Chief Executive with approval from Board of Management</p> <p>Chief Executive or designated officer</p>
AR2	<p>Signing and authorising Annual Returns to Financial Conduct Authority</p> <p>Submission of Returns to FCA for consideration</p>	<p>Approved by Board of Management as part of the annual accounts. Signed by Secretary</p> <p>Chief Executive or designated officer</p>
<b>21.2 Governance and strategic management and control</b>		
G1	<p>Approval of strategic and operational policies</p> <p>Approval of Procurement Policy</p>	<p>Board of Management</p> <p>Board of Management</p>
G2	Approval of authorised signatories	Board of Management
G3	Approval of recommendation to the AGM on the appointment of the external auditors	Board of Management , on recommendation from the Audit, Risk & Finance Committee
G4	Approval of appointment of internal auditors	Board of Management , on recommendation from Audit, Risk & Finance Committee
G5	Recommending the external and internal audit fees	Board of Management , on recommendation from Audit, Risk & Finance Committee
G6	Agree any remedial action identified by the internal auditor	Board of Management , on recommendation from Audit, Risk & Finance Committee
G7	Preparation and issue of notice, agenda, papers and minutes for meetings of Board of Management	Chief Executive, in consultation with the Chair
G8	Approval of draft minutes of Board of Management meetings	Chair
G9	Preparation and issue of notices, agenda, papers and minutes sub-committees	Chief Executive, in consultation with respective Chairs
G10	Preparation and issue of notices, agenda, papers and minutes of Hearing/Appeals/Advisory Panels, and Working Groups (parties/groups/panels)	Chief Executive (unless the subject of a hearing or appeal) in consultation with respective Convenors
G11	Approval of draft minutes of Sub Committee meetings	Appropriate Convenor

G12	Preparation and issue of notice, agenda, papers and minutes for AGM	Secretary, in consultation with Chair and Chief Executive
G13	Approval and Monitoring of all Registers required by Regulators	Board of Management and for asset/financial registers on recommendation from Audit, Risk & Finance Committee
G14	Maintenance of all Registers required by Regulators	Chief Executive
G15	Making/approving statements to the press or other public statements	Chair and/or Chief Executive
<b>21.3 Finance and Risk Management</b>		
<b>Ref</b>	<b>Authority for</b>	<b>Delegated to</b>
F1	Agreeing Financial Regulations and Procedures	Board of Management
F2	Approving borrowing and investment strategies and principles	Board of Management
F3	Ensuring borrowings and investments comply with statutory and regulatory requirements and Rules	Chief Executive and Finance Agent(Kingdom)
F3	Reviewing the Association statement on internal control systems prior to endorsement by Board of Management and reviewing business risk and the management of these risks.	Board of Management , on recommendation from Audit, Risk & Finance Committee
F4	Approval of Annual Accounts	Board of Management on recommendation from Audit, Risk & Finance Committee
F5	Approval of Budget	Board of Management
F6	Monitoring financial performance and reporting to Board of Management	Chief Executive, Finance Agent(Kingdom) and Audit, Risk & Finance Committee
F7	Ensuring annual external audit carried out	Finance Agent(Kingdom) and Chief Executive.
F8	Agreeing and implementing remedial action identified in the course of the annual external audit	Audit, Risk & Finance Committee (reporting to Board of Management )
F9	Agreeing and overseeing the implementation of changes to accounting policies and practices	Audit, Risk & Finance Committee, Chief Executive, Finance Agent(Kingdom) .
F10	Agreeing the opening and closure of bank or building society accounts  Holding of all bank and cheque books and other financial documentation	Board of Management  Finance Agent(Kingdom) and Chief Executive.
F11	Approve the terms of all insurances	Finance Agent(Kingdom) and Chief Executive.

F12	Agree internal management control systems	Audit, Risk & Finance Committee
F13	Incur and instruct payment of all items of budgeted expenditure within the terms of agreed budgets and financial regulations	Chief Executive and officers specifically identified in Financial Regulations
F14	Agree action to address short term cash flow difficulties	Board of Management
F15	Approval of the setting of annual rents and service charges	Board of Management
F16	Agree to write off rent, rechargeable repairs or other tenancy related debt within the terms of financial regulations	Board of Management
F17	Agreeing process for appointment of new contractors and consultants under the terms of the procurement policy  Maintenance of list of current contractors/consultants	Chief Executive  Finance Agent(Kingdom)
F18	Negotiating terms of loans to fund Association short, medium and long term requirements and making recommendations to the Board	Finance Agent(Kingdom)
F19	Approving loan terms or parameters	Board of Management
F19	Negotiating grant(s) to fund individual developments or acquisitions	Chief Executive and Development Agent
<b>21.4 Employment and employer responsibilities</b>		
<b>Ref</b>	<b>Authority for</b>	<b>Delegated to</b>
E1	Approve permanent additions and deletions to the staffing establishment	Board of Management
E2	Approve significant changes to terms and conditions of employment.	Board of Management , on recommendation from Staffing Committee
E3	Development and negotiation of all issues relating to remuneration of staff, working environment, training and development and dignity at work.	Board of Management , on recommendation from Staffing Committee. (As FHA full EVH members, FHA will be bound by joint negotiating arrangements re key aspects of remuneration and staff terms and conditions)
E4	Approving pension policy and arrangements and any other non-contractual benefits e.g. death in service benefits  Day to day pension operations and signatory	Board of Management , on recommendation from Staffing Committee  Finance Agent(Kingdom)
E5	Recruitment of Chief Executive	Management Board
E6	Recruitment of senior staff	Chief Executive
E7	Line Management of Chief Executive	Chair
E8	Line Management of senior staff	Chief Executive
E9	Line Management of all other staff	Appropriate Team Leader

E10	Grievance and Disciplinary issues relating to Chief Executive	Chair and Office Bearers
E11	Grievance and Disciplinary issues relating to senior staff	Chief Executive
E12	Grievance and Disciplinary issues relating to all other staff	Appropriate Team Leader
<b>21.5 Housing &amp; property management - customer service</b>		
<b>Ref</b>	<b>Authority for</b>	<b>Delegated to</b>
H1	Signing tenancy agreements	Chief Executive, Housing Manager , Head of Governance , Housing Manager, Maintenance Officer
H2	Entering into new management agreements or leases for supported or temporary housing	Board of Management
	Renewing management agreements or leases for supported or temporary housing	Chief Executive, Housing Manager
H3	Entering into agency agreements for the receipt or provision of housing or property services e.g. management services, where these have financial or policy implications.	Board of Management , or as delegated to Chief Executive
	Renewing agency agreements for receipt or provision of housing or property services	Chief Executive or designated officer
H4	Instructing Recovery Action for breach of tenancy conditions	Housing Manager
H5	Approving Eviction	Board of Management
H6	Approving the terms of the customer satisfaction survey and commissioning the project	Chief Executive
H7	Appointment of Contractors and Consultants for works, goods and services under the terms of the procurement policy, within budget and financial regulations.	Chief Executive, Finance Agent(Kingdom) , Maintenance Officer, Head of Governance , Housing Manager
H8	Agreeing savings or additional costs on individual contracts:	
	Up to 10% of agreed costs	Chief Executive
	Over 10% of agreed costs	Board of Management
<b>21.6 Acquisition, Development or Disposal of land or property</b>		
<b>Ref</b>	<b>Authority for</b>	<b>Delegated to</b>
D1	Disposal of land and property, requiring any specific regulatory or statutory consents	Board of Management
	Disposal of land and property requiring any routine regulatory or statutory consents.	Board of Management

D2	Taking and granting of leases as approved in leasing policy	Chief Executive
D3	Negotiating terms for the acquisition of sites or property and making recommendations to Board of Management  Approving Site or Property Acquisition	Chief Executive  Board of Management
D4	Approving: <ul style="list-style-type: none"> <li>in principle investment in new development or acquisition;</li> <li>outline development proposals;</li> <li>the establishment of development contracts or offers to purchase;</li> <li>associated terms and parameters.</li> </ul>	Board of Management  Board of Management  Board of Management
D5	Negotiating or procuring development or acquisition contracts within set parameters	Chief Executive
D6	Agreeing savings to individual schemes:  Up to 10% of agreed costs Over 10% of agreed costs	Chief Executive Board of Management
D7	Approving claims against Contractors/Consultants  Intimating claims to contractors or consultants	Chief Executive  Head of Governance , Senior Maintenance Manager,Housing Manager Finance Agent(Kingdom) , Development Agent

## 22. Authorised Signatories

22.1 Authorised Signatories are required for all documents including contracts, annual returns to Regulators, tenders and tenancy agreements. Authorised signatories for these purposes are:

Ref	Authority for	Delegated to
AS1	Legal documents	Normally Secretary together with appropriate Board of Management members as and when required.
AS2	Contracts: Employment  Development Consultants/Agents  For Works, Goods and Services	Chief Executive  Chief Executive  As per Scheme of Delegated Authority
AS3	Signing and authorising Annual Returns to Regulators and Scottish Government	Chair and/or Chief Executive

AS4	Invitations to Tender and tender acceptance	Chief Executive, Maintenance Officer. Head of Governance , Housing Manager , Finance Agent(Kingdom)
AS5	Scottish Government Grant Claims	Chief Executive, Maintenance Officer, Finance Agent(Kingdom)
AS5	Local authority, charity or other grant funding offers and claims	Chief Executive, Maintenance Officer, Housing Manager , Head of Governance , Finance Agent(Kingdom)
AS6	Loan documentation	Chief Executive and Finance Agent(Kingdom) (Kingdom)
AS7	Bank Signatories (for authorisation of cheques and/or electronic fund transfers)	As per Scheme of Delegated Authority
AS8	Administrative Processing – i.e. ordering goods and services, authorising payroll transactions and initiating payments	As detailed in financial regulations and procedures

## 23. Amendment of Standing Orders

These Standing Orders shall replace any previously approved Standing Orders.

Date \_\_\_\_\_

Chairperson \_\_\_\_\_

Secretary \_\_\_\_\_

## Appendix 1

### Role Description for Chair

#### 1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of FHA. The responsibilities described here are additional to those set out in the Board Member's role description. It should be considered alongside FHA's Rules Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy .
- 1.2 This role description will be used to support the annual review of the governing body's effectiveness. It will be used to appoint the Chair, Vice Chair and Sub-Committee Chairs after each AGM. Board Members who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here before the election takes place.
- 1.3 In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.
- 1.4 As set out in the Standing Orders, the Chair of Fairfield HA may not also serve as the Chair of a sub-committee and each sub-committee must elect a different Chair.
- 1.5 An overview of the Role of the Chair is outlined in Rule 59.6 of FHA's Rules.
- 1.6 The Chair will be elected by the governing body each year at the first governing body meeting following the AGM. Whilst the Chair can be re-elected, in accordance with Rule 59.11 of FHA's Rules, they cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five year maximum term.
- 1.7 In the spirit of FHA's rules, if an individual has served five years as Chair, they should not be subsequently re-elected as Chair at any point.

#### 2. Key Responsibilities

- 2.1 The Chair must act, and be seen to act, at all times on behalf of the governing body.

The Chair's key responsibilities are:

- To lead the governing body or sub-committee constructively, provide direction and manage meetings effectively
- To develop and maintain a constructive and positive working relationship between the Chair, Chief Executive and senior staff
- To uphold the Fairfield Board Member Code of Conduct and promote good governance
- Ensure decision making complies with Standing Orders and Scheme of Delegation
- To be a positive and effective ambassador for Fairfield

- To ensure that Fairfield's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required
- To be accountable for the actions of the Chair

### **3. Leadership and Direction**

3.1 The Chair is expected to:

- Lead by positive action and example
- Represent Fairfield positively and effectively
- Set the style and tone of governing body or sub-committee meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for Fairfield's Board Members
- Ensure that the necessary arrangements are in place to enable Fairfield to honour its obligations, achieve its objectives and meet agreed targets
- Demonstrate and support the principles of good governance at all times
- Ensure that the governing body has access to the range of skills, knowledge and experience necessary for the achievement of Fairfield's aims and objectives and for the fulfilment of the governing body's responsibilities
- Ensure that the governing body has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought
- Provide support to new and experienced governing body members by promoting access to relevant induction, training and development opportunities

### **4. Working with the Chief Executive/SMT**

4.1 The Chair should:

- Establish a constructive relationship with the Chief Executive and ensure that their respective roles of leading and managing are recognised and promoted effectively. Sub-committee Chairs should establish similar relationships with the relevant senior staff member.
- Ensure that the conduct of Fairfield's business continues effectively between meetings of the governing body and act under delegated or emergency authority when necessary

- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Director, in accordance with Fairfield 's agreed recruitment practices
- Carry out, with at least one other governing body member, the Chief Executive's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the governing body.
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the Chief Executive.
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Chief Executive, in accordance with Fairfield 's agreed procedures

## **5. Promoting Good Governance**

### 5.1 The Chair is required to:

- Promote and demonstrate the highest standards of ethical conduct and integrity
- Build and sustain constructive relationships with other office bearers, members of the governing body and senior staff
- Initiate any investigation under the terms of Fairfield 's Code of Conduct
- Chair all general meetings of Fairfield in accordance with the Rules
- Chair all governing body meetings of Fairfield , in accordance with the Rules and Standing Orders
- Ensure that all governing body members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- Ensure that effective induction and ongoing training and support are provided to all governing body members and that annual performance reviews are conducted in accordance with Fairfield 's policy
- Manage meetings inclusively and effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically
- Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively

## **6. Conduct of Business**

## 6.1 The Chair is expected to:

- Ensure that Fairfield 's business is efficiently and accountably conducted between governing body meetings
- Sign (or otherwise authorise) payment instructions and documents requiring the governing body or the Chair's authorisation, in accordance with Fairfield 's standing orders
- Take decisions on behalf of the organisation in the event of emergencies that occur outside the regular meeting cycle and report these back to the governing body for ratification
- Ensure that the range of skills, knowledge and experience required to lead Fairfield effectively is available to the governing body and that the governing body is able to access specialist support when necessary
- Lead the governing body's succession planning and recruitment to ensure good governance and regulatory compliance.

## 7. Monitoring and Review

7.1 This role description was approved by the governing body on Tuesday 30<sup>th</sup> March 2021. It will be reviewed not later than March 2026.

## Appendix 2

### Role Description for Vice Chair

#### 1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of Fairfield. The responsibilities described here are additional to those set out in the Board Members role description. It should also be considered alongside:
- the Role Description for the Chair;
  - **FHA's Rules;** and
  - **FHA's Standing Orders.**
- 1.2 In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.
- 1.3 The position of Vice Chair will be elected by the governing body, every year at the meeting following the AGM.
- 1.4 In accordance with Rule 59.11 of FHA's Rules, the Chair cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five-year maximum term.
- 1.5 When the Chair stands down, the Vice Chair and all other Board Members will have the ability to stand for election of Chair if they wish.
- 1.6 The role of Vice Chair must be carried out by a governing body member, and may also be carried out by a former office bearer.

#### 2. Role of Vice Chair

- 2.1 The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair. **Therefore, this role description must be read in conjunction with the Role Description for the Chair.**
- 2.2 When known in advance, the Vice Chair should ensure that they are available for any governing body meeting that the Chair is unable to attend – e.g. where the Chair has booked a holiday. Close liaison with the Chair is a key requirement of the role.
- 2.3 The individual holding the post of Vice Chair will gain training and insight as to whether they would like to consider performing the role of Chair in the future.

#### 3. Monitoring and Review

- 3.1 This role description was approved by the governing body on Tuesday 30<sup>th</sup> March 2021. It will be reviewed not later than March 2026.

## Appendix 3

### **Role Description for Board Members of Fairfield**

#### **1. Introduction**

*“The Governing Body leads and directs the RSL to achieve good outcomes for its tenants and other service users.”* Regulatory Standards of Governance and Financial Management, Standard 1<sup>1</sup>

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a Board Member of Fairfield Housing Association (Fairfield ). It should be read in conjunction with the accompanying person specification and Fairfield ’s Rules and Standing Orders.
- 1.2 Fairfield is a Registered Social Landlord and a Scottish Charity. The role description reflects the principles of good governance and takes account of (and is compliant with) the expectations of the Regulatory Standards of Governance and Financial Management for Scottish RSLs and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).
- 1.3 Fairfield encourages people who are interested in the Association’s work to consider seeking election as a Board Member and is committed to ensuring broad representation from the communities that it serves. Board Members do not require ‘qualifications’ but, from time to time, we will seek to recruit people with specific skills and experience to add to or expand the existing range of skills and experience available to ensure that the governing body is able to fulfil its purpose. We have developed a profile for the Board which describes the skills, qualities and experience that we consider we need to lead and direct Fairfield and carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.
- 1.4 This role description applies to all members of the governing body, whether elected or co-opted or appointed, new or experienced. It is subject to periodic review.

#### **2. Primary Responsibilities**

- 2.1 As a Board Member your primary responsibilities are, with the other members of the governing body, to
  - Lead and direct Fairfield ’s work
  - Promote and uphold Fairfield ’s values
  - Set and monitor standards for service delivery and performance
  - Control Fairfield ’s affairs and ensure compliance
  - Uphold Fairfield ’s Code of Conduct and promote good governance

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<sup>1</sup> Scottish Housing Regulator (February 2020) *Regulation of Social Housing in Scotland: Our Framework* available [here](#)

- 2.2 Responsibility for the operational implementation of Fairfield 's strategies and policies is delegated to the Chief Executive.

### **3. Key Expectations**

- 3.1 Fairfield has agreed a Code of Conduct for Board Members which every member is required to sign on an annual basis and uphold throughout their membership of the governing body.
- 3.2 Each Board Member must accept and share collective responsibility for the decisions properly taken by the governing body. Each Board Member is expected to contribute actively and constructively to the work of Fairfield . All members are equally responsible in law for the decisions made.
- 3.3 Each member must always act only in the best interests of Fairfield and its customers, and not on behalf of any interest group, constituency or other organisation. Members cannot act in a personal capacity to benefit themselves or someone they know.

### **4. Main Tasks**

- To contribute to formulating and regularly reviewing Fairfield 's values, strategic aims, business objectives and performance standards
- To monitor Fairfield 's performance
- To be informed about and ensure Fairfield 's plans take account of the views of tenants and other customers
- To ensure that Fairfield operates within and be assured that Fairfield is compliant with the relevant legal requirements and regulatory frameworks
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that Fairfield is adequately resourced to achieve its objectives and meet its obligations
- To oversee and ensure Fairfield 's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants
- To act, along with the other members of the governing body, as the employer of Fairfield 's staff
- To ensure that Fairfield is open and accountable to tenants, regulators, funders and partners

### **5. Duties**

- Act at all times in the best interests of Fairfield

- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the governing body and sub-committees
- Contribute effectively to discussions and decision making
- Exercise objectivity, care and attention in fulfilling your role
- Take part in ongoing training and other learning opportunities
- Take part in an annual review of the effectiveness of Fairfield 's governance and of your individual contribution to Fairfield 's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent Fairfield positively and effectively at all times, including in local communities and when attending meetings and other events
- Respect and maintain confidentiality of information
- Treat colleagues with respect and foster effective working relationships within the governing body and between the governing body and staff
- Be aware of and comply with our policy on the restrictions on payments and benefits
- Register any relevant interests as soon as they arise and comply with Fairfield 's policy on managing conflicts of interest

## 6. Commitment

6.1 An estimate of the annual time commitment that is expected from GBMs is:

Activity	Time
Attendance at up to <b>10</b> regular meetings of the governing body	<b>20 Hours</b>
Reading and preparation for meetings of the governing body	<b>20 Hours</b>
Attendance at up to <b>4</b> sub-committee meetings	<b>15 Hours</b>
Reading and preparation for sub-committee meetings	<b>15 Hours</b>
Attendance at annual planning and review events (including individual review meeting)	<b>20 Hours</b>
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	<b>8 Hours</b>
Attendance at internal briefing and training events	<b>8 Hours</b>
External Training and conference attendance (may include overnight stay or weekend)	<b>8 Hours</b>

<b>Total</b>	<b>114 Hours</b>
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## **7. What Fairfield Offers Board Members**

- 7.1 All Board Members are volunteers and receive no payment for their contribution. Fairfield has adopted an Entitlements, Payments and Benefits Policy which prevents you or someone close to you from inappropriately benefiting personally from your involvement with Fairfield. This, and related policies also seek to ensure that you are not unfairly disadvantaged by your involvement with Fairfield. All out of pocket expenses associated with your role as a Board Member will be fully met and promptly reimbursed.
- 7.2 In return for your commitment, Fairfield offers:
- A welcome and introduction when you first join the governing body;
  - A mentor from the governing body and a named staff contact for the first six months, with ongoing support
  - Clear guidance, information and advice on your responsibilities and on Fairfield's work
  - Formal induction training to assist settling in
  - Papers which are clearly written and presented, and circulated in advance of meetings
  - The opportunity to put your experience, skills and knowledge to constructive use
  - The opportunity to develop your own knowledge, experience and personal skills
  - The chance to network with others with shared commitment and ideals

## **8. Review**

- 8.1 This role description was approved by the governing body on Tuesday 30<sup>th</sup> March 2021. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the governing body not later than five years from adoption.