



fairfield housing
co-operative

STANDING ORDERS

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Approved by: Management Committee

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Policy Owner: Management Committee

Policy Author: Chief Executive

Policy Summary

The Standing Orders provide a framework for the Management Committee to define the effective and proper conduct of the Co-operative's business. They specify the financial scheme of delegation and all other delegated authority which enables the Co-operative 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 FHC's policy on Equality and Diversity (to be reviewed).

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.

Related Policies

FHC Rules
Financial Regulations
Whistleblowing
Anti-Bribery
Anti Fraud and Corruption
Code of Conduct for committee members
Code of Conduct for Staff

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1. Introduction

- 1.1 These Standing Orders have been approved by the Management Committee (the Committee) of Fairfield Housing Co-operative (FHC) 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 Committee. 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 Committee. They will be reviewed at least every three years.
- 1.5 The term “staff” denotes any employee, agent or service provider appointed as an officer to assist the Management Committee fulfil its governance and financial management responsibilities.

2. The Management Committee

- 2.1 Management Committee members are elected under its Rules 36 – 38 or as co-opted under Rule 39. 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 Committee are set out in the Rules (42 – 44). The Committee has agreed a remit which specifies its responsibilities and duties which is **Appendix 1** of this document.
- 2.3 The Committee will meet at least **six** times each year. A minimum of **four** Committee members, excluding co-optees, is required for a meeting to proceed [Rule 45].

3. Sub Committees

- 3.1 The Management Committee has established three ~~two~~ Sub Committees to which it has delegated authority for decision-taking activities in specified areas. The Sub Committees are:
 - Audit, Finance and Risk
 - Staffing

Annual Assurance Statement

Their responsibilities are detailed in the remits which have been agreed by the Committee. Appendix 2 is the Audit, Finance and Risk Sub Committee remit, Appendix 3 is the Staffing Sub-Committee Remit and **Appendix 8** is the Annual Assurance Statement. These remits will be monitored regularly and formally reviewed at least every three years.

- 3.2 All Sub Committees report to and are accountable to the Management Committee. The Chair of the Management Committee shall not be the Chair of a Sub-Committee

The governance structure and relationships with senior officers/key advisers at FHC is as follows:



- 3.3 The Audit and Risk Sub Committee will meet at least **four** times each year and will report on its activities to the next meeting of the Management Committee.
- 3.4 The Staffing Sub Committee will meet as and when necessary but at least once per year and will report on its activities to the next meeting of the Management Committee.
- 3.5 The Annual Assurance Statement Sub-Committee will meet at least twice each year and will report on its activities to the next meeting of the Management Committee.
- 3.6 Each of the Sub Committees may obtain appropriate professional advice on relevant matters without reference to the Management Committee, 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 Management Committee may establish hearing and appeals panels as required to hear, investigate and decide upon matters raised by breaches of the Code of Conduct of Committee Members.
- 4.2 Where appropriate, the Management Committee 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 Committee. The Hearing/Appeals Panel is accountable to the Management Committee whose decision is final.

5. Working Groups and Advisory Panels

- 5.1 The Committee may establish Working Groups to assist its consideration of specific issues. The Committee will agree any delegated decision-making authority as required and such groups must be formally established, and a remit agreed by the Committee. Working Groups will not normally be established for periods in excess of 18 months. The Committee will decide the life span of Working Groups and appoint a Convenor of the Working Group, who shall normally be a member of the Committee 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 Management Committee, will be attached to these Standing Orders as a separate document. The attachment will be removed from the Standing Orders when the Management Committee 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 Management Committee, or as delegated to a Sub-Committee. The Committee shall not normally delegate authority to a Working Group or Advisory Panel to take decisions on its behalf.

6. Membership

6.1 Management Committee

- 6.1.1 The Management Committee will have no fewer than seven members appointed at the AGM. Membership of the Committee will be not more than fifteen (including co-optees). The presence of co-optees at Management Committee Meetings will not be counted when establishing whether the minimum numbers of Committee Members are present to allow the meeting to take place, as required by Rule 45, and the presence of co-optees will not count towards the quorum for sub-committee meetings, as required by Rule 39.3. The Rules set out the arrangements for the election, appointment and co-option of the Committee members and will always be followed.
- 6.1.2 Where a Committee member fails to attend four consecutive meetings of the Committee without first obtaining leave of absence, they will automatically cease to be a member of the Committee.
- 6.1.3 The Chair and other office bearers plus membership of the Audit, Risk & Finance and Staffing Sub Committees will be agreed at the first Management Committee meeting following the AGM each year.
- 6.1.4 Where vacancies exist on the Management Committee following an AGM, two places shall normally be reserved for co-optees who are not Co-operative members. This flexibility is designed to ensure the Management Committee can recruit specific skills and

experience which the Co-operative has identified as required from its annual effectiveness appraisal and which may be difficult to recruit from within the tenant membership.

- 6.1.5 Co-opted members of the Committee may be members of any of the Sub Committees, 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 Sub Committees

6.2.1 The Chair of the Management Committee shall not be appointed Convenor of a Sub Committee but may be appointed a member of a Sub-Committee. Where not a member, the Chair shall be entitled from time to time, and at any time, to attend the meeting of any Sub-Committee. When the Chair attends the meeting, he or she shall count towards the quorum at that meeting.

6.2.2 Sub Committees may not otherwise co-opt additional members beyond those appointed from the Management Committee unless by specific agreement of the Committee upon request. Any Committee member shall be entitled from time to time and at any time to attend the meetings of any sub-Committee as a floating member. When a Management Committee member who is not part of the Sub-Committee attends the meeting of any Sub-Committee, he or she shall count towards the quorum at that meeting.

6.2.2 Sub-Committees shall normally have no fewer than three members. The presence of co-optees will not be counted when establishing that the minimum number of two sub-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 Management Committee 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 Management Committee at the time the remit is agreed.

6.5 Role of Committee Members

6.5.1 The Management Committee has agreed a role for its members included at **Appendix 4**. At least annually, the Committee will identify the range of skills, knowledge and experience that it requires to fulfil the terms of its agreed remit. It will advertise the role

to the membership, identifying the areas of skills, knowledge and experience required when inviting nominations for election to the Management Committee.

- 6.5.2 The Management Committee may co-opt any person who is suitable to join the Committee 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 Management Committee in these Standing Orders include co-optees. Where the Committee identifies gaps in its collective skills, knowledge and experience, the Committee 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 Management Committee, Sub 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 Management Committee members act as ambassadors for FHC and may represent FHC at events or on official business where it is approved by the Management Committee that such attendance which will benefit the interests of the Co-operative's tenants.

7. Personal Interest

- 7.1 The Management Committee has adopted and agreed the SFHA Model Code of Conduct for Management Committees and staff members including arrangements for the declaration of conflicts of interest which are attached as **Appendix 5**. All Management Committee 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 Committee, Sub 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 Management Committee 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 Management Committee 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 Committee 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 committee shall not be invalid because of the subsequent discovery of an interest which should have been declared.
- 7.3 Committee members who are tenants of property owned or managed by the Co-operative shall be deemed not to have an interest in any decision affecting all or a substantial group of tenants. This includes decisions taken in respect of annual rent reviews and on rent setting structures.

8. Office Bearers

- 8.1 At its first meeting following the AGM, the Management Committee will elect a Chair, Vice-Chair, Secretary, and any other office bearer it sees fit. The Committee 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 shall be a member of the Management Committee (Rule 56.1). The Committee can appoint the Chief Executive or other Officer to act as Deputy Secretary in support of this performance of this role.
- 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 Management Committee, 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 Management Committee following the AGM, the elected Committee 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 Sub Committees will also be appointed by the Management Committee 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 Sub Committee Convenors are responsible for reporting to the Committee on the decisions and actions taken by the relevant Sub Committee and for ensuring that appropriate recommendations are made on matters requiring Management Committee approval.
- 8.8 Where a decision requires to be taken between meetings, and it is not practicable for a meeting of either the Committee or the relevant Sub 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 Sub-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 Management Committee or appropriate Sub Committee for homologation of the decision taken.
- 8.9 The Committee and Sub 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 Committee or Sub Committee.

9. Meetings

- 9.1 All meetings will normally be held in venues which are accessible to all eligible to attend. Papers will be issued in accessible formats and available in alternative formats where required and practicable.
- 9.2 Immediately following the AGM, or as soon as practicable thereafter, the Management Committee shall meet to appoint the Chair and Vice-Chair and to co-opt non-members where the Management Committee in its effectiveness appraisal has confirmed the continuing requirement for the co-option.
- 9.3 A schedule of all meetings of the Committee and Sub Committees will be agreed at the first Committee meeting following the AGM.
- 9.4 Meetings of the Committee can be held in any manner which permits those attending to hear and comment on the proceedings (Rule 48).
- 9.5 In the event of a special meeting of the Committee being called by the Chair or two Committee members, the provisions within the Rules which relate to special meetings will be applied.

10. Quorum

- 10.1 The quorum for meetings of the Management Committee is **four** (Rule 45).
- 10.2 The quorum for meetings of Sub Committees is **two** (Rule 55.1).
- 10.3 Co-optees do not count towards determining the quorum at either Management Committee or Sub 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 Management Committee.

11. Business at Meetings

- 11.1 At least five days' (Rule 47) 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 Committee 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 Sub Committee Convenors and the Chief Executive or delegated Management Team member will liaise over the preparation of the Agenda for meetings of the Management Committee and Sub Committees.
- 11.4 Members of the Management Committee, Sub 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 Committee, the Chief Executive, or delegated Management Team member. 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 Management Committee, the Vice-Chair will preside over the meeting or, failing him/her also not being present, the Committee 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 Sub 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 Committee with additional officers in attendance where appropriate and may delegate attendance at Sub Committee meetings to a member of the Management Team.

- 14.2 The Chief Executive, in consultation with the Chair, may invite relevant staff to attend all or part of a Management Committee or Sub Committee meetings where appropriate.
- 14.3 Staff attending meetings of the Management Committee or Sub 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 Management Committee or Sub 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 Management Team attendance and support for Sub-Committees, Working Groups or Advisory Panels established by the Committee.
- 14.6 The Chief Executive will attend meetings of Hearing or Appeals Panels 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 Management Committee and Sub 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 Management Committee 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 Committee and the agreed version thereafter signed by the Chair.
- 16.2 Minutes of Sub-Committees will be presented to the next meeting of the Management Committee 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 Management Committee 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 Management Committee or relevant Sub 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 Committee, Sub Committees and Working Groups/Advisory

Panels. In practice, this is delegated to the most senior member of staff in attendance at the Committee 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 Committee and Sub-Committee meetings on all matters except those directly affecting the Rules, the membership of the Co-operative or the election of the office bearers.

18. Openness and Confidentiality

- 18.1 Once they have been approved, minutes of the meetings of the Committee 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 Committee 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 Committee at the earliest opportunity.

19.3 At the recommendation of the Chief Executive or in his or her absence the Head of Governance or Head of Operations and with the approval of the Chair or, in his or her absence, the Vice-Chair or, in his/her absence two Committee members using emergency powers can hold electronic meetings or take decisions electronically on a majority basis as an emergency measure when it is not possible to hold a formal Management Committee meeting.

20. Delegated Authority

20.1 The Management Committee is responsible for all decisions taken and actions carried out by or on behalf of the organisation. The Committee recognises that good governance depends on a clear definition and understanding of the authorities which attach to Committee 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 Management Committee 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 Management Committee.

20.3 Any matters not specified in the Scheme of Delegated Authority or Scheme of Financial Delegation is reserved to Committee, unless the matter is urgent. In urgent matters, the Chief Executive shall have authority to consult with the Chair, or Convenor of the relevant Sub-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 Committee for homologation. It will be for the Chair or any two Committee members to request that the Secretary call a meeting. If within three days the meeting has not be called, the Chairperson or the Committee 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 Management Committee for the implementation of policy and for the day to day running of all aspects of the organisation's activities. The Committee, therefore, delegates authority to the Chief Executive to enable the discharge of responsibilities expeditiously, without necessarily referring to the Committee. Office Bearers, who are elected Committee Members appointed by Committee, acting with senior staff, have authority to:

- Represent the Co-operative 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 Management Committee.

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

- Ensure the effective implementation of strategies, policies and plans.
- Represent the Co-operative 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 Management Committee has agreed specific delegations to manage routine business matters as defined in the Scheme of Delegation at section 21 below.

21. Scheme of delegation¹

Ref	Authority for	Delegated to
21.1 Annual returns to regulatory bodies		
AR1	Approving Annual Returns to the Scottish Housing Regulator and Scottish Government Signing and authorising Annual Returns to the Scottish Housing Regulator and Scottish Government. Submission of annual returns to Scottish Housing Regulator and Scottish Government for consideration	Management Committee Chief Executive, Head of Governance or Head of Operations with approval from Management Committee Chief Executive or designated officer
AR2	Signing and authorising Annual Returns to Financial Conduct Authority Submission of Returns to FCA for consideration	Approved by Management Committee as part of the annual accounts. Signed by Secretary Chief Executive or designated officer
21.2 Governance and strategic management and control		
G1	Approval of strategic and operational policies Approval of Procurement Policy	Management Committee Management Committee
G2	Approval of authorised signatories	Management Committee
G3	Approval of recommendation to the AGM on the appointment of the external auditors	Management Committee, on recommendation from the Audit, Risk & Finance Sub-Committee
G4	Approval of appointment of internal auditors	Management Committee, on recommendation from Audit, Risk & Finance Sub-Committee
G5	Recommending the external and internal audit fees	Management Committee, on recommendation from Audit, Risk & Finance Sub-Committee

¹ The term "Assistant Finance Manager" includes a seconded staff member and input from Kingdom's Finance Director and Finance Manager for strategic financial reporting and tasks.

G6	Agree any remedial action identified by the internal auditor	Management Committee, on recommendation from Audit, Risk & Finance Sub-Committee
G7	Preparation and issue of notice, agenda, papers and minutes for meetings of Management Committee	Chief Executive or Head of Governance, in consultation with the Chair
G8	Approval of draft minutes of Management Committee meetings	Chair of meeting
G9	Preparation and issue of notices, agenda, papers and minutes of Sub-committees, Advisory Panels and Working Groups	Chief Executive or delegated senior officer, in consultation with respective Chairs
G10	Preparation and issue of notices, agenda, papers and minutes of Hearing and Appeals 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 Head of Governance or Chief Executive
G13	Approval and Monitoring of all Registers required by Regulators	Management Committee and for asset/financial registers on recommendation from Audit, Risk & Finance Sub-Committee
G14	Maintenance of all Registers required by Regulators	Chief Executive and Head of Governance
G15	Making/approving statements to the press or other public statements	Chair and/or Chief Executive
21.3 Finance and Risk Management		
Ref	Authority for	Delegated to
F1	Agreeing Financial Regulations and Procedures	Management Committee
F2	Approving borrowing and investment strategies and principles	Management Committee
F3	Ensuring borrowings and investments comply with statutory and regulatory requirements and Rules	Chief Executive, assisted by Assistant Finance Manager
F3	Reviewing the Co-operative's statement on internal control systems prior to endorsement by Management Committee and reviewing business risk and the management of these risks.	Management Committee, on recommendation from Audit, Risk & Finance Sub-Committee, assisted by specialist advisors where required.
F4	Approval of Annual Accounts	Management Committee on recommendation from Audit, Risk & Finance Sub-Committee
F5	Approval of Budget	Management Committee
F6	Monitoring financial performance and reporting to Management Committee	Chief Executive, Assistant Finance Manager and Audit, Risk & Finance Sub-Committee

F7	Ensuring annual external audit carried out	Chief Executive, Head of Governance and Assistant Finance Manager
F8	Agreeing and implementing remedial action identified in the course of the annual external audit	Audit, Risk & Finance Sub-Committee (reporting to Management Committee and Assistant Finance Manager
F9	Agreeing and overseeing the implementation of changes to accounting policies and practices	Audit, Risk & Finance Sub-Committee, Chief Executive and Assistant Finance Manager.
F10	Agreeing the opening and closure of bank or building society accounts Holding of all bank and cheque books and other financial documentation	Management Committee Assistant Finance Manager and Chief Executive.
F11	Approve the terms of all insurances	Chief Executive, Assistant Finance Manager and Head of Governance
F12	Agree internal management control systems	Audit, Risk & Finance Sub-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	Management Committee
F15	Approval of the setting of annual rents and service charges	Management Committee
F16	Agree to write off rent, rechargeable repairs or other tenancy related debt within the terms of financial regulations	Management Committee
F17	Agreeing process for appointment of new contractors and consultants under the terms of the procurement policy Maintenance of supplier list of current contractors/consultants	Chief Executive, Head of Governance and Head of Operations Assistant Finance Manager
F18	Negotiating terms of loans to fund Co-operative short, medium and long term requirements and making recommendations to the Committee	Assistant Finance Manager
F19	Approving loan terms or parameters	Management Committee
F19	Negotiating grant(s) to fund individual developments or acquisitions	Chief Executive or appointed Development Agent
21.4 Employment and employer responsibilities		
Ref	Authority for	Delegated to
E1	Approve permanent additions and deletions to the staffing establishment	Management Committee
E2	Approve significant changes to terms and conditions of employment.	Management Committee, on recommendation from Staffing Sub Committee

E3	Development and negotiation of all issues relating to remuneration of staff, working environment, training and development and dignity at work.	Management Committee, on recommendation from Staffing Sub Committee. (As FHC full EVH members, FHC 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	Management Committee, on recommendation from Staffing Sub-Committee Payroll service provider and Assistant Finance Manager
E5	Recruitment of Chief Executive	Staffing Committee
E6	Recruitment of senior staff	Chief Executive
E7	Line Management of Chief Executive	Chair as provided for under Protocol for Management and Appraisal of Chief Executive under Shared Services Agreements
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	As provided for under Protocol for Management and Appraisal of Chief Executive under Shared Services Agreements
E11	Grievance and Disciplinary issues relating to senior staff	Chief Executive
E12	Grievance and Disciplinary issues relating to all other staff	Appropriate Line Manager
21.5 Housing & property management - customer service		
Ref	Authority for	Delegated to
H1	Signing tenancy agreements	Chief Executive, Head of Operations and Housing Manager
H2	Entering into new management agreements or leases for supported or temporary housing Renewing management agreements or leases for supported or temporary housing	Management Committee Chief Executive, Head of Operations, Head of Governance, 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. Renewing agency agreements for receipt or provision of housing or property services	Management Committee, or as delegated to Chief Executive Chief Executive or designated senior officer
H4	Instructing Recovery Action for breach of tenancy conditions	Housing Manager

H5	Approving Eviction	Management Committee or as delegated to Chief Executive or Head of Operations
H6	Approving the terms of the customer satisfaction survey and commissioning the project	Chief Executive or delegated senior officer
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 as delegated to officers based on authorization levels in Procurement Policy and Financial Regulations,
H8	Agreeing savings or additional costs on individual contracts:	
	Up to 10% of agreed costs	Chief Executive
	Over 10% of agreed costs	Management Committee
21.6 Acquisition, Development or Disposal of land or property		
Ref	Authority for	Delegated to
D1	Disposal of land and property, requiring any specific regulatory or statutory consents	Management Committee
	Disposal of land and property requiring any routine regulatory or statutory consents.	Management Committee
D2	Taking and granting of leases as approved in leasing policy	Chief Executive, Head of Governance or Head of Operations
D3	Negotiating terms for the acquisition of sites or property and making recommendations to Management Committee	Chief Executive
	Approving Site or Property Acquisition	Management Committee
D4	Approving:	Management Committee
	<ul style="list-style-type: none"> in principle investment in new development or acquisition; outline development proposals; the establishment of development contracts or offers to purchase; associated terms and parameters. 	Management Committee
		Management Committee
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 Management Committee
D7	Approving claims against Contractors/Consultants	Chief Executive, Head of Governance Head of Operations

	Intimating claims to contractors or consultants	As above plus, linked to value and nature of claim, Housing Manager, Maintenance Officer
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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 except where specified below	Normally Secretary together with appropriate Management Committee members as and when required.
AS2	Contracts: Employment Consultants/Agents For Works, Goods and Services	Chief Executive and Head of Operations Chief Executive, Head of Governance and Head of Operations As per Scheme of Delegated Authority
AS3	Signing and authorising Annual Returns to Regulators and Scottish Government	Chair and/or Chief Executive and/or Head of Governance
AS4	Invitations to Tender and tender acceptance	Management Committee, Chief Executive, Head of Governance, Head of Operation, Housing Manager per Financial Regulations and Procurement Policy expenditure delegations
AS5	Scottish Government Grant Bids/Applications Scottish Government Grant Claims	Chief Executive, Head of Operations, Head of Governance As above plus Housing Manager, Assistant Finance Manager
AS5	Local authority, charity or other grant funding applications, offers and claims	Chief Executive, Head of Governance, Head of Operations, Housing Manager Assistant Finance Manager
AS6	Loan documentation	Chief Executive and Assistant Finance Manager
AS7	Bank Signatories (for authorisation of cheques and/or electronic fund transfers)	As per Financial Scheme of Delegation
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 Remit of the Management Committee

The powers of the Management Committee are defined in the Rules, along with provisions for election to the Management Committee and Committee procedures.

1. Responsibilities and Principles

Committee members are responsible and accountable for the good governance of the Co-operative. The Committee is accountable to shareholding members, who are all tenants of the Co-operative, and, in addition, to local stakeholders in the Fairfield community and the wider Perth & Kinross area, the Scottish Housing Regulator (SHR) and other stakeholders in the aims and work of Co-operative

The Management Committee provides strategic leadership for the organisation through consideration of strategy, policy, performances and major new developments. It holds overall responsibility for the finances of the Co-operative, for the employment of staff, effective supervision of the Chief Executive and for the work of its Sub Committees and any other structure it creates to support its business.

Achievement and delivery of the Co-operative's strategies, objectives, policies and plans and management of day to day operations will fall to the Chief Executive, staff team and any agents engaged to support them.

2. The Functions of the Management Committee (none of which shall be capable of delegation)

The functions of the Management Committee are:	How will the Management Committee discharge its functions?
1. Define and ensure compliance with the values and objectives of the Co-operative and ensure these are set out in each Business Plan and annual report.	By an annual review.
2. Establish policies and plans to achieve those objectives.	By an annual review of the Business Plan and supporting Annual Delivery Plan (the Audit, Risk & Finance Sub-Committee will review the business plan prior to Committee approval)
3. Approve each year's report and financial statements prior to publication and approve each year's budget including setting rent and service charges.	By reviewing and if appropriate approving the budget for the coming year, consulting with tenants on the rent increase, reviewing and approving the accounts as recommended by Audit, Risk & Finance Sub-Committee.
4. Establish and oversee a framework of delegation and systems of control.	By creating Standing Orders, deciding the role and remit, composition and terms of reference of the Management Committee, Sub-Committees and staff structure of the Co-operative.

5. Agree policies and make decisions on all matters with significant financial implications or risks or which involve matters of principle.	By developing a risk management policy and risk register that is overseen by the Audit, Risk & Finance Sub-Committee and senior staff ensuring that risk consideration and active management is a fundamental part of the Business Plan and all key decisions it is asked to make. By ensuring a current and up to date Policy suite for the Co-operative.
6. Monitor the Co-operative's performance in relation to these plans, budget, controls and decisions.	By receiving minutes of each Management Committee meeting and Audit, Risk & Finance Sub-Committee and Management Accounts. The Committee Chairs/Chief Executive, Head of Governance and Assistant Finance Manager to inform the Committee of significant issues and variations referred to in minutes of Committees. The Chief Executive/ Head of Governance to inform the Management Committee of other relevant issues.
7. Appoint (and if necessary, remove) the Chief Executive	Management Committee
8. Ensure that the Co-operative conducts its affairs in accordance with generally accepted standards of openness, accountability, performance and propriety.	By considering the SHR's Regulatory Standards of Governance and Financial Management and compliance with same in each paper that is presented to it for consideration.
9. Take appropriate specialist advice.	The Chair, Management Committee and Sub Committees will obtain external advice as required, subject to approval by Committee if there are significant impacts on budget.

3. Specific Tasks

In addition, the Management Committee will accept responsibility for supervision and decision-making in the following areas, and will receive full monitoring reports at least annually or more frequently if required:

3.1 Business planning, including asset management

- Business Plan and associated delivery plan
- Investment programmes
- Sales or other disposals of land and property
- Financial and operational performance
- Resource requirements, associated budget, staffing and financial implications
- Borrowing and treasury management strategies
- Risk Monitoring and acting on the Risk Register

3.2 Tenant (member) control and participation

- Tenant (Member) participation in the work of the Co-operative
- Open and accountable decision-making to tenants (members), as well as to the wider community.

3.3 Service development, improvement and growth

- Driving and delivering value for money and continuous improvement across the range of Co-operative activities.
- Business/community initiatives
- New housing development or acquisition

3.4 Corporate services and requirements

- Employment matters and employee relations
- Equality, Diversity & Inclusion strategy and policy
- Health and Safety policy and compliance
- ICT (information & Communication technology) strategy & policy
- Succession planning for Committee and staff
- Learning & development of Committee and staff

3.5 Performance monitoring

- Performance monitoring against the standards and outcomes contained with the Scottish Social Housing Charter and review and approval of the Annual Return on the Charter (ARC).
- Monitoring performance against the Key Performance Indicators (KPI's) outlined within the Business Plan.
- Reviewing the Performance/ Appraisal of the Chief Executive.
- Reviewing the Management Committee's own effectiveness

3.6 Compliance

- Ensuring that the Co-operative complies with the requirements of the Scottish Housing Regulator (SHR), other statutory bodies and the Rules.
- External and internal audit reports from the Auditor, at least annually or as otherwise required by the Committee, on the effectiveness of the system of internal controls; and meeting auditors without staff present as required at least annually.
- Monitoring of management or other responses to recommendations made as a result of Audit/External Assessment

4. Officers Reporting to Management Committee

The Chief Executive and such other officers as may be appropriate from time to time report to the Management Committee.

5. Officer Servicing Management Committee

The designated officer responsible for governance support is the Head of Governance

6. Agendas, Minutes and Reports

Agendas, Reports and Minutes of Meetings of the Management Committee and Sub Committees will be circulated to Committee or Sub-Committee members no later than five days before the meeting.

7. Observers

Co-operative members, members of staff and other interested parties may be permitted to attend and observe meetings of the Management Committee, apart from confidential business, at the sole discretion of the Management Committee.

8. Performance Monitoring

To monitor the Co-operative's performance against the standards and outcomes contained within the Scottish Social Housing Charter and to review and approve the Annual Return on the Charter (ARC).

APPENDIX 2 Terms of reference: Audit, Risk & Finance Sub-Committee

<p>Name of Committee:</p>	<p>Audit, Risk & Finance Sub Committee</p> <p>The role of this Sub Committee is to advise the Management Committee on risk management policies and processes, including the Co-operative’s systems of internal control and on the appointment and remuneration of the external auditor.</p> <p>In addition, the Sub Committee takes non-executive responsibility for the direction of both internal and external audits.</p>
<p>Matters reserved for the Management Committee which the Sub Committee advises on:</p>	<p>The Audit, Risk & Finance Sub Committee will have an Annual Work Programme setting out the key areas of the Co-operative’s activities that it intends to review during the year. These will primarily relate to the control environment, external audit, internal audit and risk. Duties are specified below.</p> <p>Audit</p> <ol style="list-style-type: none"> 1. Oversee the process for selecting the external auditor and make appropriate recommendations through the Management Committee to the members/shareholders to consider at the AGM. 2. Oversee the process for selecting the internal audit service provider and recommend them to the Management Committee for appointment. 3. Recommend the external and internal audit fees for Management Committee approval. 4. Review the Co-operative’s statement on internal control systems prior to endorsement by the Management Committee and review the policies and process for identifying and assessing business risks and the management of those risks by the Co-operative. 5. Ensure effective co-ordination between internal and external audit. <p>Risk</p> <ol style="list-style-type: none"> 6. Actively identify and manage strategic risks and ensure risk consideration and management are embedded in the organisation. <p>Finance</p> <ol style="list-style-type: none"> 7. Review, and where necessary challenge, the actions and judgements of officers, in relation to the interim and annual financial statements before recommendation of approval by the Management Committee, paying attention to:

	<ul style="list-style-type: none"> • critical accounting policies and practices, and any changes in them; • decisions requiring a major element of judgement; • the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed; • the clarity of disclosures; • significant adjustments resulting from the audit; • the going concern assumption; • compliance with accounting standards; • compliance with regulatory and other legal requirements <p>8. Review quarterly management accounts bringing to the attention of Management Committee any major areas of concern.</p> <p>9. Review draft annual budget assumptions and budget proposals, including rent increase options and make recommendations to the Management Committee.</p> <p>10. Review five year and 30 year financial projections and make recommendations to the Management Committee.</p> <p>11. Review Treasury Management Policy and make recommendations to Management Committee.</p> <p>Review</p> <p>12. Review regularly its own terms of reference and effectiveness and recommend any necessary changes to the Management Committee.</p>
<p>Matters specifically delegated to the Sub Committee by the Management Committee:</p>	<p>Audit</p> <ol style="list-style-type: none"> 1. Review the reports of management and Internal Audit on the effectiveness of systems for internal control, financial reporting and risk management, including the fraud and loss report. 2. Review and keep track of progress from internal and external audits and independent recommendations in the Recommendations Monitor. Make progress reports to the Management Committee. 3. Assess the independence of the external auditor, ensuring that key partners are rotated at appropriate intervals. 4. Approve any fees in respect of non-audit services provided by the external auditor. 5. Discuss with the external auditor, before the audit commences, the nature and scope of the audit, reviewing the auditors' quality control procedures and steps taken by the auditor to respond to changes in regulatory and other requirements.

	<ol style="list-style-type: none"> 6. Assess the effectiveness of the external auditor, including consideration of qualifications, expertise and resources. 7. Review, with the external auditors, the findings of their work. 8. Review the external auditor’s management letter and management’s response. 9. Consider management’s response to any major external or Internal Audit recommendations. 10. Approve the Internal Audit strategy and programme for the Co-operative and ensuring that the scale of the Internal Audit service is appropriate. 11. Assess the effectiveness of the Internal Audit service. 12. Meet external and internal auditors at least once a year without management staff present to discuss any issues arising from the audits. In addition the Internal Auditors shall be give direct access to the Chair and the Sub-Committee Convenor. <p>Risk</p> <ol style="list-style-type: none"> 13. Provide assurance that there is a systematic risk assessment process and that the risk management framework is effectively embedded in the organisation. 14. Conduct regular reviews of the risk register and adequacy of mitigating actions and report to Management Committee. 15. Review the Co-operative’s procedures for handling allegations from whistle-blowers, suspected incidents of corruption, fraud and bribery. 16. Consider the Register of Fraud, Corruption, Bribery and Whistleblowing and the adequacy of actions, annually reporting to the Management Committee. 17. Consider other matters on strategic risk and internal control, as requested by the Management Committee. 18. Ensure appropriate disaster recovery and contingency plans are in place and regularly tested. 19. Review the adequacy of the insurance covers held by the Co-operative. <p>Finance</p> <ol style="list-style-type: none"> 20. Keep under review the latest guidance and codes from the SHR and the Auditing Practices Board and ensure the applicable recommendations are implemented. 21. Review covenant compliance and ensure systems are in place to prevent breach. 22. Review implementation of and compliance with the Treasury Management Policy.
<p>How often meetings are held:</p>	<p>The Audit, Risk & Finance Sub-Committee will normally meet a minimum of 4 times a year. Emergency meetings may be called by the Convenor of the Audit, Risk & Finance Sub Committee who will</p>

	work with the Chief Executive/Secretary to set a convenient day within two weeks.
Convenor of the Sub Committee (and who, if anyone, may not chair it):	The Convenor of the Audit, Risk & Finance Sub Committee must be a member of the Management Committee of the Co-operative, other than the Chair of the Co-operative or a co-optee. The Convenor should not also be Convenor of the Staffing Sub-Committee. It is desirable that the Convenor of the Audit, Risk & Finance Sub –Committee has a high level of financial expertise. Where this is not possible a Vice Chair, who may be a co-optee, may be appointed with the specific remit to support the Convenor.
Composition of the Sub Committee (and any restrictions on membership of it)	The membership of the Audit, Risk & Finance Sub-Committee is drawn from the Management Committee. The selection of the Audit, Risk & Finance Sub Committee members is based entirely upon skills and competencies. At least one member of the Audit, Risk & Finance Sub Committee should have recent and relevant financial experience, and if possible, a professional qualification from one of the professional accountancy bodies. Such members may be a co-optee. Some commercial or finance experience would be a desirable requirement for the other members.
Number of members:	At least three and up to seven members, who should all be non-executive members. Additional members may be appointed to the Audit, Risk & Finance Sub-Committee to address specific issues. No fewer than three members should be elected members of the Management Committee.
How the Sub Committee is appointed:	By the Management Committee. Members are appointed for terms of three years.
Quorum:	A quorum will be two members of the Sub Committee. Co-optees will not count towards the quorum.
Additional points:	<ol style="list-style-type: none"> 1. The minutes of the Audit, Risk & Finance Sub Committee will be reported to the next Management Committee meeting and can be in draft form at that stage. 2. The Convenor of the Audit, Risk & Finance Sub Committee may access legal advice from the Co-operative’s appointed legal advisers at the expense of the Co-operative. 3. Both internal and external auditors have direct access to the Convenor of the Audit, Risk & Finance Sub-Committee where necessary. 4. The Convenor of the Co-operative may be a member of the Audit, Risk & Finance Sub- Committee but cannot be Convenor of the Sub Committee. 5. In circumstances where a vote is required and the votes are equal, the Convenor of the Audit & Risk Sub Committee has a casting vote. 6. The Chief Executive and other senior officers/advisers as required will normally attend Audit, Risk & Finance Sub Committee meetings.

	<p>7. The Management Committee may meet the external auditors without paid staff being present should the Convenor of the Audit, Risk & Finance Committee consider it necessary and will meet with the External and Internal Auditors annually without paid staff being present.</p> <p>8. Governance support will be provided by the Co-operative's designated officer with responsibility for such matters.</p>
Date Approved:	26 February 2019
Date for Review:	February 2022 or earlier if required by the Management Committee

APPENDIX 3 Terms of reference: Staffing Sub Committee

<p>Name of Committee:</p>	<p>Staffing Sub Committee The role of this Committee is to respond to a range of ad hoc staffing issues as set out below. The Staffing Sub Committee may also be asked by the Management Committee to address specific staffing policy matters as and when required</p>
<p>Matters reserved for the Management Committee which the Sub Committee advises on:</p>	<p>The Staffing Sub Committee will lead on the following matters and report back to Management Committee which will make the final decision.</p> <ol style="list-style-type: none"> 1. Advice on organisational structure and employment policies. The Management Committee may from time to time ask the Staffing Sub Committee to meet to consider employment-related policy proposals or changes to the organisational structure and to advise the Committee on these matters. The Staffing-Sub Committee will review proposals produced by staff or appropriately qualified advisors and make recommendations to the Management Committee on these. <p>Matters relating to Health and Safety will be overseen by the Management Committee.</p>
<p>Matters specifically delegated to the Sub Committee:</p>	<p>The Management Committee delegates to the Staffing Sub Committee the following matters:</p> <ol style="list-style-type: none"> 1. Recruitment of the Chief Executive including selection of appropriate qualified and experienced HR Consultant to assist, drawing up job description and person specification; initial interviews; shortlisting of candidates; reporting the outcome to the Management Committee. 2. Decisions and Appeals on Disciplinary and Grievance matters will be handled in accordance with our Terms and Conditions of Employment and the final internal appeal against a decision will be heard and decided by the Staffing Sub Committee. 3. Disciplinary action against the Chief Executive, including commissioning of any independent investigation and appointment of appropriately qualified professional support if required. Outcome will be reported to the Management Committee and any subsequent Appeals will be handled under EVH terms and conditions by appeal to the EVH Joint Negotiating Committee. 4. Dismissal of Chief Executive, including commissioning of any independent investigation and appointment of appropriately qualified professional support if required. Outcome will be reported to the Management

	<p>Committee and any subsequent Appeals will be handled under EVH terms and conditions by appeal to the EVH Joint Negotiating Committee.</p> <p>5. Grievance hearings whether about or by the Chief Executive, including commissioning of independent investigation if required, hearing of Grievance, appointment of appropriately qualified professional support if required and recommendation to the Management Committee. Outcome will be reported to the Management Committee and any subsequent Appeals will be handled under EVH terms and conditions by appeal to the EVH Joint Negotiating Committee.</p>
How often meetings are held:	The Staffing Committee will meet as and when required.
Convenor of the Committee (and who, if anyone, may not chair it):	The Convenor of the Committee may be a member but should not be Convenor of the Audit, Risk & Finance Sub-Committee.
Composition of Committee (and any restrictions on membership of it)	The membership of the Staffing Sub Committee is drawn from the Management Committee Management. The selection of members is based entirely upon skills and competencies. At least one member of the Staffing Sub Committee should, where possible, have some recent and relevant staff management or employment relations experience. Where this is not possible a Vice Convenor, who may be a co-optee, may be appointed with the specific remit to support the Convenor.
Number of members:	At least three and up to seven members, who should all be Management Committee members. Additional members may be appointed to the Staffing Sub Committee to address specific issues.
How the Committee is appointed:	By the Management Committee in consultation with the Staffing Sub Committee Convenor. Members are appointed for terms of three years.
Quorum:	A quorum will be two-members of the Staffing Sub Committee. Co-optees will not count towards the quorum
Additional points:	<ol style="list-style-type: none"> 1. The minutes of the Staffing Sub Committee will be reported to the next Management Committee meeting and can be in draft form at that stage. 2. The Convenor of the Staffing Sub Committee may access legal advice from the Co-operative's appointed legal advisers, with approval from the Chair of the Management Committee, at the expense of the Co-operative. The Sub-Committee may also seek other expert advisers as necessary. 3. In circumstances where a vote is required and the votes are equal, the Convenor of the Staffing Sub Committee has a casting vote. 4. The Chief Executive and other senior officers/advisers as required will normally attend Staffing Sub-Committee meetings.
Date Approved:	26 February 2019

Date for Review:	March 2022 or earlier if required by the Management Committee
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APPENDIX 4 Role Description for Fairfield Housing Co-operative Management Committee Members

1. Introduction

“The Management Committee leads and directs the RSL to achieve good outcomes for its tenants and other service users.” Regulatory Standards of Governance and Financial Management, Standard 12

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a Management Committee Member (MCM) of Fairfield Housing Co-operative (FHC). It should be read in conjunction with the accompanying person specification and FHC’s Rules and Standing Orders.
- 1.2 FHC is a Registered Social Landlord and a Fully Mutual Housing-Co-operative under the Co-operative and Community Benefit Societies Act 2014. 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 Financial Conduct Authority.
- 1.3 FHC encourages Co-operative members who are interested in the Co-operative’s work to consider seeking election to the Management Committee and is committed to ensuring broad representation from the tenant membership. MCMs 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 Management Committee is able to fulfil its purpose. We carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.
- 1.4 The Management Committee recognizes that its members must primarily be drawn from the membership, who are all tenants and it may not always be possible to recruit all the skills required from the Co-operative membership alone. The Management Committee may co-opt members or non-member to expand the range of skills accessible to the Committee up to the maximum of one third of Committee members.
- 1.5 This role description applies to all members of the Management Committee, whether elected or co-opted, new or experienced. It is subject to periodic review.

Primary Responsibilities

- 2.1 As an MCM your primary responsibilities are, with the other members of the Management Committee, to
- Lead and direct FHC's work
 - Promote and uphold FHC's values 3
 - Set and monitor standards for service delivery and performance
 - Control FHC's affairs and ensure compliance
- 2.2 Responsibility for the operational implementation of FHC's strategies and policies is delegated to the Chief Executive.

3. Key Expectations

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

4. Main Tasks

- To contribute to formulating and regularly reviewing FHC's values, strategic aims and performance standards.
- To monitor FHC's performance.
- To ensure that FHC operates within and is compliant with the relevant legal and regulatory frameworks.
- To ensure that risks are realistically assessed and appropriately monitored and managed.

- To ensure that FHC is adequately resourced to achieve its objectives and meet its obligations.
- To act, along with the other members of the Management Committee, as the employer of FHC's staff.

5. Duties

- Act at all times in the best interests of FHC and be a positive ambassador for the Co-operative.
- Accept collective responsibility for decisions, policies and strategies.
- Attend and be well prepared for meetings of the Management Committee and sub-committees.
- Contribute effectively to discussions and decision making.
- Take part in training and other learning opportunities.
- Take part in an annual review of the effectiveness of FHC's governance and of your individual contribution to FHC's governance.
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector.
- Represent FHC positively and effectively at all times, including in the local community when attending meetings and other events.
- Respect and maintain confidentiality of information.
- Treat colleagues with respect and foster effective working relationships within the Management Committee and between the Management Committee 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 FHC's policy on managing conflicts of interest.

6. Commitment

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

Activity	Time
Attendance at up to 12 regular meetings of the Management Committee & AGM	24hrs
Reading and preparation for meetings of the Management Committee	18hrs
Attendance at up to 4 sub-committee meetings (optional)	8hrs
Reading and preparation for sub-committee meetings	4hr
Attendance at annual planning and review events (including individual review meeting)	8 hrs
Attendance at events such as estate tours, tenant conferences, openings and site visits (optional)	4hrs
Attendance at internal briefing and training events	10hrs
External Training and conference attendance (optional - may include overnight stay or weekend)	24hrs
Total	100hrs

7. What FHC Offers MCMs

7.1 All MCMs are volunteers and receive no payment for their contribution. FHC has policies which prevent you or someone close to you from benefiting personally from your involvement with FHC, although these policies also seek to ensure that you are not unfairly disadvantaged by your involvement by being an MCM of FHC. All out of pocket expenses associated with your role as a GBM are fully met and promptly reimbursed.

7.2 In return for your commitment, FHC offers:

- A welcome and introduction when you first join the Management Committee.
- A mentor from the Management Committee and a named staff contact for the first six months, with ongoing support.
- Clear guidance, information and advice on your responsibilities and on FHC'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, and support to attend relevant training, seminars and conferences.
- The chance to network with others with shared commitment and ideals.

8. Review

- 8.1 This Management Committee approved this role description on 26 February 2019. It will form the basis of the annual review of the effectiveness of your contribution to our governance. The Management Committee will review this role description on or before 31 March 2022.

APPENDIX 5 Code of Conduct for Committee Members
(separately provided)

APPENDIX 6 Role Descriptions for Chair & Office Bearers

Appendix 6A Chairperson Role Description

1. Introduction
 - 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of Fairfield Housing Co-operative (FHC) and to the Chairs of Fairfield Housing Co-operative’s sub-committees. The responsibilities described here are additional to those set out in the Management Committee Members’ (MCM) role description. It should be considered alongside FHC’s Rules and Standing Orders.
 - 1.2 This role description will support the annual review of the Management Committee’s effectiveness. It will be used to appoint the Chair and sub-committee Chairs after each AGM. Management Committee 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 FHC 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 56.5 of FHCs Rules.
 - 1.6 The Management Committee will elect the Chair each year at the first Management Committee meeting following the AGM. Whilst the Chair of FHC can be re-elected, in accordance with Rule 56.10 of FHC’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 FHC’s rules, if an individual has served five years as Chair, they should not be subsequently re-elected as Chair within three years.
2. Key Responsibilities
 - 1.1 The Chair must act, and be seen to act, at all times on behalf of the Management Committee. The Chair’s key responsibilities are:
 - To lead the Management Committee or sub-committee constructively, provide direction and manage meetings effectively
 - To develop and maintain a constructive and positive working relationship with the Chair and Chief Executive and senior staff.
 - To uphold FHC’s Code of Conduct and promote good governance
 - To ensure that FHC’s business is conducted effectively between meetings and that emergency decisions are taken appropriately when required.
 - To represent FHC externally and act as a positive ambassador the Co- operative.
3. Leadership and Direction
 - 3.1 The Chair is expected to:
 - Represent FHC positively and effectively

- Set the style and tone of Management Committee or sub-committee meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for FHC's Management Committee
- Ensure that the necessary arrangements are in place to enable FHC 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 Management Committee has access to the range of skills, knowledge and experience necessary for the achievement of FHC's aims and objectives and for the fulfilment of the Management Committee's responsibilities
- Ensure that the Management Committee 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 Management Committee Members by promoting access to relevant induction, training and development opportunities.

4. Working with the Chief Executive

5.1 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 FHC's business continues effectively between meetings of the Management Committee 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 Chief Executive, in accordance with FHC's agreed recruitment practices
- Carry out, with at least one other Management Committee member, the Chief Executive's annual appraisal and report to the Management Committee
- 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 FHC'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
- Initiate any investigation under the terms of FHC's Code of Conduct
- Chair all general meetings of FHC in accordance with the Rules
- Chair all Management Committee meetings of FHC, in accordance with the Rules and Standing Orders
- Ensure that all Management Committee members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention

- Manage meetings 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 Fairfield Housing Co-operative's Business

6.1 The Chair is expected to:

- Ensure that FHC's business is efficiently and accountably conducted between Management Committee meetings
- Sign cheques and documents requiring the Management Committee or the Chair's authorization, in accordance with FHC'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 Management Committee for ratification
- Ensure that the skills, knowledge and support available to the Management Committee are kept under periodic review

7. Monitoring and Review

7.1 The Management Committee approved this role description on 26 February 2019.

Appendix 6B Vice-Chairperson Role Description

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of Fairfield Housing Co-operative (FHC). The responsibilities described here are additional to those set out in the Management Committee Members' (MCM) role description. It should be considered alongside the role description for FHC's Chair and FHC's Rules and Standing Orders.
- 1.2 In the event that the Chair of FHC is unable to fulfil his/her responsibilities, the Vice Chair will carry out these duties.
- 1.3 The Management Committee will elect the Vice-Chair each year at the first meeting following the AGM.
- 1.4 In accordance with Rule 56.10 of FHC's Rules, the Vice-Chair cannot serve a continuous term of more than five years. There is no expectation that the Vice-Chair must serve the full five year maximum term.
- 1.5 When the Chair stands down, the Vice Chair in post will be asked if they wish to stand for election to become Chair.
- 1.6 Only Management Committee members who are not co-optees may occupy the role of Vice Chair and former office bearers are eligible for the role.

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 of FHC. Therefore, this role description must be read in conjunction with the role description for the Chair of FHC.
- 2.2 When known in advance, the Vice Chair should ensure that they are available for any Management Committee 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 The Management Committee approved this role description on 26 February 2019

Appendix 6C Secretary Role Description

1. Introduction

1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of Fairfield Housing Co-operative (FHC). The responsibilities described here are additional to those set out in the Management Committee Members' (MCM) role description. It should also be considered alongside FHC's Rules and Standing Orders.

1.2 The role of the Secretary will be carried out by a Management Committee Member of FHC, on election by the Management Committee each year at the first meeting following the AGM.

1.3 Where appropriate, the Secretary's duties may be delegated to an appropriate employee of FHC, with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner. All of the practical duties detailed at 2.1, with the exception of attendance at meetings, are delegated to the Chief Executive.

2. Duties of the Secretary

2.1 FHC's Rules specify the Role of the Secretary in detail at Rule 56.3. All references to the Secretary within the Rules are noted at Annex 1.

2.2 The duties of the secretary include:

- Calling and going to all Annual General Meetings, Special General Meetings and Management Committee meetings
- Keeping the minutes for all Annual General Meetings, Special General Meetings and Management Committee meetings
- Sending out letters, notices calling meetings and relevant documents to Members before a meeting
- Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator
- Ensuring compliance with Fairfield Housing Co-operative's Rules
- Keeping the Register of Members and other Registers required by FHC's Rules
- Supervision of the Co-operative seal

3. Monitoring and Review

3.1 The Management Committee approved this role description on 26 February 2019

Annex 1 – References to Secretary within FHC Rules

1. Rules Relating to Correspondence with Members

11.1.1 You resign your membership by giving the Secretary 28 days notice in writing at the registered office provided that you give up your Tenancy agreement at the same time.

11.1.5.2 The Secretary must notify the Member of the complaint in writing not less than one calendar month before the meeting takes place;

2. Rules Relating to Annual and Special General Meetings

18.1 All general meetings other than annual general meetings are known as special general meetings. The Secretary will call a special general meeting if:

18.1.1 The Committee requests one; or

18.1.2 At least one twentieth of the Members so requests

18.2 Whoever asks for the meeting must give the Secretary details of the business to be discussed at the meeting.

18.3 If a special general meeting is requested, the Secretary must within 10 days of having received the request give all Members notice calling the meeting. The meeting must take place within 28 days of the Secretary receiving the Members' request. The Secretary should decide on a time, date and place for the meeting in consultation with the Committee or the Chairperson, but if such consultation is not practicable the Secretary can on his/her own decide the time, date and place for the meeting.

18.4 If the Secretary fails to call the meeting within ten days, the Committee or the Members who requested the meeting can arrange the meeting themselves.

19.1 The Secretary will call all general meetings by written notice posted or email to every Member at the address, or email address given in the Register of Members at least 14 days before the date of the meeting. This notice will give details of:

19.1.1 the time, date and place of the meeting;

19.1.2 whether the meeting is an annual or special general meeting;

19.1.3 the business for which the meeting is being called.

19.2 The Committee may ask the Secretary to include with the letter or send separately to Members any relevant papers or accounts. If a Member does not receive notice of a meeting or papers relating to the meeting, this will not stop the meeting going ahead as planned. Each communication sent to a Member by post, addressed to his or her registered address, shall be deemed to have arrived forty eight hours after being posted. Each communication sent to a Member by email shall be deemed to have arrived on the day it is sent.

3. Rules Relating to Committee Meetings and Special Committee Meetings

- 53.1 The Chairperson or two Committee Members can request a special meeting of the Committee by writing to the Secretary with details of the business to be discussed. The Secretary will send a copy of the request to all Committee Members within three working days of receiving it. The meeting will take place at a place mutually convenient for the majority of Committee Members, normally the usual place where Committee Meetings are held, between 10 and 14 days after the Secretary receives the request.
- 53.3 If the Secretary does not call the special meeting as set out above, the Chairperson or the Committee Members who request the meeting can call the meeting. In this case, they must write to all Committee Members at least seven days before the date of the meeting.

4. Rules Relating to the Role of the Secretary

- 56.1 The Co-operative must have a Secretary, a Chairperson and any other Office Bearers the Committee considers necessary. The Office Bearers, must be elected Committee Members and cannot be co-optees. The Committee will appoint these Office Bearers. If the Secretary cannot carry out his/her duties, the Committee, or in an emergency the Chairperson, can ask another Office Bearer or employee to carry out the Secretary's duties until the Secretary returns.
- 56.2 The Secretary and the other Office Bearers will be controlled, supervised and instructed by the Committee.
- 56.3 The Secretary's duties include the following (these duties can be delegated to an appropriate employee with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner):
- 56.3.1 calling and going to all meetings of the Co-operative and all the Committee Meetings;
 - 56.3.2 keeping the minutes for all meetings of the and Committee;
 - 56.3.3 sending out letters, notices calling meetings and relevant documents to Members before a meeting;
 - 56.3.4 preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;
 - 56.3.5 ensuring compliance with these Rules;
 - 56.3.6 keeping the Register of Members and other registers required under these Rules; and
 - 56.3.7 supervision of the Co-operative's seal.
- 56.4 The Secretary must produce or give up all the Co-operative's books, registers, documents and property whenever requested by a resolution of the Committee, or of a general meeting.

- 56.9 The Chairperson can resign his/her office in writing to the Secretary and must resign if he/she leaves the Committee or is prevented from standing for, or being elected to the Committee under Rule 40. The Committee will then elect another Committee Member as Chairperson.
- 60 The Co-operative shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 and record the execution in the register. The use of a common seal is not required. The Co-operative may have a seal which the Secretary must keep in a secure place unless the Committee decides that someone else should look after it. The seal must only be used if the Committee decides this. When the seal is used, the deed or document must be signed by the Secretary or a Member of the Committee or another person duly authorised to subscribe the deed or document on the Co-operative's behalf and recorded in the register.
- 65 At the last Committee Meeting before the annual general meeting, the Secretary must confirm in writing to the Committee that Rules 59 to 64 have been followed or, if they have not been followed, the reasons for this. The Secretary's confirmation or report must be recorded in the minutes of the Committee Meeting.
- 71.1 Every year, within the time allowed by the law, the Secretary shall send to the Financial Conduct Authority the annual return in the form required by the Financial Conduct Authority.
- 71.2 The Secretary must also send:
- 71.2.1 a copy of the auditor's report on the Co-operative's accounts for the period covered by the return; and
 - 71.2.2 a copy of each balance sheet made during that period and of the auditor's report on that balance sheet.
- 80 The Secretary shall, on demand, provide a copy of the Rules of the Co-operative free of charge to any Member who has not previously been given a copy and, upon payment of such fee as the Co-operative may require, not exceeding the amount specified by law, to any other person.

APPENDIX 7 Policy Review Working Group

Purpose

The Policy Working Group is tasked with a full review of FHC's policy suite, approving policies where so delegated and making recommendations to Management Committee for approval of significant new or substantially changed policies.

Membership: The Group shall have at least four and up to seven members.

Delegated authority

The Group has delegated authority to **approve:**

Minor policy changes to existing policy documents

Policies based on model documents from membership bodies, SHR or Scottish Government, requiring changes to customize these to FHC.

Reporting

The Group shall report to the Management Committee with details of all policies approved; and make recommendations to the Management Committee in relation to policies where its approval is required.

Officer support

The Working Group will be supported by the Interim Chief Executive and Corporate Manager or Senior Housing Officer depending on the nature of the policies on the agenda for consideration.

Timescale

The Group will commence in April 2019 and terminate on 30 September 2020

Remit

The Working Group has the following remit and delegated authority to:

- agree a programme for the full policy review including how tenant/ service user engagement is managed;
- review in detail all policy revisions;
- approve any minor policy updates or adopt model policies advocated by our professional bodies (SFHA, EVH etc);
- where a fundamental re-write of a policy is required, the Working Group will agree the draft of the new policy, but present this to the full Management Committee for approval;
- submit minutes of all meetings to the next Management Committee;
- provide a progress report to the Management Committee each quarter.

APPENDIX 8 Annual Assurance Statement Sub Committee

<p>Name of Committee:</p>	<p>Annual Assurance Sub Committee The role of this Committee is to provide oversight of the process of the annual assurance statement, review the evidence supporting the statement and having oversight of Governance, Financial Management Improvement Plan (GFMIP). Draft the Annual Assurance Statement for approval of the Management Committee.</p>
<p>Matters reserved for the Management Committee which the Sub Committee advises on:</p>	<p>The Annual Assurance Sub Committee will lead on the following matters and report back to Management Committee which will make the final decision.</p> <ol style="list-style-type: none"> 1. Advice on improvement plans on areas not fully compliant Management Committee may from time to time ask the Annual Assurance Sub Committee to oversee the GFMIP. 2. Scottish Housing Regulator (SHR) Reporting to SHR on any material changes to assurance. 3. Final Assurance Statement Management Committee will ask the Annual Assurance Sub Committee to draft the Annual Assurance Statement for approval.
<p>Matters specifically delegated to the Sub Committee:</p>	<p>The Management Committee delegates to the Annual Assurance Sub Committee the following matters:</p> <ol style="list-style-type: none"> 1. Oversight and Review of evidence that is required to ensure compliance with each of the regulatory standards. 2. Draft Annual Assurance Statement for approval by the Management Committee and signed by the Chair. 3. Material changes to confirmed Assurance compliance level to the Management Committee after consideration of evidence.
<p>How often meetings are held:</p>	<p>The Annual Assurance Committee will meet as and when required, but a minimum of twice a year.</p>
<p>Convenor of the Committee (and who, if anyone, may not chair it):</p>	<p>The Convenor of the Committee may be a member of other sub committees, but should not be Convenor of any other Sub-Committee or Management Committee.</p>

Composition of Committee (and any restrictions on membership of it)	The membership of the Annual Assurance Sub Committee is drawn from the Management Committee Management. The selection of members is based entirely upon skills and competencies. At least one member of the Annual Assurance Sub Committee should, where possible, have some recent and relevant knowledge of improvement planning and monitoring. Where this is not possible a Vice Convenor, who may be a co-optee, may be appointed with the specific remit to support the Convenor.
Number of members:	At least three and up to five members, who should all be Management Committee members. Additional members may be appointed to the Annual Assurance Sub Committee to address specific issues.
How the Committee is appointed:	By the Management Committee in consultation with the Annual Assurance Sub Committee Convenor. Members are appointed for terms of two years.
Quorum:	A quorum will be two members of the Annual Assurance Sub Committee. Co-optees will not count towards the quorum
Additional points:	<ol style="list-style-type: none"> 1. The minutes of the Annual Assurance Sub Committee will be reported to the next Management Committee meeting and can be in draft form at that stage. 2. The Convenor of the Annual Assurance Sub Committee may access legal advice from the Co-operative's appointed legal advisers, with approval from the Chair of the Management Committee, at the expense of the Co-operative. 3. The Sub-Committee may commission independent consultants at the expense of the cooperative to contribute and other expert advisers as necessary. 4. In circumstances where a vote is required and the votes are equal, the Convenor of the Annual Assurance Sub Committee has a casting vote. 5. The Chief Executive and other senior officers/advisers as required will normally attend Annual Assurance Sub-Committee meetings.
Date Approved:	28 April 2020
Date for Review:	October 2021 or earlier if required by the Management Committee

APPENDIX 9 Project Board Remit

PROJECT BOARD REMIT

Name of Sub-Committee	
Kingdom & Fairfield Partnership Project Board	
For the purposes of this remit; Kingdom refers to both Kingdom Housing Association and Kingdom Initiatives and Fairfield refers to Fairfield Housing Co-operative and Fairfield Housing Association should the rules be changed during the period of the project.	
Purpose of Project Board	
To consider, discuss and review the arrangements in respect of the shared services arrangements.	
Date Established	
April 2020	
Composition of Project Board	
The core membership of the Project Board will be;	
Kingdom Representatives	Fairfield Representatives
Freya Lees, Chair	Bob McDougall, Chair
Linda Leslie, Joint Vice Chair	James Taylor, Vice Chair
Guy Thomson, Board Member	Sandra Cruikshank
Reserve Members	Reserve Members
Carol Watson, Board Member	Carol Ferguson
The named representatives identified above can be changed by the Board of Kingdom or Management Committee of Fairfield, as required.	
The Project Board will be supported by Bill Banks, Chief Executive and any consultants appointed to progress elements of the project.	
Other representatives from the governing boduess, or staff of Kingdom or Fairfield, consultants, or invited guests, may be invited to attend the Project Board meetings to present reports and facilitate discussion.	

Quorum
A minimum of two representatives from each RSL.
Chairperson
The Chair for the Project Board will alternate between Kingdom and Fairfield, with the Chair normally being a Board member from the organisation hosting the meeting.
Duration of Project Board
One year, with the option to extend or reduce, dependant on progress with the project
Frequency of meetings
Normally quarterly, or more frequently, if required.
Arrangements for Meetings
<p>Meetings will normally alternate between Fairfield and Kingdom offices, however matters can be considered and agreed electronically by the Project Board, where consideration is required outwith formal meetings.</p> <p>All decisions, taken outwith formal meetings, will be recorded at the following Project Board meeting.</p> <p>Where a Project Board member is unable to attend a meeting, they may participate via call conferencing, etc. and where agreed, by the majority of the Project Board members, meetings may be carried out electronically, through email exchanges, or through remote virtual meetings.</p>
Review Period for Remit
To be reviewed on an ongoing basis. Revisions can be agreed by the Project Board members, within the delegated authority granted by the full Board / Management Committee.
Remit
<p>On behalf of the Governing Bodies of both Kingdom and Fairfield to;</p> <ul style="list-style-type: none"> • Progress activities in line with the Collaborative Working Agreement, • Undertake tasks which will allow the Board / Management Committee of each RSL to fulfil their responsibilities in relation to scrutiny and assurance, of the shared services agreements, • Review and discuss matters related to the protocol for the management of the Chief Executive Officer in respect of progress against key objectives, • Review performance and contribution to leadership and governance arrangements, • To review performance of the shared services arrangements being provided and discuss any areas of concern, • To discuss and agree arrangements related to the consideration of the potential future constitutional arrangement,

- To report back to the main Housing Association Boards / Management Committee on a regular basis.

Delegated Authority

Delegated Authority granted to the Project Board, by the full Governing Bodies, to progress and undertake the actions, to allow delivery of the activities identified in the Project Board remit.

Any key decisions, outwith the remit, to be referred to the Governing Bodies for approval prior to proceeding.

Reporting Requirements

The Project Board will report monthly to the Governing Bodies or each organisation.

Date approved: 28 April 2020