

# Standing Orders

## Section One

### 1. . Scope

- 1.1 These Standing Orders describe the roles, responsibilities and powers of the organisations, sub-groups and individuals that make up the governance framework for the Paisley Housing Association Group.
- 1.2 They take account of the Rules of Paisley Housing Association (PHA), the Memorandum and Articles of Association of Paisley South Property Services (PSPS), relevant legislation and regulatory requirements. In the event of a conflict being identified between the terms of the Standing Orders and the Rules of PHA, the Rules shall prevail.
- 1.3 They also provide a framework for the conduct of meetings, delegation of authority and reporting arrangements (including financial regulations) for PHA to ensure that it is well governed and operates its business in an orderly and efficient way. They apply to all meetings of the PHA Board and its sub-committees.
- 1.4 Section 2 of these Standing Orders describes arrangements operating between PHA and PSPS, and those that apply across the PHA Group. PSPS is permitted to create its own Standing Orders (with the prior consent of the PHA Board), but they must comply and be consistent with the requirements of Section 2. Sections 3 to 5 apply only to PHA.
- 1.5 These Standing Orders were approved in February 2020, will be reviewed at least every 5 years and cannot be amended without the approval of PHA's Board.

## **Section Two**

### **2. PHA & PSPS Group**

#### **2.1 Group Structure**

PHA has taken PSPS into its ownership as a wholly owned subsidiary. Together these two organisations make up the Paisley Housing Group. PHA is the parent organisation, having a controlling interest in PSPS, which is its subsidiary. PHA has taken account of the Scottish Housing Regulator's (SHR's) regulatory guidance on group structures in framing its inter-group legal and financial arrangements. Both group members aim to meet the regulatory expectations and requirements of SHR.

#### **2.2 Intra Group Agreement**

PHA as group parent is responsible for maintaining overall control of its subsidiary, and establishing the framework within which the subsidiary is to operate. The subsidiary is responsible for managing its day to day operational business. The relationship between the parent and the subsidiary is set out in an Intra Group Agreement. The Intra Group Agreement will be reviewed at least every 5 years.

Key responsibilities of the parent (PHA) under the Intra Group Agreement are:

- To develop the group strategy
- To approve the subsidiary's annual budget & Business Plan
- Regular review of group governance arrangements
- Setting & reviewing the Group Business Plan, Group Policies and Group Standing Orders
- Providing central and corporate functions from time to time
- Monitoring compliance with the provisions of the, and in the event of non-compliance, taking appropriate action.

Key responsibilities of the subsidiary (PSPS) are:

- Taking such actions as are necessary to ensure that its business objectives are furthered
- Running all operational, management and day to day aspects of its business
- Reporting to the parent Board as required
- Taking action on internal and external audit findings.

The parent (PHA) has the right, under the Intra Group Agreement, to confirm or reject the appointment of any subsidiary governing body member, or to remove any person from that governing body, but will only exercise this latter right where it is satisfied that the circumstances require it, as set out within the terms of the Intra Group Agreement.

## **2.3 Group Strategy**

It is the responsibility of the PHA Board, in consultation with the PSPS governing body, to develop a high-level group strategy and set medium-term objectives for the group, including determining the group strategic direction. The group strategy will be reviewed at least every three years, and the PSPS governing body will participate in the review process.

## **2.4 Policies and procedures**

It is the responsibility of the PHA Board to determine which policies and procedures will apply to both PHA and PSPS (the group policies), and the frequency with which they are to be reviewed. A list of these policies, and their agreed review cycles, is set out in Policy Procedures & Key Documents ( PPKD). The governing body of PSPS will always be consulted about the introduction of any new group policies, or the review of existing group policies, and will be held accountable for the compliance of PSPS with all agreed group policies.

PSPS's governing body is entitled to set its own operational policies and amend these from time to time subject to such policies complying with legal and regulatory requirements of the PSPS's constitution and their obligations in terms of the Intra Group Agreement.

## **2.5 Inter-group reporting**

It is incumbent on PHA, as group parent, to exercise effective and appropriate high-level control over its subsidiary, and establish clear limits within which it should operate. PHA's Board has agreed an inter-group reporting framework, which sets out the reporting obligations that PHA and PSPS owe to each other.

This reporting framework enables PHA to discharge its control obligations, clarifying where PHA approval is required to PSPS plans and activities, whilst enabling PSPS to manage its day-to-day operations as it sees fit. It also facilitates effective inter- group communication and engagement.

## **2.6 Shared services**

PHA staff provide a range of services to PSPS. These arrangements are set out in a Shared Services Agreement that has been entered into between PHA and PSPS. It includes details of services, goods and equipment provided by PHA to PSPS, and vice-versa, and the basis for reimbursement of costs. Estimated costs are included within annual budgets, with actual costs reimbursed generally on a quarterly basis. The operation of this agreement will be reviewed annually between the two organisations.

## **2.7 Role of governing bodies**

The Board of PHA is its governing body and the lynchpin of the governance framework. It is responsible for directing the affairs of the organisation and its business in an effective, accountable and independent manner, while ensuring that all decisions are taken in the best interests of current and future tenants, and of the Association.

The PHA Board will agree the terms of its remit to ensure that it exercises good governance over the affairs of PHA and the group as a whole, and meets legislative and regulatory requirements. Its agreed remit is attached as **Appendix 1**. It will also agree the remit of the PSPS governing body.

The Board may not exercise any powers which are reserved to the association in general meetings, either by its Rules or by statute.

The Board of PSPS has its governing body, and it is responsible for directing the affairs of that organisation and its business.

## **2.8 Responsibilities of governing body members**

It is the responsibility of all governing body members, in exercising their role as Board members to act in the best interests of the organisation, and not to place any personal or other interests ahead of their primary duty to that organisation. They must seek to ensure that the organisation acts in a manner which is in accordance with its objects, and to act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person. All governing body members must accept collective responsibility for decisions taken by their governing body.

## **2.9 Code of Conduct and declarations of Interest**

The PHA Board has approved a policy setting out a Code of Conduct for governing body members, which applies to all appointed and co-opted members of the PHA Board and its sub-committees, and the PSPS board. This Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations.

Appendices to this policy set out guidance on declaring and managing personal interests, and a protocol for dealing with any breaches of the Code.

No Board member or Director may take office until they have signed this Code of Conduct. Thereafter, all Board members and Directors must review and sign the Code annually.

Any board, sub-committee member or Director must declare any personal or other external interests on an annual and ongoing basis, following the process set out in PHA's Protocol for declaring interests and managing conflicts of interest.

It is the duty of all affected by this policy to ensure that private or personal financial or other interests never influences their consideration of Association business.

If any Board member has any conflict of interest in any matter about to be discussed at a meeting, they must declare it at the outset, and this declaration will be recorded in the minutes. Members will not be permitted to remain in the meeting during the discussion of a matter in which they have an interest, and never to vote on it.

No two PHA Board members, who are closely connected, can become members of the same sub- committee, or serve as office bearers at the same time.

No PHA Board Chairperson or Vice Chairperson can become the PSPS Board Chairperson.

## **2.10 Entitlements, payments and benefits**

PHA's Board has approved a policy on Entitlements, Payments and Benefits, applicable to all group governing body members, sub-committee members, and staff. Governing body members and staff must not receive any payment or benefit unless it is permitted by the policy, nor use their position for personal gain of any sort. In making any payment or conferring any benefit, PHA and PSPS shall act at all times with transparency, honesty and propriety.

## **2.11 Confidentiality and external representation**

All governing body and staff members must respect and maintain confidentiality, and must ensure that no information about PHA or PSPS is disclosed to anyone who is not entitled to receive it, both whilst an active governing body or staff member, and after leaving. This includes, but is not limited to, information relating to financial projections and budgets, business plans, strategies and programmes, and prospective contracts and targets; information which, acting reasonably might be expected to be regarded as confidential; and reports and information labelled or identified as confidential.

Governing body members must always be positive ambassadors for PHA and PSPS, but must not speak in public on behalf of their organisation without specific authorisation to do so.

## Section Three

### 3. Paisley Housing Association Meeting Arrangements

#### 3.1 Governance structure

PHA's Board has delegated a number of its responsibilities to two standing sub-committees, and may also establish additional sub-committees or other sub-groups to support the work of the Board, as required. Delegated authority has also been conferred on the staff team employed at the behest of the Board, led by the Chief Executive.

The Chief Executive will lead and manage the staff team, to implement the plans, strategies and policies approved by the Board, and direct its operations, supported by the Senior Management Team. It is the responsibility of the Chief Executive and Senior management team to work effectively with the Board, facilitating good governance. It is the responsibility of the Board to both support and, where necessary challenge the Chief Executive and Senior Management Team.

#### 3.2 Role of the PHA Board

The Board is responsible for:

- Providing leadership, control and direction to PHA
- Ensuring that PHA achieves its aims and objectives
- Ensuring that PHA complies with all statutory and regulatory requirements

#### 3.3 Role of the Sub-Committees

The Board has established an Audit & Risk Sub-Committee to advise it and take action in respect of those matters that are described in the sub-committee's remit which is attached as **Appendix 2a** to these Standing Orders. This sub-committee operates on a group-wide basis, and has delegated authority from both the PHA and PSPS governing bodies.

The Board has further established a Human Resources Sub-Committee to advise it and take action in respect of those matters that are described in its remit, which is attached as **Appendix 2b**.

All Sub-Committees report to the PHA Board. Their remits cannot be altered without the approval of the Board.

The Chair and members of any sub-committee will be appointed by the PHA Board. Sub-Committee Chairs must be full members of the PHA Board.

### **3.4 Role of PHA Board members**

The PHA Board has agreed a role description for its members **Appendix 3**. ALL Board members will be required to accept the terms of this role description, and agree to meet the expectations and perform the duties set out therein. At least annually, the Board will identify the range of skills, knowledge, experience and diversity that it requires to fulfil the terms of its remit, and will seek to recruit any additional Board members required to fill any identified gaps.

### **3.5 Office Bearers**

PHA must have a Chair, a Secretary and any other Office Bearers the Board considers necessary. The Board has decided to appoint a Vice-Chair, both to support the Chair in discharging the responsibilities of that role, and to act instead if she/he is absent or unavailable.

These Office Bearers will be controlled, supervised and instructed by the Board. A senior staff member may hold the office of Secretary. The remaining Office Bearers must be Board members, and cannot be co-optees.

At its first meeting following the AGM, the Board will elect a Chair and Vice-Chair to act for the year ahead. In the period between the AGM and the next scheduled meeting of the Board, the incumbent Chair will continue to act in that role "pro-tern", failing him/her, the incumbent Vice-Chair. In the event that neither the Chair nor Vice-Chair remains as a member of the Board following the AGM, the elected Board will hold a special meeting immediately after the AGM to elect office bearers to ensure that the efficient operation of the business of PHA is not interrupted.

The administration of the annual election of Chair will be carried out by the Secretary at the relevant Board meeting.

It is the role of Office Bearers to represent the Association and positively promote its activities when doing so. They will be required to undertake training to equip them for their roles.

### **3.6 Role of Board Chair**

The Chair is responsible for the leadership of the Board and ensuring its effectiveness in all aspects of its role and remit. Such powers as are required to allow the Chair to properly discharge the responsibilities of the office will be delegated to her/him. Among the responsibilities of the Chair (see Rule 59.5 for a full list) are that:

- Board meetings are conducted effectively
- the Board works effectively with senior staff
- decisions and actions arising from meetings are implemented
- where necessary, urgent decisions are made under delegated authority for the effective operation of PHA

- between meetings
- PHA is represented appropriately at external events
- the Board receives professional advice when **it is** needed
- appraisal of the performance of Board members is undertaken, and the Chief Executive's appraisal is carried out in accordance with agreed policies and procedures

The Chair can be re-elected, but cannot hold office continuously for more than five years.

### **3.7 Vice-Chair, Secretary, etc**

The Vice-Chair, in the temporary absence of the Chair of the Board, shall have the authority and responsibilities of the Chair to uphold the Rules of PHA, to chair meetings, to act as the main spokesperson and representative of PHA and to sign official documents.

At the first meeting following the AGM the Board will:

- Appoint the Chair and members of the Audit and Risk Sub-Committee
- Appoint the Chair and members of the Human Resources Sub-Committee

The Chair and Vice Chair of the Board cannot be appointed as Chair of any Sub-Committee.

There is no requirement to re-elect the Secretary from year to year.

### **3.8 Meetings**

The Board will meet at least six times in each calendar year, in accordance with Rule 48. The Board will agree a schedule of all meetings in November each year for the following year. Additional special meetings of the Board may be arranged to deal with exceptional items, or during periods of very high workload.

There will be a summer recess for all Board-related meetings during the month of July. There will be a winter recess for all Board-related meetings during the month of December. Board meetings will only be convened during this period in situations of considerable urgency.

The Chair or two members of the Board can request a special meeting of the Board by writing to the Secretary with details of the business to be discussed. No other business may be discussed at such a meeting other than the business for which the meeting has been called.

Sub Committees and PSPS Board will meet quarterly.

All meetings will be held in a venue that is accessible.

There will be an Annual meeting between PHA office bearers and the Chair of PSPS effectively reinforcing the group structure governance.

### **3.9 Minutes**

The Secretary has responsibility for ensuring the preparation and circulation of draft minutes for all meetings of the Board, in accordance with the style and formats set out in the approved minute-taking protocol. Where the Secretary is not a senior staff member, this responsibility will be delegated to the Chief Executive. Draft minutes will be agreed with the Chair of the meeting before being distributed to members.

Responsibility for the preparation of draft minutes of any sub- committee will lie with a management team member, as designated by the sub-committee.

Draft minutes of meetings will normally be prepared and circulated, whether by post or electronically, to members at least 7 days prior to the next meeting.

To be approved as a correct record of the meeting, minutes must be accepted by the Board/committee following a motion proposed and seconded by two members who were present at the relevant meeting. If there are insufficient members who were present at the relevant meeting, a member (or members) who was not present may propose or second acceptance. Once approved, and inclusive of any amendments, the final minute shall be signed by the meeting Chair and retained as the official record of the Association.

Draft minutes of each sub-committee meeting will be made available to the next following meeting of the PHA Board, provided its meeting takes place more than 10 days prior to the date of the next scheduled Board meeting.

### **3.10 Business at meetings**

At least seven days' notice of meetings will be given. The Board may determine the form of the notice to be provided, which can include electronic form. Notice of meetings must include an agenda of the business to be transacted and all supporting papers. The late circulation of a report will not prevent the agenda item being discussed, provided that a majority of Board or Sub-Committee members present agree.

All items of business notified on the agenda should normally be the subject of a written report.

Urgent business which has not been notified in advance of the meeting may be considered if a majority of those attending agree.

The Chair and Chief Executive will liaise over the preparation of the agenda for meetings of the Board, and the Sub-Committee Chair with the relevant senior manager for meetings of Sub-Committees.

Members of the Board and Sub-Committees may propose items for inclusion on the agenda for a meeting by contacting the relevant Chair or the Chief Executive. The relevant Chair will decide whether the item is to be included and the nature of any supporting papers required.

In the event of the Board considering matters relating to the employment of staff which have the potential to cause formal grievance or disciplinary action to be initiated, those members of the Human Resources Sub-Committee who have been appointed to deal with appeals shall withdraw from the discussion and take no part in decision-making on the specific issue under deliberation (see HR Sub-Committee remit at Appendix 2b of these Standing Orders).

### **3.11 Chairing meetings**

Where the Chair is not present 10 minutes after the appointed start of a meeting of the Board, the Vice-Chair will preside or, failing him/her, the Board members present will appoint another member, who cannot be a co-optee, to act as Chair for that meeting.

Where the Chair of any Sub-Committee is not present 10 minutes after the appointed start time, those members present may appoint one of their number, who cannot be a co-optee, to act as Chair for that meeting.

The Chair will decide on all matters of order raised at meetings and will determine the order of debate. If any point arises which is not covered in PHA'S Rules or Standing Orders, the Chair will give her/his ruling which will be final.

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

### **3.12 Conduct at meetings**

Board members, when attending meetings, must:

- Conduct themselves in a courteous and business-like manner.
- Show respect for the authority of the Chair of the meeting.
- Show respect and consideration towards other Board members, staff members and anyone else attending a meeting.

All speakers must direct their words to the Chair. All Board members must remain quiet and maintain order while this is happening. The Chair will decide who can speak and for how long.

The Chair is responsible for ensuring that all members who wish to contribute to a discussion are able to do so and that the debate is conducted in an orderly and equitable manner.

Board members should not raise concerns about their personal issues with the Association, or on behalf of family, neighbours or friends Board or sub-committee meetings.

A majority of those attending a meeting of the Board or a Sub-Committee may require a member to withdraw from a meeting if the member is being obstructive or abusive or fails to recognise the authority of the Chair.

### **3.13 Length of meetings**

Meetings will not last for more than two-and-a-half hours, unless a majority of those present agree. In the event that it is agreed that a meeting of the Board can continue beyond this time, the total duration cannot exceed four hours.

Board members may propose the adjournment of meetings. The time of a reconvened meeting may be agreed as part of the adjournment motion, failing which it will be decided by the meeting Chair.

### **3.14 Staff attendance**

The Chief Executive and Senior management team will attend all meetings of the Board to advise Board members on the matters under discussion. Staff members cannot vote on any matter being considered by the Board and may be asked to leave by the Chair during confidential discussions.

Relevant senior managers will normally attend meetings of Sub-Committees to advise members on matters under discussion.

Any staff attending meetings may contribute to the discussion on any agenda item, whilst ensuring that the contributions of Board members are prioritised.

### **3.15 Attendance of external parties**

The Board, Sub-Committees and PSPS may invite other parties, such as consultants and other advisors to attend meetings. Their attendance will normally be confined to a specific item of business.

Members of the public will not be admitted to Board or Sub-Committee meetings or PSPS meetings.

Potential Board members are required to attend as Observers to the Board meeting for 1 or 2 meetings prior to final acceptance on to the Board. Any Observer will receive an Agenda but no minutes or Board Reports. Any item which is confidential or business sensitive will be taken last on the Agenda and the Observer will require to leave for this part of the meeting.

### **3.16 Voting**

All matters for decision will normally be decided by a show of hands, unless a poll is requested by two or more members. A simple majority of those present and eligible to vote will be sufficient to decide the matter. Where the votes are divided equally for and against the issue, the Chair will have a second and deciding vote.

A member may request that his/her dissent from a specific decision is recorded in the minute, provided the request is made at the meeting at which the decision was taken. This does not excuse the member from the requirements of collective responsibility for the decision taken.

Resolutions duly proposed and seconded that do not attract any objection or contrary views will be deemed passed without dissent.

A member may propose a motion or amendment to any matter under discussion. The Chair will decide if the motion or amendment is competent. All motions and amendments must be proposed and seconded by members eligible to vote on the matter under discussion. Where only one amendment to a proposal is made, the Chair will call a vote on the amendment first.

If more than one amendment is proposed, the Chair will determine the order of voting until a successful amendment is achieved and then call a vote on the amended proposal.

### **3.17 Openness and confidentiality**

PHA is open about the way it conducts its affairs, and positive about how it responds to requests for information. In line with this approach, minutes of the meetings of the Board will be available to the public, once they have been approved. They will be available via PHA's website.

Some items and reports considered at Board meetings may require to be treated as confidential, for example those relating to individuals or groups of individuals, or commercially sensitive. It is the responsibility of the Chief Executive to determine whether any item or report due for consideration at an upcoming Board meeting should be designated as confidential, in line with PHA policies, and in consultation with the Chair where any judgement may be required in relation

to such a decision. It will be for the Chair to decide at the meeting which, if any, staff members remain in attendance when confidential items are discussed. Such items will be the subject of a separate, confidential minute, which will not be made available to the public, or the staff team.

It is the responsibility of the Corporate Services Officer to ensure that for all confidential items considered by the Board there is a clear audit trail of reports and papers and minutes supporting any confidential decisions, and that these are filed and stored securely, whether in paper or electronic format.

Information presented at Board meetings shall not divulge personal information (such as name, address, scheme details, etc.) relating to an individual tenant or service user.

PSPS minutes and reports are not put onto the website.

The Association complies with the Guide to Information in line with GDPR and Freedom of Information requirements.

### **3.18 Urgent decisions**

The Chair has delegated authority to make decisions on urgent matters between Board meetings. Where it is essential for the effective operation of PHA that a decision that would normally be taken at a Board meeting has sufficient urgency that it must be taken between meetings, the following process will operate:

- The Chief Executive, or in her/his absence, the most senior manager present will alert the Chair, or in her/his absence the Vice-Chair, that an urgent matter has arisen on which a decision under delegated urgency procedures, or Chair's Action, must be taken.
- The Chair will decide whether the matter requires an urgent decision, and whether it can be decided under Chair's Action, or by reference to the Board as a whole. Matters requiring to be approved by the Board will involve variation from agreed policy or business plans; significant unbudgeted expenditure (more than £25,000); or actions judged to be high risk.
- Matters to be decided by Chair's Action will be set out in writing, with a clear recommendation, to be signed as approved and dated by the Chair, or Vice-Chair.
- Matters to be decided by the Board will be set out in writing to all Board members, highlighting any proposed variation from policy, plans, budget, etc, clearly identifying costs, risks, and recommendations for action. The decision will not be acted upon unless a 75% majority of Board members confirm their agreement in writing (including by email).
- All decisions made under this urgency procedure will be referred to the next following Board meeting for noting and recording in the minutes.
- These decisions may involve PHA or PSPS related matters.

### **3.19 Emergencies**

PHA has approved a Disaster Recovery Plan that sets out the arrangements that will apply in the event of a disaster or emergency situation arising. Nothing in these Standing Orders will prevent the effective implementation of the approved Plan. Where emergency decisions are required and it is not practicable to hold a meeting of the Board or Office Bearers, the Chair and Chief Executive will take all necessary decisions to fulfil PHA's responsibilities to service users or partners. All such decisions and actions must be reported to the Board at the earliest opportunity.

### **3.20 Execution of documents**

PHA shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995. The use of the common seal is not required. The seal must only be used if the Board decides this. When the seal is used, the deed or document must be signed by the Secretary, or a member of the Board or any other person duly authorised to sign on PHA's behalf, and recorded in the seal register.

## **Section Four**

### **Scheme of Delegation of Authority**

4.1 The Board can delegate its powers to sub-committees, Office Bearers or staff (see Rule 51). Any such delegation must be set out in writing in standing orders, schemes of delegated authority, or other appropriate documentation.

- Details of delegation to sub-committees are set out in the sub-committee remits see Appendix 2 and the Scheme of Delegated Authority see Appendix 4
- Details of delegation to Office Bearers are set out below
- Details of delegation to management and staff are also set out in Appendix 4

Financial management arrangements, and the respective responsibilities and authority of Board, Senior management and staff, are separately set out in Financial Regulations and Procurement Policy, including approval of commitment to expenditure. Arrangements for the authorisation and payment of invoices and other expenditure requests are included in PHA's Financial Procedures.

4.2 The Board is responsible for all of the affairs of PHA and for all activities carried out on its behalf. It is recognised that the effective operation of PHA's business depends on appropriate action being taken when required, in accordance with agreed policies.

- 4.3 The Board has agreed the following **general** and **specific** delegated authorities to ensure that the work of PHA is carried out efficiently and effectively and is not unnecessarily delayed whilst awaiting decisions that fall within previously agreed policies. All matters not specified are reserved to the Board.

#### **General matters**

- 4.4 Where authority is delegated to a Sub-Committee and one or more members of staff, the authority delegated to staff relates to operational (i.e. day to day) responsibility, in accordance with agreed job descriptions.

#### **4.5 Office Bearers**

The Office Bearers - the Chair and Vice-Chair, but not the Secretary if this position is held by a member of staff - have delegated authority to:

- represent PHA on official business
- implement PHA's agreed emergency procedures and disaster recovery policy;
- take decisions on urgent matters between meetings, as set out in Section 3 of these Standing Orders.

Any authority for signing formal documents on behalf of PHA conferred on the Chair may also be exercised by the Vice-Chair in the Chair's absence.

#### **4.6 Chief Executive and senior staff**

The Chief Executive, in consultation with the Senior management team, has authority to:

- Ensure the effective operational implementation of PHA's strategies, policies and procedures
- Represent PHA on official business, consistent with the agreed strategies, plans and policies of PHA
- Carry out all necessary actions on behalf of PHA to comply with legal and regulatory requirements, in accordance with PHA's Rules and these Standing Orders

The Chief Executive and Senior management team may further delegate to other members of the staff team in accordance with roles and responsibilities set out in job descriptions.

#### **Specific arrangements for delegation**

These are set out in **Appendix 4**.

## **Section Five**

### **5. PHA Financial Regulations**

- 5.1 Board and staff responsibilities with respect to the financial management of PHA's affairs are set out in the approved Financial Regulations and associated Financial Policies
- 5.2 PHA's Financial Year runs from 1 April - 31 March.
- 5.3 The Head of Finance is responsible for the preparation of a draft Financial Plan for consideration by the Board. Overall responsibility for compliance with the agreed budget rests with the Chief Executive and Senior management team.
- 5.4 Minor changes within the Financial Plan to individual income and expenditure totals (both revenue and capital) which do not affect the overall budgeted outcome, or impact negatively on service delivery may be authorised by the Chief Executive or appropriate Senior Management Team member.
- 5.5 Processes describing arrangements for, approving invoices for payment and signing cheques, BACS payment schedules, and other appropriate matters, are set out in PHA's financial procedures. These procedures are the responsibility of the Head of Finance, in consultation with the Chief Executive, to put in place and update from time to time.

## APPENDIX 1

### Board Remit

#### 1. Role of the Board

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

#### 2. Membership

- 2.1 The Board is made up of at least seven members elected by its membership, with a current maximum of fifteen members. The names of Board members will be published on PHA's website, and may appear in annual reports and other appropriate documents.
- 2.2 Full Board members must be aged 18 or over, meet the Board eligibility requirements as set out in the Rules, be a member of Paisley Housing Association, and be elected at an AGM of the Association.
- 2.3 In the event that the maximum numbers of Board members are not appointed following any AGM, the Board may co-opt additional persons to fill any vacancies, subject to any such co-optees never comprising more than one-third of the Board's membership at any given time.
- 2.4 In the event that an elected Board member leaves the Board between annual general meetings, this creates a casual vacancy, and the Board may appoint a new member to fill this casual vacancy, until the next AGM.
- 2.5 Both co-optees and Board members appointed to fill casual vacancies must retire at or before the next following AGM.
- 2.6 In seeking to fill casual vacancies or appoint co-optees, the Board will apply its agreed Board Recruitment Policy, and seek to identify suitable persons with the requisite skills and attributes to create an appropriately balanced Board.
- 2.7 If a Board member is unable to attend Board meetings for a period of months, and requires a leave of absence from the Board for personal or other reasons, this must be approved by the Board and recorded in the minutes. Such leave may only

be granted for a period of 3 months, at the end of which it must be reviewed. Any further extension may not exceed 3 months.

- 2.8 If any Board member misses four Board meetings in a row without special leave of absence being granted by the Board, they will cease to be a Board member.
- 2.9 Board members will elect a Chair and Vice-Chair annually at their first meeting following the AGM. Co-opted members cannot be elected to these positions. In the absence of the appointed Chair at any meeting, it will be chaired by the Vice-Chair. In the absence of both, the remaining members will elect one of themselves to chair the meeting.

### **3. Responsibilities and Functions**

#### **3.1 Purpose and values:**

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

The Board will:

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

#### **3.2 Strategic development and operational planning**

The Board will:

- Develop, agree and oversee the implementation of PHA's strategic and corporate plans, including the business plan.
- Ensure that PHA contributes to and influences the development of relevant strategies and policies developed by other bodies which are relevant to PHA's aims and objectives.
- Contribute to and oversee the development of effective links between PHA and other bodies to assist in achieving the Association's aims and objectives.
- Approve any formal partnerships or alliances between PHA and another body. Where PHA is invited to nominate a representative to join the governing body of another organisation, the Board will agree PHA's representative(s) and receive regular reports on the organisation's activities and progress.

### 3.3 Policy development

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

The Board will:

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

### 3.4 Resources

The Board is responsible for:

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

The Board will:

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

### 3.5 Service delivery

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

The Board will agree:

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

### 3.6 Risk assessment and management

The Board is responsible for.

- Identifying and assessing risks associated with PHA's activities and for overseeing a framework for the management of these risks. It will monitor the implementation of its risk management policy and practice on a regular basis.

### 3.7 Compliance, control and accountability

The Board is responsible for:

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

The Board will:

- Approve the audited accounts for recommendation to the Annual General Meeting and agree the recommendation to be made to the AGM in respect of the appointment or re-appointment of the external auditors.
- Agree the appointment of the Association's internal auditors and the terms of their engagement. It will monitor the findings and implementation of recommendations from the internal auditor. It will ensure that the internal audit arrangements are kept under review so that they remain appropriate to PHA.
- Ensure that there are adequate systems of management control and financial monitoring in place, and will monitor their effectiveness. It will approve the opening and closing of bank or building society accounts held in the Association's name.
- Determine appropriate systems of quality assurance, including targets and key performance indicators for all aspects of PHA's activities.
- Approve any legal action to be pursued by PHA, including recovery action against tenants for breach of tenancy with regard to anti social behavior and claims against contractors.

### **3.8 Financial Management and Internal Control**

The Board will:

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

### **3.9 Delegated Authority**

The Board is responsible for:

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

### **3.10 Support and Evaluation**

The Board is responsible for:

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

The Board will ensure that:

- An annual review of the skills required by PHA to fulfil its activities and functions effectively, including those relating to governance, is carried out. It will agree and monitor the implementation of an annual strategy to address any requirements.
- An annual staff and committee member training plan is developed, agreed, adequately resourced and effectively implemented.

## **4. Authority**

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

## **5. Meetings**

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

## **6. Attendance and servicing**

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

## **7. Review**

- 7.1 This remit was approved by the Board in February 2020. It can only be amended with the approval of the Board.
- 7.2 It will be reviewed not later than February 2025.

## APPENDIX 2a

### Audit & Risk Sub-Committee Remit

1. Role of the Sub-Committee
  - 1.1 The Audit & Risk Sub-Committee has been established by the PHA Board to ensure that Paisley Housing Group (both PHA and PSPS) has in place and operates appropriate controls to safeguard its assets and manage associated risks. It has delegated authority to take decisions and approve actions in accordance with this remit and the terms of the approved scheme of delegation of authority. It is a sub-committee of the PHA Board.
2. **Membership**
  - 2.1 Members of the Audit & Risk Sub-Committee will be appointed annually by the PHA Board at its first meeting following the AGM. To promote continuity, and to retain the benefits of experience gained, sub-committee members are expected to be willing to serve for up to three years consecutively. Changes to the membership or chairmanship of the Audit & Risk Sub-Committee prior to the next AGM must be approved by the Board of PHA.
  - 2.2 There will be a minimum of three PHA or PSPS governing body members forming the membership of the Audit & Risk Sub-committee, which will have a maximum membership of six members. At least one member of the PSPS board will be a member of the Audit and Risk Sub-Committee. Not more than a third of its members may be co-optees, and all co-options must be approved by the PHA Board.
  - 2.3 The PHA Board should satisfy itself that normally at least one member of the Audit & Risk Sub-Committee has recent and relevant financial experience. This can be achieved by co-option.
  - 2.4 The Chair of the Audit & Risk Sub-Committee will be appointed annually by the Board, and must be a full PHA Board member. In the absence of the appointed Chair at a meeting, the remaining members shall elect one of themselves to chair the meeting.
  - 2.5 The Chairperson and Vice Chairperson of the Board cannot be the Chair of the Audit & Risk Sub-Committee.

### **3. Responsibilities**

#### **3.1 General**

- 3.1.1 To advise the Board on whether there is an appropriate culture of control throughout the organisation.
- 3.1.2 To oversee the annual report to the Board on the effectiveness of the system of internal control throughout the organisation.
- 3.1.3 To review regularly (as required by the agreed review schedule) the framework and process for risk assessment and management incorporated within the Risk Management Policy, making recommendations for change where appropriate.
- 3.1.4 To ensure effective co-operation between internal and external audit providers.

#### **3.2 Financial reporting**

- 3.2.1 To review and monitor the integrity of the annual financial statements.
- 3.2.2 To ensure that any changes in accounting policy, any significant adjustments resulting from audit, the assessment of going concern, and compliance with accounting standards and legal, funder and regulatory requirements are all the subject of careful review.

#### **3.3 External audit**

- 3.3.1 To liaise with the external auditors in order to agree, monitor and review a planned programme of work.
- 3.3.2 To review and if appropriate recommend to the Board that it approves the annual audited accounts, and make recommendations on the response to any audit management letters, reports and investigations.
- 3.3.3 To obtain assurance that external audit recommendations, which have been approved by the Board or the Audit & Risk Sub-Committee, are implemented by management as timetabled.
- 3.3.4 To discuss with the external auditor any problems, reservations or issues arising from the audit process or other work, to review and monitor their independence and objectivity, and annually appraise the effectiveness and value for money of the external audit service.
- 3.3.5 To make recommendations to the Board for approval in a general meeting on the appointment, reappointment and removal of the external auditor.

3.3.6 To determine and oversee the process for the selection and appointment of the external auditor, making recommendations to the Board on any appointment.

3.3.7 To recommend the fees and terms of engagement of the external auditor.

### **3.4 Internal Audit**

3.4.1 To review and approve the internal audit needs assessment and strategy, and the annual internal audit plan. To monitor the delivery of the plan, approving any changes made during the year in the context of a three-year audit plan.

3.4.2 To receive and consider reports from the internal auditor and the proposed management response, and to obtain assurance that internal audit recommendations are implemented by management as timetabled.

3.4.3 Where applicable, to receive and review the annual report from the internal auditor.

3.4.4 To review and appraise the effectiveness of the approach, nature and scope of internal audit activities, and compliance with professional standards, good practice guidance and any performance indicators.

3.4.5 To consider and make recommendations to the Board on internal audit arrangements, including the appointment, reappointment or otherwise, fees, terms of engagement, etc. of the internal auditor.

3.4.6 To determine and oversee the process for the selection of the internal auditor where required.

### **3.5 Internal control and risk management**

3.5.1 To keep under review the effectiveness of the internal controls and risk management system.

3.5.2 To undertake at least annually a comprehensive review of PHA's strategic risk maps.

3.5.3 To receive at each meeting a summary report on material new and emerging risks, and on material changes in existing risk ratings or the risk climate.

3.5.4 To provide assurance to the Board that risk management and internal controls are embedded in the culture of the organisation.

3.5.5 To commission special investigations into matters of particular concern relating to internal control, independently of the Board.

3.5.6 To receive reports relating to actual or attempted fraudulent activity, and to ensure that the impact of such alleged activity on the framework of internal controls is properly assessed, recommending changes where appropriate.

### **3.6 Other responsibilities**

- 3.6.1 To receive, as appropriate, reports on any governance, regulatory or compliance issues which may affect the operation of the Audit & Risk Sub-Committee, or the scope or extent of its responsibilities.
- 3.6.2 To ensure that appropriate business continuity and contingency plans are in place and are tested regularly.
- 3.6.3 Audit & Risk Sub-Committee members shall be provided with appropriate and timely training both by way of induction for new members, and on an ongoing basis for all members.

### **4. Accountability and assurance**

- 4.1 The Audit & Risk Sub-Committee is accountable to the PHA Board for the fulfilment of responsibilities delegated to it under this remit and PHA's scheme of delegated authority, as set out in Standing Orders. Sub-Committee members must receive adequate training to enable them to discharge these responsibilities appropriately.
- 4.2 The Board will obtain assurance on the Audit & Risk Sub-Committee's work via minutes which will be presented for information to the next available Board meeting (in draft form, if necessary). The Chair of the Audit & Risk Sub-Committee will ensure that key issues are brought promptly to the attention of the Board, and have the right to speak on matters of concern at any committee meeting.
- 4.3 The Audit & Risk Sub-Committee will present a report annually to the Board on its work.

### **5. Authority and access**

- 5.1 The Audit & Risk Sub-Committee has an unfettered right of access to all information within the organisation. It expects the active co-operation of any employees so as to be able to carry out its responsibilities. It may obtain independent legal or other professional advice, within reasonable budgetary constraints.
- 5.2 The Chair of the Audit & Risk Sub-Committee will meet as necessary with the external and internal auditors. The auditors will have direct access to the Chair of the Audit & Risk Sub-Committee to ensure the independence of the audit functions.

### **6. Meetings**

- 6.1 The Audit & Risk Sub-Committee will meet four times a year.

## **7. Attendance**

7.1 The Audit & Risk Sub-Committee shall meet on its own when required.

7.2 Senior staff and others may attend all or part of meetings at the invitation of the committee. Attendees will normally include:

- Head of Finance & IT
- Minute Secretary
- Internal auditor
- External auditor as required
- Other staff as required

7.3 The Audit & Risk Sub-Committee have the right to meet in a closed session with the external and internal auditors as required)

## **8. Quorum**

8.1 A quorum for any meeting will be three Sub-committee members. Co-optees do not count towards the quorum.

## **9. Review date**

9.1 This remit was approved by the Board in February 2020. It can only be amended with the approval of the board. It will be reviewed no later than February 2025.

## APPENDIX 2b

### HR Sub-Committee Remit

#### 1. **Role of the Sub-Committee**

- 1.1 The Human Resources Sub-Committee has been established by the Board to support the delivery of HR-related objectives set out in Paisley Housing Association's (PHA's) business plan, and to advise it on matters relating to HR and human resource matters, including pay and terms and conditions of service, and health and safety, and equalities and diversity matters.
- 1.2 It is a sub-committee of the PHA Board, and is accountable to the Board for the fulfilment of its responsibilities. It has delegated authority to make decisions and approve actions in accordance with this remit and the terms of the approved scheme of delegation of authority, as set out in PHA's Standing Orders.
- 1.3 At all times, the Sub-Committee will ensure that its activities are carried out in accordance with PHA's Rules, Standing Orders, relevant policies, the Scottish Housing Regulator's requirements and expectations, relevant legislation and recognised good practice. The Sub-Committee cannot undertake any functions that are reserved to the Board, nor can it act without the Board's approval on any matters not specifically delegated to it within the terms of this remit.

#### 2. **Membership**

- 2.1 Members of the HR Sub-Committee will be appointed annually by the Board, at its first meeting following the AGM. Appointments to the HR Sub-Committee will normally be for a minimum of three years, subject to continuing membership of the Board and this annual appointment process, in order to gain experience in dealing with staff matters, and to ensure stability and consistency of treatment for employees.
- 2.2 Membership of the HR Sub-Committee will be a minimum of three elected Board members, and a maximum of six members. Not more than a third of its members may be co-optees, and all co-options must be approved by the Board.
- 2.3 The Chair of the HR Sub-Committee will be appointed annually by the Board, and must be an elected Board member, but cannot be the Chairperson of the Board. In the absence of the appointed Chair at a meeting, the remaining members shall elect one of themselves to chair the meeting.
- 2.4 Changes to the membership or Chair of the HR Sub-Committee prior to the next AGM must be approved by the Board.

### **3. Responsibilities**

#### **3.1 General**

- 3.1.1 To oversee the human resources aspects of PHA's business, taking decisions and approving actions in relation to PHA's role as employer in specific areas of delegation.
- 3.1.2 To ensure that PHA is effectively discharging its obligations with respect to health and safety management.
- 3.1.3 To keep under review and improve outcomes in respect of PHA's objective to eliminate discrimination, advance equality and foster good relations in all areas of its work.

#### **3.2 Staff recruitment and induction**

- 3.2.1 To oversee the process for the selection and recruitment of staff, particularly for those roles where management Board members are designated to participate in the recruitment process. To approve significant changes to job descriptions.
- 3.2.2 To receive assurance about the effective application of the staff recruitment and induction policies.

#### **3.3 Appraisal, training and development**

- 3.3.1 To receive assurance about the effective application of the staff appraisal and supervision system, and training and development policies, including reports regarding the implementation and outcome of the annual training plan.

#### **3.4 Pay and terms and conditions of employment**

- 3.4.1 To make decisions about discretionary matters relating to overtime, annual or other leave entitlement, or other issues arising in interpreting the application of the EVH terms and conditions of service - PHA is a full member of Employers in Voluntary Housing (EVH), and as such adopts all relevant pay awards (subject to affordability). Approval of any pay awards is a Board responsibility. All staff are employed under EVH Terms and Conditions of Employment. Any decision about future membership of EVH is the Board's responsibility.

#### **3.5 Grievance, discipline and redundancy**

- 3.5.1 To conduct hearings (normally by a panel of three HR Sub- Committee members designated by the Chair of the HR Committee) and make and communicate decisions on the outcome of all **grievances** at stage 3 of the EVH grievance procedure, all in accordance with the EVH Terms and Conditions of Employment.
- 3.5.2 To administer appropriate stages of the EVH **disciplinary procedure**, including conducting all hearings to address allegations of gross misconduct (normally by a panel of three members - see 3.5.1 above). This

Disciplinary Panel has delegated authority to instruct any appropriate sanction arising from such hearings, up to and including dismissal.

- 3.5.3 Any serious complaint or grievance made against the senior member of staff must be handled in accordance with Appendix 2 of the Scottish Housing Regulator's regulatory guidance on notifiable events. The Chair of the Board should agree with the Chair of the HR Sub-Committee how the matter should be dealt with, and notify the Regulator accordingly. Any necessary independent professional advice should be taken. Normally, this will involve investigation by an independent, external party, and a hearing conducted by the HR Sub-Committee.
- 3.5.3 To conduct and make decisions about appeal hearings (normally by a panel of three members- see 3.5.1 above) for any staff dissatisfied with their **selection for redundancy**, all in accordance with the EVH Terms and Conditions of Employment. Such panel members should take no part in the selection process of those to be made redundant. It should be noted that the Board has responsibility for organisation development matters, including any staff structure reviews or changes to the HR establishment.

### **3.6 Absence management**

- 3.6.1 To oversee the effective application of the absence management system, receiving periodic reports on sickness absence, and the application of agreed policies and procedures to staff with long-term absence.

### **3.7 Health and Safety**

- 3.7.1 To ensure that PHA is fulfilling all its health and safety obligations as set out in the EVH Terms and Conditions of Employment, including reporting of accidents, wearing of protective clothing and first aid training.
- 3.7.2 To ensure that up-to-date versions of all policies and procedures, including the Health and Safety Manual, are available on the staff intranet system, and that updates to the Manual are pro-actively monitored, with appropriate action implemented in a timely way. Also that an appropriate induction/training programme for staff and Board is in place and operating effectively
- 3.7.3 To ensure that periodic independent compliance audits are carried out, and agreed recommendations are followed up and implemented.

### **3.8 Equal opportunities and diversity**

- 3.8.1 To receive assurance on the effectiveness of training programmes and actions taken in pursuit of achieving the objectives set out in PHA's equalities and diversity policies and procedures.

### **3.9 Policy review**

- 3.9.1 To oversee the review of all policies designated within PHA's policy schedule as Human Resources policies, plus any health and safety and equalities policies, including the manner of review, ensuring that the agreed review cycle is maintained, and careful scrutiny of all proposals for change.
- 3.9.2 To agree a final draft of each such reviewed policy, for recommendation to the PHA Board for adoption.

## **4. Accountability and assurance**

- 4.1 The HR Sub-Committee is accountable to the Board for the fulfilment of responsibilities delegated to it under this remit and PHA's scheme of delegated authority, as set out in Standing Orders. Sub-Committee members must receive adequate training to enable them to discharge these responsibilities appropriately.
- 4.2 The Board will obtain assurance on the HR Sub Committee's work via minutes which will be presented for information to the next Board meeting (in draft form, if necessary). The Chair will ensure that key issues are brought promptly to the attention of the Board.
- 4.3 The HR Sub-Committee will conduct an annual self-assessment of the effectiveness of its work, and make changes as appropriate to improve its performance.
- 4.4 The HR Sub-Committee will present a report annually to the Board on its work.
- 4.5 The HR Sub-Committee may obtain independent legal/professional advice, within reasonable budgetary constraints.

## **5. Meetings**

- 5.1 The HR Sub-Committee will meet four times a year.

## **6. Quorum**

- 6.1 A quorum for any meeting will be three full committee members. Co-optees do not count towards the quorum.

## **7. Attendance**

7.1 The HR Sub-Committee shall meet on its own when required.

7.2 Senior staff and others may attend all or part of meetings at the invitation of the committee. Attendees will normally include:

- Chief Executive
- Other staff as required

7.3 The Chief Executive is responsible for servicing this sub-committee, including liaising with the Chair regarding the agenda for meetings; lead responsibility for co-ordinating the preparation and distribution of papers for the meeting according to agreed timescales; and arranging for minute-taking.

## **8. Review**

8.1 This remit was approved by the Board in February 2020. It can only be amended with the approval of the Board, and will be reviewed no later than February 2025.

## APPENDIX 3

### Role of Board Members

#### 1. Introduction

This statement sets out the roles and responsibilities associated with being a Board member of Paisley Housing Association. It should be read in conjunction with the association's Rules and Standing Orders.

Paisley Housing Association is a Registered Social Landlord and a Scottish Charity and is based on the principles of good governance and takes account of (and is compliant with) the expectations of the Regulatory Standards of Governance and Financial Management for Scottish RSLs and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).

Paisley Housing Association encourages people who are interested in the Association and its activities to seek membership of the association. Paisley Housing Association encourages members to seek election as a member of its Board and is committed to ensuring broad representation from the communities that it serves.

#### 2. Key expectations

The Board's role is to ensure that the association is managed in the best interests of its tenants; efficiently, effectively and in accordance with the requirements of the law, regulatory and financial requirements and best practice. The Board should conform to the highest standards of performance and conduct.

The Board operates under the leadership and guidance of the Chair and works in partnership with the Chief Executive and the Senior Management Team.

Paisley Housing Association has agreed a Code of Conduct for Board members, which every member is required to sign on an annual basis.

Each member must accept and share collective responsibility for the decisions taken by the Board. Each Board member is expected to contribute actively and constructively to the work of the association. All members are equally responsible for the decisions made.

Each member must always act only in the best interests of the association, its tenants and other service users, and not on behalf of any interest group, constituency or other organisation. Board members cannot act in a personal capacity to benefit themselves or someone they know.

The roles and responsibilities set out in this statement apply to all members of the Board, including co-opted members.

### **3. Key responsibilities**

The key responsibilities associated with being a Board member of Paisley Housing Association are:

- To oversee and set the long-term strategic direction for the association
- To ensure that the Board fulfils its duties and responsibilities for the proper governance of the association
- To determine and regularly review the association's values, strategic aims and performance standards
- To promote and uphold the association's values
- To ensure the association is adequately resourced to achieve its objectives and meet its obligations
- To approve key policies to allow the organisation to achieve its objectives
- To ensure that performance is monitored and managed through internal controls and delegation
- To ensure that the association operates within and is compliant, with the relevant legal, financial and regulatory frameworks.
- To ensure the management of the Association's resources to ensure the Association's financial well-being, while maintaining rents at a level that tenants can afford to pay.

### **4. Duties and tasks to fulfil the key responsibilities**

- Set the strategic objectives for the association
- Approve policies and plans to achieve those objectives
- Ensure that risks are assessed, reviewed regularly and an effective risk management framework is maintained
- Ensure they receive regular financial information, be satisfied as to the integrity of the financial information, and ensure that lender requirements are complied with
- Approve each year's accounts prior to publication and approve each year's business plan and associated financial plan
- Be satisfied that the association's affairs are conducted lawfully and in accordance with regulatory requirements and accepted standards of performance and probity
- Ensure there are appropriate mechanisms, both internal and external, to verify that the Board receives an accurate picture of how the organisation is performing
- Ensure that internal controls and systems are audited and reviewed regularly
- Determine and oversee a framework of delegation and systems of control

- Monitor the association's performance in relation to plans, budgets, controls, decisions and against the Scottish Social Housing Charter
- Appoint and, if necessary dismiss, the Chief Executive and participate in the appointment of the Management Team
- Attend and participate in reviews of the Board performance, and in an annual review of your individual contribution to the association's governance
- Ensure that tenants, other service users, association members and other stakeholders are effectively engaged with
- Act at all times in the best interests of the association, complying with the code of conduct and ensuring your behaviour as a Board member models the values of the organisation
- Represent Paisley Housing Association positively in the local and wider communities and when attending meetings and other events
- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the Board and sub-committees
- Contribute effectively to discussions and decision making
- Take part in training and other learning opportunities
- Respect and maintain confidentiality
- Treat colleagues with respect and foster positive and effective working relationships within the Board and between the Board and staff
- Be aware of and comply with the restrictions on payments and benefits
- Register any relevant interests as soon as they arise and comply with Paisley Housing Association policy on managing conflicts of interest
- Keep up to date on current developments and thinking in the housing sector

## 5. Time commitment

The annual time commitment for Board members is estimated as equivalent to 14 days, broken down as follows:

- Attendance at up to 10 regular meetings of the Board
- Reading and preparation for Board meetings
- Attendance at up to 8 sub-committee meetings
- Where applicable Reading and preparation for sub-committee meetings and attendance at sub committee meetings
- Attendance at annual planning and review events {including individual review meetings}
- Attendance at Annual General Meeting
- Attendance at openings and site visits
- Attendance at internal briefing and training events
- External training and conference attendance (may include overnight stay or weekend) – these are at the availability of the Board member.

## SCHEME OF DELEGATED AUTHORITY

### 1. Strategy, Policy and Performance

Reserved to Board	Delegated to Sub-committees/PSPS	Delegated to the Management Team
<ol style="list-style-type: none"> <li>1. Approval of the policy of the Association, including changes to existing policy and any new activities.</li> <li>2. Approval of the Association's Business Plan and all other plans or documents that fall within the strategic role of the Board.</li> <li>3. Monitoring and overview of the financial, organisational and service performance of the Association.</li> <li>4. Ensuring that the Association meets its legal, regulatory and constitutional obligations.</li> <li>5. Entering into strategic partnerships, constitutional or otherwise, with other organisations, and agreeing the terms of any agreement for joint enterprises, cross-provision of services, etc.</li> <li>6. Approving group policy of PSPS and controlling its operation within line with the Intra Group Agreement</li> <li>7. Approval of KPI's and monitoring performance of the Association.</li> </ol>	<ol style="list-style-type: none"> <li>1. Monitoring service/business performance for matters within each sub-committee's PSPS's remit.</li> <li>2. Review of policies falling within each sub-committee's remit, and recommendation to Board of any proposed changes.</li> <li>3. Approval and review of operational policies falling within PSPS's remit</li> <li>4. Development , review and adoption of a draft Business Plan and Budget for PSPS</li> </ol>	<ol style="list-style-type: none"> <li>1. Implementation of the Business Plan and other strategies approved by the Board.</li> <li>2. Provision of regular reports to the Board and sub-committees and PSPS in relation to all aspects of the Association's performance.</li> <li>3. Preparation and issue of all information and publicity materials regarding service standards and performance.</li> </ol>

## 2. Governance

<b>Reserved to Board</b>	<b>Delegated to Sub-committees/PSPS</b>	<b>Delegated to the Management Team</b>
<ol style="list-style-type: none"> <li>1. Approval of the Association's membership policy.</li> <li>2. Approval/refusal of applications for membership of the Association.</li> <li>3. Appointment of the Association's office bearers.</li> <li>4. The establishment and dissolution of sub- committees; approval of their remits and delegated powers; and appointment of their members.</li> <li>s. Filling of any casual vacancies, and the appointment/replacement of co-opted members of the Board or sub-committees.</li> <li>6. Removal of PHA/PSPS Board members, where required.</li> <li>7. Approval of the Association's delegated authority arrangements, Standing Orders and Financial Regulations.</li> <li>8. Approval of the creation or dissolution of subsidiaries, and appointment of Board members of subsidiaries and other bodies.</li> <li>9. Approval of discretionary payments and benefits decisions.</li> </ol>	<ol style="list-style-type: none"> <li>1. Monitoring &amp; meeting the requirements of the Registration of PSPS.</li> <li>2. Meeting the requirements placed on PSPS in the Intra Group Agreement</li> <li>3. Monitoring the delivery of the Shared Service Level Agreement</li> <li>4. Approval of PSPS's annual Financial Plan, and any subsequent revisions.</li> <li>5. Approval of quarterly management accounts</li> <li>6. Approval on the Annual Management Fee for PSPS</li> <li>7. Approval of write offs for factoring</li> <li>8. Setting KPIs for factoring</li> </ol>	<ol style="list-style-type: none"> <li>1. Processing of applications for membership.</li> <li>2. Maintaining the Association's register of shareholders.</li> <li>3. Administration and cancellation of shares, as provided for in the Association's Rules.</li> <li>4. Maintaining the Association's Register of Interests, and any other registers required by PHA's Rules.</li> <li>5. Identification of any new legislative requirements and reporting to Board on any failures to meet requirements.</li> <li>6. Complaints handling via the MCHP process and dealing with SPSO.</li> <li>7. Seeking funding for wider role projects.</li> <li>8. Providing services for PSPS as detailed within the Service Sharing Agreement.</li> </ol>

### 3. Financial Management

Reserved to Board	Delegated to Sub Committee/PSPS	Delegated to the Management Team
<ol style="list-style-type: none"> <li>1. Approval of the Association's annual Financial Plan, and any subsequent revisions.</li> <li>2. Approval of quarterly management accounts.</li> <li>3. Ensuring that the Association is meeting its obligations to funders.</li> <li>4. Approval of financial projections and the Association's business plan including overall private borrowing strategy, limits and levels.</li> <li>5. Approval of spending levels beyond those allowed for by sub-committees and staff, including additional borrowing outwith the business plan and/or existing borrowing limits.</li> <li>6. Approval of the annual financial statements, prior to the Association's AGM.</li> <li>7. Approval of any borrowing and the granting of security over the Association's assets.</li> </ol>		<ol style="list-style-type: none"> <li>1. Implementation of the financial policies, plans and strategies approved by the Board and relevant sub-committees.</li> <li>2. Expenditure within the Association's approved budget (subject to the limits specified in the Association's Financial Regulations, policies and procedures), including monitoring and reporting on financial performance.</li> <li>3. Authorisation of expenditure in excess of the Association's approved budget, in emergency situations.</li> <li>4. Authorisation of expenditure and the making of payments, in accordance with the standing orders and financial regulations/procedures.</li> <li>5. The collection, security, banking and recording of all income received by the Association.</li> </ol>

### 3. Financial Management continued

Reserved to Board	Delegated to Sub-committees/PSPS	Delegated to the Management Team
<p>8. Approval of the Buying &amp; Selling Strategy and the disposal of assets.</p> <p>9. Committing, authorising and signing off expenditure/payment by authorised signatories asset out in the Financial Regulations.</p> <p>10. Agreeing the opening and closure of bank or building society accounts, including details of authorised signatories</p> <p>11. Approval of the Treasury Management Policy, and monitoring compliance with same.</p> <p>12. Review of the Association's business continuity and contingency plans, including oversight of testing arrangements.</p>		<p>7. Control of the Association's bank accounts (including payments and the moving of monies by electronic means), in accordance with the Association's Financial Regulations and Procedures</p> <p>8. Treasury management transactions and executive decisions relating to investments and cash management, in accordance with the Association's Treasury Management Policy.</p> <p>9. Payroll administration, control of petty cash and the payment of expenses to the Association's employees Board members within the terms of the relevant policy.</p> <p>10. Administration of taxation payments, including those relating to VAT ( if applicable) , PAYE and National Insurance.</p> <p>11. Approval of write-off of irrecoverable debt.</p>

## 4. Risk Management and Audit

<b>Reserved to Board</b>	<b>Delegated to Audit/ Risk Committee</b>	<b>Delegated to the Management Team</b>
<ol style="list-style-type: none"> <li>1. Approval of the Association's Risk Management Policy.</li> <li>2. Consideration of all matters involving substantive and material risks to the Association's solvency, reputation and ability to meet its statutory and contractual obligations.</li> <li>3. Receipt of the external auditor's Management Letter and approval of the Association's formal response.</li> <li>4. Receipt and approval of a report from the sub-committee on internal controls assurance, including the annual outcome of the internal audit process.</li> <li>5. Formal appointment of the Association's external and internal auditors, and annual re-appointment of external auditor.</li> </ol>	<ol style="list-style-type: none"> <li>1. Monitor implementation of the Association's/PSPS Risk Management Policy, reporting on any substantive and material risks to the - Board</li> <li>2. Selection of the Association's external and internal auditors.</li> <li>3. Issue of external auditor's Letter of Engagement and approval of proposed programme/approach.</li> <li>4. Approval of internal audit needs assessment and programme of internal audit.</li> <li>5. Review external/internal auditor recommendations and the external auditor's Management Letter, make recommendations to the Board regarding the response to that Letter, and monitor implementation of agreed recommendations.</li> <li>6. Keep under review the effectiveness of internal control systems.</li> <li>7. Monitor the effectiveness of external and internal audit services.</li> <li>8. Instruct investigations into any irregularities or failures in PHA/PSPS management and control systems.</li> </ol>	<ol style="list-style-type: none"> <li>1. Implementation of the Association's Risk Management Policy and procedures, including preparation and Technical Services of risk maps.</li> <li>2. Routine liaison with the external and internal auditor.</li> <li>3. Implementation of auditors' recommendations and submission of monitoring/progress reports to Audit &amp; Risk Sub-Committee.</li> </ol>

## 5. HR, Employment and Health and Safety

Reserved to Board	Delegated to HR / Committee	Delegated to the Management Team
<ol style="list-style-type: none"> <li>1. Appointment and appraisal of PHA's Chief Executive.</li> <li>2. Approve the Association's human resources, health and safety and equality and diversity policies.</li> <li>3. Approval of staff structure changes, including any permanent increases or reductions in HR establishment.</li> <li>4. Approval of the Association's pay structure and terms and conditions of employment, including any annual pay increase.</li> <li>5. Approval of Association's Pension scheme options available to staff.</li> <li>6. Approval of HR's recommendation of CE's unpaid Leave.</li> </ol>	<ol style="list-style-type: none"> <li>1. Review of the Association's human resources policies, making recommendations to Board about any significant proposed changes.</li> <li>2. Appointment of PHA's SMT.</li> <li>3. Make decisions on discretionary areas in the EVH terms and conditions of employment including overtime payments, annual or other leave entitlement and individual job re-evaluation matters.</li> <li>4. Review of Health and Safety Policy and monitoring of compliance with the Association's obligations.</li> <li>5. Oversight of the Association's action plans, training, etc to achieve compliance with the Association's equality and diversity policies, objectives and legal obligations.</li> <li>s. Consider and decide grievance, disciplinary or appeal against redundancy selection cases needing committee involvement, including the power to impose any appropriate disciplinary sanction, including dismissal.</li> </ol>	<ol style="list-style-type: none"> <li>1. Recruitment and employment of temporary staff (provided recruitment is within the approved HR budget).</li> <li>2. Advertising job vacancies (established and temporary posts).</li> <li>3. Recruitment and selection of staff (other than the Association's Chief Executive and Management Team members), for Grades 1 to 8 including promotions and temporary posts.</li> <li>4. Issuing of employment contracts.</li> <li>5. All operational human resources management issues which fall within the conditions of service and the Association's established policies.</li> <li>6. Payroll and pension's administration and payment of staff expenses and overtime payments.</li> <li>7. Grievances and disciplinary action (excluding matters relating to the Chief Executive and individual cases requiring Board/committee involvement).</li> </ol>

## 5. HR, Employment and Health and Safety continued

Reserved to Board	Delegated to HR Committee	Delegated to the Management Team
	<ul style="list-style-type: none"> <li>6. Oversight of recruitment, including arrangements for interview panels and for promotions; selection of senior staff.</li> <li>7. Authority to obtain independent legal or other professional advice, subject to budgetary provision.</li> <li>8. Approval of CE's request for unpaid leave, flexible working, working from home etc..</li> <li>9. Approval of SMT unpaid leave once CE approved.</li> </ul>	<ul style="list-style-type: none"> <li>8. Operational management of the Association's responsibilities as an employer in relation to health and safety management.</li> <li>9. Appraisal of SMT by Chief Executive.</li> <li>10. Appraisal of Staff by SMT.</li> <li>11. Approval of staff requests for unpaid leave, flexible working, working from home, etc</li> </ul>

## 6. Housing Services

Reserved to Board	Delegated to sub committees/PSPS	Delegated to the Management Team
<ol style="list-style-type: none"> <li>1. Approval of annual rent, service charge and other management charge increases.</li> <li>2. Approval of Information Sharing Protocols and Partnership Agreements with third parties</li> <li>3. Approval of the granting of tenancies or other tenancy-related matters in connection with the Association's Entitlements, Payments and Benefits Policy.</li> <li>4. Approval of all housing management related policies and service standards.</li> <li>5. Approval and monitoring of strategies for service development and improvement.</li> <li>6. Approval of the overall terms of the Association's tenancy agreement and other occupancy agreements.</li> <li>7. Approval to enter into management agreements or leases with third parties relating to housing properties.</li> <li>8. Scrutiny of performance and levels of tenant satisfaction in connection with the housing service.</li> </ol>		<ol style="list-style-type: none"> <li>1. Interpretation and implementation of the policies and service plans approved by Board.</li> <li>2. Management of empty properties.</li> <li>3. The allocation of properties, unless prior Board approval is required under the Entitlements, Payments and Benefits Policy.</li> <li>4. The provision of accommodation for homeless persons, under Section 5 of the Housing (Scotland) Act 2001 &amp; nominations.</li> <li>5. The granting and signing of Scottish Secure Tenancies, Short Scottish Secure Tenancies and any other forms of occupancy agreement approved by Board.</li> <li>6. All matters relating to the management of tenancies.</li> <li>7. The provision of tenancy support services in accordance with the Association's policies and budgetary arrangements.</li> <li>8. Making all statutory payments to tenants and any discretionary payments within the terms of the Board's policies.</li> </ol>

## 6. Housing Services continued

Reserved to Board	Delegated to Sub-committees/PSPS	Delegated to the Management Team
<p>9. Approval of any proposal for eviction of any of the Association's tenants.</p>		<p>9. All matters relating to the collection of rents, service charges and factoring charges, arrears recovery, including issuing NOSPs, instructing court action including seeking &amp; instructing eviction.</p> <p>10. Enforcement of decrees for eviction.</p> <p>11. Implementation of the Customer Engagement Strategy.</p> <p>12. All matters relating to neighbour relations and anti-social behavior, in accordance with approved policies, including initiation of ASBOs or equivalent.</p> <p>13. The management of leases and management agreements with third parties.</p> <p>14. Delegation for the writing off of tenant or former tenant arrears, and rechargeable repair cost</p>

## 7. Technical Services

Reserved to Board	Delegated to sub - committees/PSPS	Delegated to the Management Team
<ol style="list-style-type: none"> <li>1. Approval of the Association's annual revenue and capital budgets for repairs and planned Technical Services works, and their related works programmes.</li> <li>2. Approval of the Association's overall asset management strategy and all other Technical Services-related policies.</li> <li>3. Settlement of any contractual claims.</li> <li>4. Approval of the Association's procurement and tendering policies.</li> <li>5. Approval of consultant and contractor procurement lists, including any additions and deletions.</li> <li>6. Approval and monitoring of the Association's Scottish Housing Quality Standards and EESSH delivery plans.</li> <li>7. Approve the Association's Landlord Safety Role and monitoring of compliance with the Associations obligations.</li> </ol>		<ol style="list-style-type: none"> <li>1. Adding contractors to the Association's approved list on a trial basis pending full acceptance onto approved list.</li> <li>2. Preparation of reports and recommendations on additions to or removal from approved list of consultants and contractors.</li> <li>3. Selection and appointment of contractors and consultants within approved delegation/Financial Regulations.</li> <li>4. Instructing all repairs and Technical Services works, within the budgets approved by the Board and in accordance with the Financial Regulations</li> <li>5. Implementation of gas servicing programme and all related matters, reporting to Board on performance against targets and any failure to meet the Association's legal obligations.</li> <li>6. Implementation of the Estate Management Policy and all expenditure relating to estate management services, within the budget approved by the Board.</li> </ol>

## Technical Services Continued

Reserved to Board	Delegated to sub-committees/PSPS	Delegated to the Management Team
		<ul style="list-style-type: none"> <li>7. Instructing all works for which the Association is responsible under the Tenancy agreement, including those of an emergency nature.</li> <li>8. Applying the Tenant Recharge Policy.</li> <li>9. Quality Management &amp; Inspections.</li> <li>10. Preparation and issue of all information and publicity of service standard and performance.</li> <li>11. Approval/refusal of alterations, improvements and adaptations.</li> <li>12. Ensuring compliance with Health &amp; Safety obligations including keeping the HR Sub Committee/Board informed of any failure to meet obligations.</li> </ul>

## 8. Development

Reserved to Board	Delegated to sub-committees	Delegated to the Management Team
<ol style="list-style-type: none"> <li>1. Approval of the Association's land development strategy.</li> <li>2. Purchase of any land and buildings for development.</li> <li>3. Approval of any new development projects, including financial appraisal, housing mix, procurement strategy and methods, appointment of professional consultants, acceptance of HAG offers and entering into and signing construction contracts.</li> <li>4. Approval of any development partnerships with other housing associations.</li> <li>5. Settlement of contractual claims.</li> <li>6. Approval of all development-related policies, including design and specification standards.</li> <li>7. Monitoring of development progress, including scheme and contract expenditure, performance against grant planning targets, etc.</li> <li>8. Approval of additional expenditure on individual contracts, in excess of any delegated authority to staff.</li> </ol>		<ol style="list-style-type: none"> <li>1. Authorising applications for statutory permissions and consents.</li> <li>2. Selection of consultants and contractors, development agents, etc. subject to Board approval</li> <li>3. Supervision and performance review of professional consultants.</li> <li>4. Issuing client instructions to the Association's professional consultants and contractors, as required.</li> <li>5. Monitoring contract costs and progress</li> <li>6. Making HAG submissions to the relevant authority</li> <li>7. Approval of home loss or disturbance payments.</li> <li>8. Submission of applications for consent from the Scottish Housing Regulator.</li> <li>9. Ensuring compliance with the Association's health and safety obligations, including the preparation of health and safety plans and files.</li> </ol>

## Development Continued

Reserved to Board	Delegated to sub-committees	Delegated to the Management Team
		<p>10. Notifying the Board of any failure to meet the Associations' statutory or contractual obligations, or of any circumstances where contracts are affected by material delays and/or cost increases in relation to the approved programme and contract sum.</p> <p>11. Approval of additional contract expenditure or other development-related expenditure, as provided for in the Financial Regulations.</p> <p>12. Conducting a risk review in connection with ant proposed new project, reporting risk scores and planned mitigation action as part of the project approval process.</p>

## 9. Approval, signing and submission of formal documents, and other matters

Reserved to Board	Delegated to Chair / Office Bearers	Delegated to the Management Team
<ol style="list-style-type: none"> <li>1. Approving annual returns to Scottish Government, OSCR, Scottish Housing Regulator and Financial Conduct Authority.</li> <li>2. Agreeing authorised signatories for the purpose of completing legal documents with lenders, where the company seal is used, signing the annual financial statements, and generally entering into contracts on behalf of PHA.</li> </ol>	<ol style="list-style-type: none"> <li>1. Signing approved annual returns.</li> <li>2. Signing approved legal documents and agreements, in accordance with agreed delegation arrangements.</li> <li>3. Line management of Chief Executive (Chair)</li> <li>4. Approval of draft minutes of board / sub-committee meetings. (Chair of the meeting)</li> </ol>	<ol style="list-style-type: none"> <li>1. Submitting signed annual returns.</li> <li>2. Signing agreed contracts, in accordance with the delegated authority agreed by the Board.</li> <li>3. Submission of returns to the Financial Conduct Authority.</li> <li>4. Making statements to the press or other public statements on behalf of PHA ( Chief Executive only)</li> <li>5. Preparation and issue of general, board and sub-committee meeting notices, agendas and papers, in consultation with meeting Chair.</li> </ol>