



**STANDING ORDERS  
(INCLUDING REMITS & DELEGATED AUTHORITY)**

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# **CRAIGDALE HOUSING ASSOCIATION LTD**

## **STANDING ORDERS (INCLUDING REMITS & DELEGATED AUTHORITY)**

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## **Standing Orders (Including Remits & Delegated Authority)**

### **Purpose of these Standing Orders**

1. These are the Standing Orders for Craigdale Housing Association. The Standing Orders set out the Association's governance structure and procedures. They provide a framework for the effective management of the Association's business.
2. The Standing Orders are part of a wider governance framework which includes:
  - The Association's Rules, which are based on the Scottish Federation of Housing Association's (SFHA) 2020 Model Rules.
  - The remit of the Board and other Committees (Appendix 1).
  - The Association's Scheme of Delegated Authority (Appendix 2).
  - The Declaration of Interest (Appendix 3).
3. Nothing in these Standing Orders (or any subsequent alteration or amendment) shall be taken to permit Board Members or Staff to act in contravention of the Rules or any statutory obligations or Regulatory Requirements.

### **Election, Skills Assessment & 9 Year Appraisal of Board Members**

4. The Association's Rules set down that Members of the Board shall be elected in accordance with an Election Process involving the Association Members, as set out in paragraphs 39.1 to 41 of the Rules.
5. In addition to the above a Member of the Association cannot be elected on to the Board if someone, 'closely connected' to them is already a Board Member. This will avoid potential conflicts of interest. 'Closely connected' in this circumstance is defined as (1) Members of the Member's household and (2) people closely associated with the Member. The Code of Conduct for governing body Members provides a full definition of people deemed as closely connected, as does The Declaration of Interest (Appendix 3).
6. The Board can co-opt to the Board or to any Committee anyone it considers is suitable to become a Board Member or Member of a Committee. Co-optees may not stand for election, nor be elected as an Office Bearer. Rules 42.1 to 42.3 apply to co-optees.
7. The Board Members are subject to the Regulatory Standards of Governance and Financial Management as published and amended by the Scottish Housing Regulator (SHR) from time to time.
8. So that the Association may satisfy itself that its Board Members meet these Standards, the Association has adopted an annual skills assessment and 9-year appraisal process. This process should ideally operate to a timetable that will ensure that its outcomes meet the needs of the Annual General Meeting (AGM) Election Forum process as set out in the governing body's Governance Framework below:

<b>Annual General Meeting: Election Process</b>		
<b>Stage</b>	<b>Event</b>	<b>Date</b>
1.	Recruitment of new Members as required	March/June
2.	Notice of Board Members due to Retire	August
3.	Board meeting to finalise AGM arrangements	August
4.	Notice of AGM to Shareholders	28 days before AGM
5.	Notice of Election Process: Call for nominations	28 days before AGM
6.	Issue Proxy Form to Members	28 days before AGM
7.	Deadline for nominations	21 days before AGM
8.	Deadline for proxy form	5 days before AGM
9.	Final notice of AGM	14 days before AGM
10.	AGM	September
11.	Business Planning Away Day	October
12.	Board Skills Assessments & 9 Year Appraisals (from 2017)	January/February
13.	Appraisal Report to Board	March/April

## **Role and Remit of the Board**

9. The Board is the Association's governing body. Its central role is to direct and control the Association's work. The Board is responsible for determining strategic direction and policies; for establishing and overseeing the control and risk management framework, and for ensuring that the Association achieves its aims and objectives. The Board's remit is provided at Appendix 1. The powers of the Board are detailed in Rules 45 to 47.

## **Delegation to Committees**

10. To ensure that the Association's business is managed efficiently, the Board will delegate some of its powers to Committees, as described in the Rules (Rule 58 applies) and these Standing Orders.

11. The following Committees have been established to carry out such functions as referred or delegated to them by the Board:

- Audit & Assurance Committee
- Policy Committee
- Staffing Committee

12. The Remit of each Committee shall be agreed by the Board. Committee Remits shall be reviewed by the Board as part of these Standing Orders. The Committee Remits are provided at Appendix 1.
13. The Board may also appoint from time-to-time special Committees to carry out such functions as may be referred or delegated to them. The Remit of special Committees will be agreed by the Board.

## **The Board Membership (The Board and Committees)**

### **The Board**

14. The Members of the Board will be elected in accordance with the arrangements described in the Association's Rules. See Rules 43 and 44.
15. The Board will have a minimum of 7 and a maximum (including co-optees) of 12 Members. The Board cannot act for longer than 2 months if its Membership falls below 7. This is a Notifiable Event to the SHR. If at the end of this period, the Board has not found new Members or appoint co-optees then the only power it will have is to act to bring the Board numbers up to 7.
16. If an elected Board Member leaves the Board, a casual vacancy will be created. The Association's general policy will be to leave casual vacancies unfilled till the AGM, unless filling the vacancy is essential for the overall operation of the Board.
17. If a Board Member requires a leave of absence from the Board for personal or other reasons, they should write to the Secretary requesting a leave of absence and this must be approved by the Board and duly recorded in the Minutes. The initial request for leave of absence should be for no more than three months (unless for maternity reasons, leave will be extended to six months), at the end of which it must be reviewed by the Board. Any further extension may not exceed a further three-month period, meaning leave of absence will have a maximum period of 6 months and 9 months for maternity leave.
18. If there are vacant places on the Board, and should the Board decide that filling a place or places by co-option is appropriate, the Board may seek to use co-options to make the Board more representative of the local community and/or recruit people with specific skills or knowledge which are relevant to the Association's work. Examples of individuals meeting these criteria might include:
  - People from sections of the local community which are under-represented on the Board.
  - People with business, governance, financial or professional skills who work in Castlemilk but live outside the area of operation.
  - Other people with relevant business, governance, financial or professional expertise, regardless of their place of residence.
19. Co-opted Members cannot make up more than one-third of the Board or Committee Members at any one time. See Rule 42.3.

## **Committees**

20. The Membership of each Committee shall be decided by the Board following the AGM. The Board may adjust Committee Membership during the course of the year as necessary for the proper conduct of the Association's business.
21. Under normal circumstances there is an expectation that Members will serve on at least one of the Committees. This expectation is subject to the personal circumstances of individual Board Members which will be taken into account by the full Board over the course of the year.
22. At the first meeting of each Committee after the AGM, a Chair will be elected by the Members of that Committee to chair the Committee meetings for the following year.
23. The Chair and Secretary of the Association will, attend where possible all Board Meetings, in addition to any other special Committees that the Board agrees (Rules (59.3.1) states the Secretary should attend all Committee meetings. The Board agreed that this would be too onerous on the Secretary to attend all Committee meetings as well as Board meetings and have relaxed this Rule).

## **Delegation to the Chief Executive Officer (CEO) and other Members of Staff**

24. As a matter of policy, the Association has decided that no Member of Staff may become a Member of the Association as this is regarded as a conflict of interest as per Rule 7.2. Any existing Member who subsequently becomes employed by the Association will have their Membership suspended for the duration of their employment.

The role of the Association's Chief Executive Officer (CEO) is to act as the Board's principal executive adviser on operational matters and (in conjunction with the Chair) on strategic issues, and to be responsible and accountable to the Board for the effective implementation by the Staff team of the Board's decisions and policies.

25. The Scheme of Delegated Authority and the Board/Committee Remits that form part of these Standing Orders set out the levels of delegated authority and responsibility that apply to (see Appendix 2):
  - The Board
  - Committees
  - Senior Staff [known within Craigdale as the Senior Management Team (SMT)]
26. Subject to these reservations and restrictions, the CEO is authorised and empowered to manage the Association and to direct its operations. The CEO is responsible and accountable to the Board for the work of the Association's Staff team.

## Board & Committee Meetings

### Frequency of Meetings

27. The Board will normally meet at least ten times per year and normally on the last Monday of each month at 6.00pm. The Board does not normally meet during the months of July and December.
28. Meetings shall last no longer than 2 hours.
29. The Association's Board and Committees will normally meet as set down by the Meeting Calendar detailed below, although flexibility will be required to meet business needs:

<b>ANNUAL MEETING CALENDAR</b>						
Month	The Board (Monthly)	Audit & Assurance Committee (Quarterly)	Policy Committee (Quarterly)	Staffing Committee (6 monthly & as/when required)	Business Away Days (6 Monthly)	
January	✓					
February	✓	✓				
March	✓		✓			
April	✓			✓	✓	
May	✓	✓				
June	✓		✓			
July						
August	✓	✓				
September	✓		✓			
October	✓			✓	✓	
November	✓	✓				
December			✓			

30. The Meeting calendar will allow for one Business Away Day to be held during the year and they should take account of, for example: Budget review & setting; governance compliance and self-assessment and business planning and risk. Board Members and Staff are expected to attend these Away Days.
31. Other Committees of the Association, which may be established from time to time in accordance with the Rules and these Standing Orders, will meet in accordance with their Remit and delegated authority.
32. Special Meetings of the Board may be convened in accordance with Rule 56.
33. Meetings can take various formats: Members being present in the Board Room at the Association's office, submit comments by email, telephone or proprietary online meeting software as long as the Member's identity is confirmed.

## **Notice of Meetings/Agendas**

34. The Secretary will normally give written notice of all standard meetings agreed by the Board on an annual basis after the AGM (see annual meeting calendar, meeting schedule is attached to Board agenda's).
35. Meetings in addition to the normal schedule, or where changes have been made to the meeting calendar, will require seven days' notice to Board Members.
36. Agendas and reports will normally be issued no less than five and normally no more than seven days prior to any meeting. While every effort will be made to ensure that reports are circulated within these timescales, late circulation of a report will not prevent the Agenda item being discussed, if a majority of the Board or Committee Members present at the meeting agree to accept and discuss the report.
37. No business, other than items on the Agenda, will be considered without the consent of two thirds of those present.
38. If a Member of the Board wishes to have an item(s) included on the Agenda for discussion/motions then this should be intimated to the Chair, at least seven days prior to the meeting so that the item can be included on the Agenda.
39. Prior to the Agenda being prepared (and prior to the actual meeting) the CEO or relevant Senior Management Team Member should discuss with the Chair to confirm the Agenda and order of business, and to clarify the matters requiring decision.
40. All paperwork relating to meetings will be issued through the Boards Portal or in hard copy, depending on each individual Member's preference and with the exception of confidential reports. Members who wish to receive papers electronically will be provided with a laptop or equivalent. The laptop will remain the property of the Association at all times; is for the Board Member's sole use; must only be used for Association business and must be returned to the Association if the Member leaves the Board, or no longer wishes to receive papers electronically. Reference should be made to the Association's Information, ICT& Governance Policy.
41. Where a report is private and confidential, it will either be sent to Board Members by post in an appropriately marked envelope, sent electronically but password protected or will be tabled at the meeting. Only a small number of reports are private and confidential and are normally those that contain sensitive or confidential information relating to Staff, consultants/ contractors or sensitive strategic/governance issues.

## **Committees**

42. All of the procedures set down at 29 – 43 above shall apply to the meetings of all Committees.

## **Attendance by Staff Members**

43. Staff as and when required will attend the Board/Committee meetings or submit written reports as requested by the Board, Chair, Secretary or CEO. The CEO and Corporate Manager will normally attend Board meetings.

44. A member of the Senior Management Team will normally attend relevant Committee meetings along with other Staff as deemed appropriate. The CEO will normally attend the Audit & Assurance Committee as well as the Staffing Committee.

### **Admission of Members of the Public to Meetings**

45. Members of the public will generally not be admitted to the Board or Committee meetings. Exceptions to this are:

46.1 If a Member of the public wishes to be heard by the Board they should submit a written request to the Secretary and the person may appoint a representative to speak on their behalf. They will be present during the meeting for the specific item only.

46.2 If a potential Board Member has asked to observe a meeting of the Board, this is permissible. However, the potential Board Member will not be allowed to participate in the meeting and will not be allowed to observe any private and confidential matters.

### **Proceedings at Board Meetings (including Committees)**

#### **Quorum Requirements**

46. For the Board meetings to take place, four Members (excluding co-optees – Rule 42 applies) will form a quorum. Where a meeting becomes inquorate after the start (this includes virtual and telephone meetings), the meeting shall be adjourned.

47. The quorum for all Committees shall be three Members (excluding co-optees). Where the meeting becomes inquorate after the start (this includes virtual and telephone meetings), the meeting will be adjourned.

#### **Voting and Decisions**

48. Where a motion is proposed and seconded by two Board Members present at a meeting, and where another Board Member indicates an amendment, the matter shall be decided by a vote of those Board Members present.

49. Voting shall be by a show of hands, unless otherwise directed by the Chair.

50. The number of votes cast for and against the motion or amendment shall be recorded in the Minute as shall the number of any abstentions.

51. The Chair will abstain from voting however, the Chair will have a casting vote in the event of a tied vote.

52. Co-optees can vote at Board and Committee meetings on all matters except those which directly affect the Rules, the Membership of the Association or the election of the Association's Office Bearers. Rule 42.2 applies.

53. Any Member may ask for their dissent from any motions or decisions to be recorded within the Minute.
54. Resolutions duly moved and seconded that do not attract an amendment shall be deemed passed without dissent.
55. Decisions made by the Board will stand on record for at least six months and will not be discussed, questioned or put to a second vote within that period unless there are exceptional circumstances and only then with the consent of two-thirds of those present.

### **Power of Veto**

56. As the governing body, the Board retains a power of veto against any decisions made by a Committee. However, in some instances, it may be difficult to exercise the power of veto if Staff have already acted upon the Committee's decision and committed the Association to a certain course of action.
57. Exercising a power of veto should not occur (or should only occur extremely rarely) in a well-functioning governing body with clear and appropriate delegated authorities (see Appendix 2).
58. In the event that the Board does wish to veto a decision, the extent to which the Committee's decision has been enacted will need to be ascertained. If it is possible for the Association to "reverse" its decision without financial loss, reputational loss or threat of court action or triggering a Notifiable Event to the SHR, then the CEO will take steps to do this at their earliest convenience acting on instruction from the Board.
59. Where the decision has been actioned and it is not practical to reverse it, the Board will accept the Committee's decision. In such circumstances, the steps leading to the decision will be investigated and any appropriate follow-up action taken.

### **Adjournment**

60. The Board may adjourn meetings. A motion for adjournment by two thirds of the Members attending the meeting will take precedence over all other motions.
61. When an adjourned meeting is resumed, proceedings will commence at the point at which they were broken off at the adjournment.
62. The time of a reconvened meeting may be agreed as part of the adjournment motion, failing which it shall be decided by the Secretary.

### **Time Management of Meetings**

63. The decision of the Chair, Vice Chair or other person presiding at a meeting, on length of speeches, debate and closure of debate, is final. The Chair, Vice Chair or other person presiding at a meeting will seek to ensure that all Board Members are given adequate opportunity to debate all items on the agenda.

64. All Board business, including all Committees, should not exceed two hours.
65. In exceptional circumstances, the meeting may be extended by a motion for suspension of Standing Orders supported by two thirds of those present. Any extension shall be for a maximum of 30 minutes and discussion will be limited to the particular item under consideration at the point of suspension of standing orders.
66. The minutes of previous meetings will be taken as read, except those items that appear on the agenda

### **Correspondence**

67. Committees have delegated authority to consider items of correspondence appropriate to their Terms of Reference and Remit depending on timing of meetings, i.e. if a Committee meeting has just been held and correspondence received requires urgent action the correspondence would be presented to the Board.

### **Any other Competent Business**

69. Any other competent business should be intimated to the Chair prior to the start of the meeting, if possible giving at least 24 hours' notice.
70. The Chair will rule on whether the business is competent for discussion and/or decision at the meeting. The Chair will report this decision to the meeting concerned. It will be open to the meeting, on the basis of a majority decision, to reverse the Chair's decision or allow immediate discussion and/or decision.
71. Other business may be referred to a future meeting or delegated to the appropriate Committee or Staff Member.

### **Business Conducted under Closed Session**

72. Where Board business is of a confidential nature, the business will be conducted in a closed session and a separate confidential Minute will be produced. Staff Members other than the CEO and/or their substitute will normally leave the meeting during any confidential items. If the agenda item directly concerns the CEO and/or it would be inappropriate for them to be present, the CEO will also withdraw from the meeting.

### **Conduct of Members at Board/Committee Meetings**

73. Board Members, including Co-optees must observe the governing body's Code of Conduct at all times when attending Board/Committee meetings. In particular, all Members must:
  - Conduct themselves in a courteous and business-like manner.
  - Show respect for the authority of the Chair of a meeting.
  - Show respect and consideration towards other Board Members, the Association's Staff, and anyone else attending a meeting.

74. During Board meetings, the Chair of the meeting is responsible for determining if a Board Member, or a number of Board Members, are acting in a way that is contrary to the Association's Code of Conduct for Board Members. The Chair, at their discretion, or in response to a request from another Board Member can censure a Board Member, or Members, on account of their behaviour at the meeting and request that the inappropriate behaviour ceases.
75. In the event of a failure to comply with such a request, or where the breach of the Code of Conduct, in the opinion of the Chair, is sufficiently serious, the Chair at their discretion, or in response to a request from another Board Member, can propose a resolution to the Board that the Member or Members in question be excluded from the remainder of the meeting. Such a resolution, if seconded, will be voted on immediately by the remaining Board Members who are not the subject of the resolution and shall be decided by a majority vote of such remaining Members. If the motion is carried, the Board Member or Members concerned must then leave the meeting.

## **Minutes of Meetings**

### **The Board**

76. A Minute of the Board meeting will be taken under the authority of the Secretary. The Secretary will normally delegate the task of preparing the Minute to a Member of Staff.
77. A Minute of the Board meeting will be prepared as a draft and submitted to its next meeting for adoption.
78. To be approved as a correct record of the meeting, the Minute must be accepted by the Board following a motion proposed and seconded by two Members who were present at the relevant meeting. Once approved, and inclusive of any amendments, the final Minute shall be signed by the Association's Chair and retained as the official record of the Association.

### **Committees**

79. Minutes of Committee meetings will be taken by Staff Members.
80. Minutes of each Committee meeting should be presented to the next following Board meeting for approval along with all papers that require ratification to ensure that all members are aware of the content of Committee business. Members present at the Board meeting that were also present at the Committee meeting can highlight key discussions and decisions.
81. Committee Minutes may only be moved and seconded by Members who were present at that meeting.
82. Once approved, and inclusive of any amendments, the final Committee minute shall be signed by the Committee's Chair and then retained as the official record of the Association.

## **All Meetings**

84. Only Members in attendance for the full meeting may move adoption of the Minute. A motion or the approval of a Minute of a meeting, or any part of such a Minute will be considered as an original motion. Any motion involving alteration or rejection of such a Minute shall be dealt with as an amendment.

## **Circulation of Minutes**

85. All Minutes shall take the form of 'draft minutes' until they have been passed by the Board.
86. All Minutes subsequently passed/noted by the Board shall be recorded as such and shall form the official record of the Association.

## **Publication of Minutes**

87. Only the Minutes of the Board meetings will be published on the Association's website following their adoption and shall be available to all Members of the public.
88. Any matters of a confidential or business sensitive nature will be removed from Minutes before publication on the website or made available to Members of the public.
89. The minutes of Committee meetings will not be published on the website however can be requested under Freedom of Information.
90. A separate Minute will be produced for any items of business which have been discussed in a closed session, because the item is confidential or commercially sensitive. Minutes of business discussed in a closed session will only be available to Board Members, and to any Members of Staff who need to have access to the Minutes to implement Board or Committee decisions.

## **Office Bearers & Governing Body Members**

91. The Association shall have four office bearers elected from the Board.
  - Chair
  - Vice Chair
  - Secretary
  - Treasurer
92. These office bearers shall be elected by the Board at the first Board meeting after the Annual General Meeting.
93. The SFHA's Model role descriptions for governing body members and office bearers are attached in Appendix 4, therefore forming part of these Standing Orders.

## **Remit of Chair**

94. The Chair is elected by the Board from among its Membership after each AGM to serve until the next AGM in terms of Rules 59.5 and 59.6.
95. The Chair may be re-elected but may not hold office continuously for more than 5 consecutive AGM's. On expiry of 5 continuous terms of office, the retiring Chair will not be eligible for election as Chair during the following 12 months.
96. The Chair may not serve as the Chair of a Committee.
97. The Chair is responsible for the leadership of the Board and ensuring its effectiveness in all aspects of the Board's Remit and to ensure that the Board properly discharges its responsibilities as required by law; Regulatory Requirements; the Rules and the Standing Orders of the Association.
98. The Chair will be delegated by the Board such powers as is required to allow them to properly discharge the responsibilities of the office. The role of the Chair is detailed in Rule 59.5 and as per the Role Description in Appendix 4. Among the responsibilities of the Chair are that:
  - Rule 59.5 applies.
  - The Board works effectively with the CEO and Senior Management Team.
  - The agenda for each meeting is set.
  - Meetings are conducted effectively.
  - Minutes are approved and decisions and actions arising from meetings are implemented.
  - The Standing Orders, Code of Conduct for Board members and other relevant policies and procedures affecting the governance of the Association are complied with.
  - Where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings.
  - The Board monitors the use of delegated powers.
  - The Board received professional advice when it is needed.
  - The Association is represented at external events appropriately.
  - Appraisal of the performance of Board members is undertaken, and that the CEO's appraisal is carried out in accordance with the agreed policies and procedures of the Association.
  - The training requirements of Board members, and the recruitment and induction of new Board members is undertaken, and
  - authorises the CEO's expenses and holidays.
99. During Board meetings the Chair may speak to any particular motion. However, where challenged, they may be required to leave the Chair until the matter has been dealt with. The Vice Chair or Secretary will act as Chair until the matter has been dealt with.
100. The Chair will abstain from voting however the Chair has a casting vote in the event of a tie.
101. The Chair, where possible is an automatic Member of every Committee. The Chair shall not, however, be entitled to election as Chair of a Committee.

102. The Chair has power in an emergency situation to take decisions subject to reporting to the first Board meeting thereafter. If in the view of the Chair the matter in question is of major importance to the Association, the decision shall be referred to an Emergency Committee comprising those office bearers who are available within the required timescale. Any such decision shall be reported to the first Board meeting thereafter for ratification. Also refer to Section 143 to 145 (Emergency Decisions).
103. The Chair has power in an emergency situation to interpret the delegated authority functions of a Committee.

### **Remit of the Vice Chair**

104. The Vice Chair is elected by the Board from among its Membership after each AGM.
105. The general role of the Vice Chair is, in the absence of the Chair, to fulfil all the duties referred to in section 94 to 103 and as detailed in the role description contained in Appendix 4.
106. In terms of succession planning the Vice Chair shall undertake appropriate training in order to be ready to stand as a future Chair of the Association when this position becomes vacant.

### **Remit of the Secretary**

107. The Secretary shall be elected by the Board at the first meeting following the AGM.
108. The Secretary's duties, which are detailed in Rules 59.3 & 59.4 and as per the Role Description in Appendix 4, include the following (these duties can be delegated to an appropriate employee with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner):
  - Calling and going to all meetings of the Association and all the Board Meetings, including Committee meetings.
  - Keeping the Minutes for all meetings of the Association, the Board and Committees.
  - Sending out letters, notices calling meetings and relevant documents to Members before a meeting.
  - Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator.
  - Ensuring compliance with the Association's Rules.
  - Keeping the Register of Members and other registers required under the Association's Rules.
  - Supervision of the Association's seal.
  - At the last Board meeting before the AGM, confirm in writing to the Board that Rules 62 to 67 have been followed and if not the reason why.

109. The formal duties of the Secretary are as set out in Rule 59.3. The Board has agreed, however, that some of the undernoted tasks shall be delegated to the Association's CEO on behalf of the Secretary:

• To call meetings	CEO
• To prepare agendas	CEO
• To keep Minutes	CEO
• To maintain register of Members, seal register etc.	CEO
• To sign documents on behalf of the Association	CEO
• To take charge of the Seal	CEO
• To issue share certificates to new Members	CEO
• To ensure that statutory returns are made	CEO

110. The CEO may in turn delegate responsibility for the above mentioned tasks in section 109 to a Member of the Senior Management Team (see Appendix 2); however responsibility for completion of the tasks will remain with the CEO.

111. The Secretary shall not, be entitled to stand for election as Chair of a Committee.

112. Where the Chair or Vice Chair is unavailable, the Secretary has authority in an emergency situation to make decisions subject to reporting to the first Board meeting thereafter. Reference should be made to sections 94 to 106 and 143 to 145.

### **Remit of the Treasurer**

113. The Treasurer shall be elected by the Board at the first meeting following the AGM.

114. The Treasurer's duties include the following:

- Checking registers as listed in the Financial Regulations and not otherwise the responsibility of the Secretary, such as the disposals register and fixed asset register.
- To make decisions on finance which require urgent action in between Board meetings in order to facilitate operations, so long as any such decision is clearly within the terms of the Association's policies and procedures, has no financial implications out with the agreed budgets and is clearly within the Treasurer's role. In such circumstances the Treasurer will take advice from the Chair of the Board, other office bearers and the CEO. Such decisions will be reported to the next Board meeting for retrospective approval of the action taken.

### **Confidentiality**

115. To ensure equality of treatment amongst tenants and/or residents, and to protect their confidentiality, information presented at Board and Committee meetings shall not divulge personal information (such as name, address, property reference etc.) relating to an individual tenant, owner or applicant.

116. Board Members and Staff in attendance at Board/Committee meetings should ensure that confidential information acquired as a result of their position as a Board Member or Member of Staff:

- Is not disclosed to anyone except those with a right to know.
- Is not used for the personal advantage of themselves or of others known to them.

117. Such use of confidential information would constitute a grave betrayal of trust and a serious breach of the Code of Conduct.

## **Code of Conduct**

118. The Association expects the highest standard of integrity in the management of its affairs. All Board Members, including co-opted Members are required to sign and adhere to the Association's Code of Conduct and to disclose any relevant interests in the Register of Board Members' Interests, which will be maintained by the CEO.

119. All Board Members shall register any direct or indirect financial or other interest which might influence judgement or give the impression that a Member was acting for personal motives.

120. Where an interest has previously been declared and it is intended that an issue relating to that interest will be discussed by the Board/Committee, the CEO or Chair should advise that Member prior to the meeting that there could be a conflict of interest. The Member should leave the meeting while that matter is being considered and only return to the meeting once discussions relating to the matter have concluded.

121. If the conflict of interest emerges during the meeting the Member should declare an interest and leave the meeting while that matter is being considered and only return to the meeting once discussions relating to the matter have concluded.

122. Where an issue is being discussed by the Board and a Member realises there could be a conflict of interest the Member should declare that interest and leave the meeting while that part of the meeting is being discussed and not return into the meeting until discussions relating to the matter have concluded.

123. The Register of Board Members' Interests and the Benefits, Payments & Entitlements Register will be available for public inspection at the Association's offices.

## **Breaches of the Code of Conduct/Board Disciplinary Procedure**

124. The Code of Conduct for Board Members provides guidance about actions which are likely to represent a breach of the Code, the possible consequences of any such action and a protocol for dealing with a breach.

125. A breach of the Code of Conduct is a Notifiable Event and must be reported to the SHR. Reference should be made to the SHR's Notifiable Event guidance and the Association's Notifiable Events Policy.

126. Allegations of a breach should normally be made to the Chair or, where the complaint relates to the Chair, to another office-bearer. The Chair or office-bearer, in consultation with the other office-bearers, will decide whether to instruct an independent investigation or whether to carry out an internal investigation. No one who has any involvement in the complaint or the circumstances surrounding it will play any part in the investigation.

127. A potential breach of the Code of Conduct will, be notified to the governing body by the Secretary within seven working days of it occurring or of receipt of the complaint. The notice will include a report on the proposed arrangements for investigation (but will not describe the detail of the complaint) and a recommendation of a suitable person to carry out the investigation. This recommendation should be made by the Chair who may seek advice from our solicitors.
128. All investigations will be objective and impartial. A potential breach of the Code of Conduct will normally be investigated by an independent person, unless it is decided that an internal investigation is appropriate (as set out at 126).
129. An internal investigation will be carried out by three Members of the governing body, not including the Chair, who will make a report and recommendations to the Board. They will be supported in the conduct of the investigation by the Senior Officer (the CEO).
130. Where the potential breach relates to the Chair or other office bearer, an independent investigation will always be carried out and services procured in accordance with agreed policy.
131. An independent investigation will normally be overseen by the Chair and one other office bearer, with support from the Senior Officer. In the event that the alleged breach relates to the Chair, one of the other office-bearers will act to fulfil the responsibilities ascribed to the Chair.
132. The Chair and other office-bearer, with any support they feel necessary, will brief the agreed advisor/investigator and then consider their recommendations at the end of the investigation, before reporting to the Board. Craigdale Housing Association should always provide the investigator with a written brief that sets out the nature of the complaint and of the investigation to be carried out, as well as a timescale for completion and reporting. The brief may refer to any action previously taken that is relevant. Investigations should not usually take more than six weeks to conclude. The advisor/investigator will normally present their report to the Board.
133. Any investigation of a potential breach should be notified to the individual concerned within seven days of the decision to investigate. The Board Member must be notified in writing of the nature of the complaint and the arrangements proposed for investigation.
134. The Board Member whose conduct is being investigated will not be party to any of the discussions relating to the investigation. Any Board Member who is the subject of a complaint is expected to co-operate with any investigation carried out. The Board should agree to grant leave of absence to a Member who is the subject of a complaint whilst an investigation is carried out.
135. A meeting of the Board will be held to consider the report and recommendations from the investigation and to determine what action should be taken against any individual who is found to have been in breach of the Code.
136. The Board will report the findings of the investigation and the proposed action to the Member concerned within seven days of the meeting at which the report of the investigation was considered.

137. Where, following an investigation, it is concluded that a serious breach has occurred, the Board may require the Member to stand down from their position in accordance with the Rules. Rule 44.5 applies.
138. If the Board proposes to remove a Member, following investigation, the Member will have the right to address the full Board before their decision is taken at a special meeting called for that purpose. Any such decision must be approved by a majority (two thirds) of the remaining Members of the Board, in accordance with Rule 44.5.
139. If, following investigation, a breach of the Code is confirmed, action will be taken in response. This action will reflect the seriousness of the circumstances. It may take the form of some or all of the following:
  - An informal discussion with the Member concerned.
  - Advice and assistance on how their conduct can be improved.
  - The offer of training or other form of support.
  - A formal censure.
  - A vote to remove the Member from the governing body.
140. Formal action as set out above will be regarded as a Notifiable Event and as such must be reported to the SHR at the start of any proceedings.
141. All of the above shall not prevent the Chair giving informal censure/advice to a Board Member(s) relating to an action or behaviour occurring at a Board or Committee meeting that, in the view of the Chair, requires such action but which falls short of formal proceedings.
142. As a general rule the process laid out in the section “Breaches of the Code of Conduct/Board Disciplinary Procedure” will, where possible apply to complaints/allegations made about former Board Members.

## **Emergency Business**

143. Any matter out with the authority of the Association’s Senior Management Team, which requires urgent or immediate action but which cannot wait until the next Board meeting, may be referred to the Chair for a decision, or in their absence or unavailability, the Vice Chair or Secretary, as set out in paragraph 102, 103 & 112 above.
144. Any such matter and the action taken shall be reported to the first Board meeting thereafter.
145. Any question as to the interpretation of the delegated authority functions of a Committee will be determined in an emergency situation by the Chair of the Association or in their absence by the Vice Chair, or in their absence the Chair of the appropriate Committee. The outcome shall be reported to the next Board meeting and recorded within the Minute of the Board/Committee meeting.

## **Execution of Documents**

146. Deeds and other legal documents may be subscribed either:

- By the use of the Association's Seal and signature by an authorised person as per Rule 63.
- By signature of an authorised person and witnessing, as described in the Requirements of Writing (Scotland) Act 1995.

147. Where the Seal is used, the Board's prior approval is required under Rule 63. The deed or document should be signed by the Chair or Secretary. If an office bearer is not available, the document may be signed by another Board Member, as provided for in the Association's Rules. The CEO should then ensure the Use of Seal Register is updated.

148. Where signature and witnessing is used to execute documents, the document may be signed by any Board Member, or by a Member of Staff who has authority to do so under the Scheme of Delegated Authority.

## **Revision of Standing Orders**

149. The Standing Orders may only be altered or revoked by the Board if the motion for alteration or revocation is supported by two-thirds of those present, excluding co-options.

150. The Standing Orders will be reviewed by the Board at least once every three years.

## APPENDIX 1

### The Board Terms of Reference & Remit

#### Terms of Reference (Rules 45 to 57 apply)

Overall, the Board is responsible for the following key areas:

#### Strategy and Leadership

- Decide the Association's overall purpose and values and help make sure these are achieved.
- Decide and keep under review the Association's strategic direction and business objectives, taking account of its operating environment and the needs and views of its tenants and service users.
- Approve and review policies and plans to achieve the Association's business objectives.
- Ensure that the organisation has adequate resources to meet its objectives.
- Identify the risks associated with the Association's strategy and oversee how these are managed.
- Decide on and keep under review the Association's partnerships with other organisations.
- Establish relationships with the Senior Management Team that enable them to carry out their strategic and leadership duties.

#### Control and Compliance

- Decide the policy of the Association.
- Appoint the Association's office bearers and the Members of Committees
- Approve and oversee a framework for delegation to office bearers, to Committees and to Staff.
- Approve and regularly review systems of internal and external control, including Standing Orders, the Board structure, external audit, internal audit, financial control and performance reporting.
- Approve and oversee a framework for managing risk, to protect the Association and its assets.
- Ensure the solvency of the Association, approve the annual budget, and approve the annual accounts prior to publication.
- Monitor and assess the Association's performance against its plans, budgets and targets, taking account of tenant feedback and the performance of comparable organisations.
- Establish and oversee arrangements for the employment of Staff.
- Appoint, support, appraise and (if necessary) dismiss the Association's most senior officer.
- Ensure that the Association meets all its statutory obligations, Regulatory requirements and acts in accordance with all regulatory and accepted good practice standards.
- Ensure that the Association acts in accordance with its Rules.
- Assess the Board's own effectiveness and how well Members are following the Association's Code of Conduct.
- Ensure compliance with the SHRs Regulatory Standards of Governance and Financial Management, OSCR's (Scottish Charity Regulator) requirements as well as the Financial Conduct Authority, the Property Factor Register through the Scottish Government and Companies House (verifying Directors identity).
- Act as an employer for anyone employed by the Association.
- Oversee the Association's finances, approve management accounts and annual returns.

## **Remit of the Chair**

The Chair is appointed by the Board at the first meeting after the AGM.

The Remit of the Chair is specified in Rule 59.5 and within Sections 94 to 103 within the Standing Orders.

The SFHA's Model Role description for the Chair as outlined in Appendix 4 of the Standing Orders applies.

**How often meetings are held:** The Board will normally meet at least 10 times during the year, with the exception of July and December. Meetings are generally held on the last Monday of the month at 6pm, although this can change with the Boards approval.

**Number of Members:** The Board shall have a minimum of 7 and a maximum (including co-optees) of 12 persons as per Rule 37.1 applies.

**Quorum:** A quorum will be 4 Members. (Co-optees will not count towards the quorum).

**Additional points:** The Minutes of the Board will be presented to the next Board meeting for approval.

The Chair of the Board may access legal advice from the Association's appointed legal advisers and the costs will be paid for by the Association.

The CEO and the Corporate Manager /advisers as required will normally attend Board meetings.

## **Audit & Assurance Committee**

### **Terms of Reference**

The Board has established the Audit & Assurance Committee for the following purposes:

- To ensure that the Association's systems for management and internal control are effective, including Value for Money, propriety, efficiency and accountability.
- To oversee the Association's role in relation to audit (internal & external), risk management, corporate services, facilities management and Health & Safety.

### **Role of the Audit & Assurance Committee**

The Audit & Assurance Committee will be responsible for:

- Ensuring that the Association's systems for management and internal control are effective, including Value for Money, propriety, efficiency and accountability.
- Overseeing the Association's framework for audit (internal & external) and risk management.
- Meeting with the Internal Auditor and approving the internal audit needs assessment and programme of internal audit.
- Procuring internal audit services as required, receiving and considering internal audit reports in relation to its internal systems and making recommendations for change and improvement arising from those reports.
- Providing the Board with the assurance needed on governance, the control environment, the integrity of the management accounts, annual accounts and other statutory reporting requirements.
- Meeting with the external auditor on an annual basis to gain assurance on the adequacy of financial controls in place.
- Ensuring the work of the Committee meets our Regulatory and statutory obligations.
- Acting as the first point of contact for any Whistleblowing allegations.
- Approve changes to the Association's policies relating to health and safety management, finance, value for money, audit (internal and external) and risk management to the Board for approval and monitoring compliance with these.
- Overseeing facilities management relating to the Association's offices and other facilities.
- To initiate reports and investigations as the Audit & Assurance Committee or Board considers necessary (for example, reports on business areas selected for review; any instances of reported fraud or other irregularity; any whistleblowing concerns).

This is a summary of the Audit & Assurance Committee's main areas of responsibility. The Association's Scheme of Delegated Authority describes the specific decisions for which the Committee is responsible.

## **Remit of the Audit & Assurance Committee's Chair**

The Chair is elected by the Audit & Assurance Committee from among its Membership at the first Committee meeting after each AGM to serve until the next AGM.

The Chair will be delegated by the Board such powers as is required to allow them to properly discharge the responsibilities of the role. Among the responsibilities of the Chair are that:

The role of the Audit & Assurance Committee's Chair is to:

- Convene all meetings of the Committee and ensure that the officers servicing the Committee issue the agenda and papers on time
- Agree the draft agenda prior to issues, having due regard to the actions and targets contained within the Business Plan, Delivery Plans, Risk Management and Internal Audit recommendations
- The Audit & Assurance Committee will provide all papers and their draft minutes to the next scheduled Board meeting for approval. In doing so, it shall identify any matters where it considers action or improvement is needed and make any associated recommendations.
- Ensure that all meetings are conducted in accordance with the Rules and Standing Orders of the Association
- Abstain from voting, however the Chair will have a casting vote in the event of a tied vote
- Treat every Committee Member fairly and allow every Member to have a fair hearing at meetings
- Ensure the Committee Members conduct themselves and perform to the highest standards of public accountability
- Maintain contact with Staff in matters relating to housing management, maintenance and wider role
- Ensure that the Committee Members understand their role as a Member of the Committee and focus on strategic matters

**How often meetings are held:** The Audit & Assurance Committee will normally meet a minimum of 4 times a year.

**Chair of the Audit & Assurance Committee:** The Chair of the Audit & Assurance Committee is to be a Member of the Board of the Association but not the Board's Chair.

**Composition of the Audit & Assurance Committee:** The Membership of the Audit & Assurance Committee is drawn from the Board. The selection of Committee Members is based entirely upon skills and competencies. At least one Member of the Audit & Assurance Committee should have recent and relevant financial experience.

**Number of Members:** At least three and up to six Members.

**Quorum:** A quorum will be three Members. (Co-optees will not count towards the quorum).

**Additional points:** The Minutes, recommendations and decisions of the Audit & Assurance Committee will be reported to the next Board meeting for ratification.

The Chair of the Audit & Assurance Committee may access legal advice from the Association's appointed legal advisers at the expense of the Association.

Both internal and external auditors have direct access to the Chair of the Audit & Assurance Committee where necessary.

The CEO and Corporate Manager/advisers as required will normally attend the Audit & Assurance Committee meetings.

The Committee will have the opportunity to meet with the external and internal auditors without Staff being present.

## **Policy Committee Terms of Reference & Remit**

### **Terms of Reference**

The Board has established the Policy Committee for the purpose of overseeing the Association's suite of policies and strategies for all areas of the Association business.

### **Role of the Policy Committee**

The Policy Committee will be responsible for:

- Approving changes to the Association's suite of policies and strategies for all areas of the Association business to the Board for ratification.

This is a summary of the Policy Committee's main areas of responsibility. The Association's Scheme of Delegated Authority describes the specific decisions for which the Committee is responsible.

### **Remit of the Policy Committee Chair**

The Chair is elected by the Policy Committee from among its Membership at the first Committee meeting after each AGM to serve until the next AGM.

The Chair will be delegated by the Board such powers as is required to allow them to properly discharge the responsibilities of the role. Among the responsibilities of the Chair are that:

- The Committee works effectively with the Staff and advisors.
- The agenda for each meeting is set having due regard to the actions and targets contained within the Business Plan, Risk Management and Internal Audit recommendations.
- Meetings are conducted effectively.
- The Policy Committee will provide all papers and their draft minutes to the next scheduled Board meeting for approval. In doing so, it shall identify any matters where it considers action or improvement is needed and make any associated recommendations.
- The Standing Orders, Code of Conduct for Board members and other relevant policies and procedures affecting the governance of the Association are complied with.
- Where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings.
- Abstain from voting, however the Chair will have a casting vote in the event of a tied vote.
- The Committee monitors the use of delegated powers.
- The Committee receives professional advice when it is needed.

**How often meetings are held:** The Policy Committee will normally meet a minimum of 4 times per year.

**Composition of the Policy Committee:** The Membership of the Policy Committee is drawn from the Board. The selection of Committee Members is based entirely upon skills and competencies.

**Number of Members:** At least three and up to six Members.

**Quorum:** A quorum will be three Members. (Co-optees will not count towards the quorum).

**Additional points:** The minutes, recommendations and decisions of the Policy Committee will be reported to the next Board meeting for ratification.

The Chair of the Policy Committee may access legal advice from the Association's appointed legal advisers at the expense of the Association.

The CEO, Corporate Manager or Senior Housing Officer and other Members of Staff/advisers as required will normally attend the Policy Committee meetings.

## **Staffing Committee Remit**

### **Terms of Reference**

The Board has established the Staffing Committee to:

- Oversee the human resources aspects of the Association's business.
- Ensure compliance in these business areas with the law, Regulatory requirements and other good practice guidance.

### **Role of the Staffing Committee**

The Staffing Committee will be responsible for:

- Approving changes to the Association's policies relating to human resources management, terms and conditions, occupational health and training and development.
- Overseeing approval and roll-out of the staff Code of Conduct.
- Approving changes to the Association's Conditions of Service (as recommended for adoption by EVH).
- Approving Staff re-grading and salary increases, severance payments in accordance with EVH advice and below Senior Management Team level.
- Contributing to overall reviews of the Association's staffing and remuneration structures, before these are decided by the Board.
- Conducting any grievance or disciplinary hearings under the conditions of service, where the governing body involvement is required.
- Overseeing the human resources and organisational management aspects of the Association's business.
- Monitoring performance in relation to staffing costs, turnover, sickness absence, equal opportunities and any other measures set.

## **Remit of the Staffing Committee Chair**

The Chair is elected by the Committee from among its Membership at the first Committee meeting after each AGM to serve until the next AGM.

The Chair will be delegated by the Board such powers as is required to allow them to properly discharge the responsibilities of the role. Among the responsibilities of the Chair are that:

- The Committee works effectively with the Staff and advisors.
- The Agenda for each meeting is set having due regard to the actions and targets contained within the Business Plan, Risk Management and Internal Audit recommendations, as well as specific Staffing issues requiring to be addressed.
- Meetings are conducted effectively.
  - The Staffing Committee will provide all papers and their draft minutes to the next scheduled Board meeting for approval. In doing so, it shall identify any matters where it considers action or improvement is needed and make any associated recommendations.
- The Standing Orders, Code of Conduct for Board members and other relevant policies and procedures affecting the governance of the Association are complied with.
- Where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings.
- Abstain from voting, however the Chair will have a casting vote in the event of a tied vote.
- The Committee monitors the use of delegated powers.
- The Committee receives professional advice when it is needed.

**How often meetings are held:** The Staffing Committee will meet at least twice per year. Thereafter as and when required due to the nature of the Terms of Reference and Remit.

**Chair of the Staffing Committee:** The Chair of the Staffing Committee is to be a Member of the Board of the Association but not the Board's Chair.

**Composition of the Staffing Committee:** The Membership of the Staffing Committee is drawn from the Board. The selection of Committee Members is based entirely upon skills and competencies. At least one Member of the Staffing Committee should where possible have recent and relevant human resource experience.

**Number of Members:** At least three and up to six Members.

**Quorum:** A quorum will be three Members. (Co-optees will not count towards the quorum).

**Additional points:** The Minutes, recommendations and decisions of the Staffing Committee will be reported to the next Board meeting for ratification.

The Chair of the Staffing Committee may access legal advice from the Association's appointed legal advisers at the expense of the Association.

The CEO, Corporate Manager and Senior Housing Manager and advisers, as required will normally attend the Staffing Committee meetings.

The Staffing Committee will have the opportunity to meet with advisors without Staff being present.

## APPENDIX 2

**Scheme of Delegated Authority:** Includes, but is not limited to the following

Reserved to the Board	Delegated to Committees	Delegated to the Senior Management Team (the CEO, Senior Housing Services Officer & Corporate Manager)
<b>1. STRATEGY, POLICY &amp; PERFORMANCE</b>		
1. Approval of the Association's policies, strategies and frameworks; including approving new policies, strategies & frameworks, and revision of existing ones. 2. Approval of the Association's Business Plan, Delivery Plans/operational targets and all other plans or documents that fall within the strategic role of the Board. 3. Monitoring the financial, organisational and service performance of the Association at an overall level. 4. Ensuring that the Association meets its legal obligations.	1. Monitoring service/business performance for matters within each Committee's remit. 2. Approve policies for all matters falling within each Committee's Terms of Reference & Remit.	1. Implementation of the Delivery Plans/Operational targets and other strategies approved by the Board. 2. Revision of policies, strategies & frameworks & drafting new ones for the Committee's consideration 3. Provision of regular reports to the Board and Committees in relation to all aspects of the Association's performance. 4. Preparation and issue of all information and publicity materials regarding service standards and performance. 5. Developing & keeping up to date an operational procedure manual.
<b>2. GOVERNANCE</b>		

Reserved to the Board	Delegated to Committees	Delegated to the Senior Management Team (the CEO, Senior Housing Services Officer & Corporate Manager)
<ol style="list-style-type: none"> <li>1. Approval of the Association's Membership policy.</li> <li>2. Approval/refusal/cancellations 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 Committees; approval of their Terms of Reference &amp; Remits and delegated powers; and appointment of their Members.</li> <li>5. Filling of any casual vacancies, and the appointment/replacement of co-opted Members of the Board or Committees.</li> <li>6. Removal of 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 CEOs to subsidiaries and other bodies.</li> <li>9. Approval of payments, benefits and entitlements as per agreed policy.</li> <li>10. Approval of use of the Association's seal.</li> </ol>	<ol style="list-style-type: none"> <li>1. Ensuring compliance with all aspects of our Regulation Requirements &amp; legal duties for all matters falling within each Committee's Terms of Reference &amp; Remit.</li> </ol>	<ol style="list-style-type: none"> <li>2. Carrying out the Secretary's duties, although the Secretary has overall responsibility for the role.</li> <li>3. Processing of applications for Membership.</li> <li>4. Maintaining the Association's register of shareholders.</li> <li>5. Administration and cancellation of shares, as provided for in the Association's Rules.</li> <li>6. Maintaining the Association's register of payments/benefits/entitlements</li> <li>7. Preparing reports for the Board/Committee's consideration relating to payments/benefits/ entitlements, including for example allocation of a tenancy.</li> <li>8. Revision of policies, strategies &amp; frameworks &amp; drafting new ones for the Committee's consideration.</li> <li>9. Developing and maintaining a procedural manual in order to implement agreed policy.</li> <li>10. Ensuring good governance and compliance with Regulatory requirements and legal duties.</li> </ol>

Reserved to the Board	Delegated to Committees	Delegated to the Senior Management Team (the CEO, Senior Housing Services Officer & Corporate Manager)
11. Ensuring compliance with all aspects of our Regulation Requirements & legal duties.		

### 3. FINANCIAL MANAGEMENT

<p>1. Approval of the Association's annual budget, and any subsequent revisions.</p> <p>2. Approval of quarterly management accounts.</p> <p>3. Ensuring that the Association is meeting its obligations to funders.</p> <p>4. Approval of financial projections and the Association's business plan including overall private borrowing limits and levels.</p> <p>5. Approval of spending levels beyond those allowed for by Committees and Staff, including additional private borrowing out with the business plan and/or existing borrowing limits.</p> <p>6. Approval of the annual financial statements and Management Letter prior to the Association's AGM.</p> <p>7. Approval of private funding and the granting of security over the Association's assets.</p> <p>8. Disposal of any property/assets.</p>	<p>1. Authorisation of expenditure, where permitted by the Standing Orders and Financial Regulations.</p> <p>2. Consideration and approval of periodic reports on the Association's financial performance against budget.</p> <p>3. Consideration of draft management accounts for recommendation to the Board.</p> <p>4. Approve policies for all matters falling within each Committee's Terms of Reference &amp; Remit.</p> <p>5. Authorise expenditure subject to the limits specified in the Association's Standing Orders and Finance Regulations, policies and procedures.</p> <p>6. Approve write-off of irrecoverable Debts and making provision for bad debts.</p>	<p>1. Interpretation and implementation of the financial policies, plans and strategies approved by the Board.</p> <p>2. Expenditure within the Association's approved budget (subject to the limits specified in the Association's Standing Orders and Finance Regulations, policies and procedures).</p> <p>3. Authorisation of expenditure in excess of the Association's approved budget, in emergency situations (subject to the Association's Standing Orders and Finance Regulations, policies and procedures).</p> <p>4. Authorisation of expenditure and the making of payments, in accordance with the Standing Orders and Finance Regulations/procedures.</p> <p>5. The collection, security, banking and recording of all income received by the Association.</p> <p>6. Signing business cheques, and maintenance and control of the Association's bank accounts (including payments and the moving of monies by</p>
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Reserved to the Board	Delegated to Committees	Delegated to the Senior Management Team (the CEO, Senior Housing Services Officer & Corporate Manager)
9. Signing of cheques by authorised signatories as set out in the Financial Regulations.		<p>electronic means), in accordance with the Association's Finance Regulations.</p> <p>7. Treasury management transactions and executive decisions relating to investments and cash management, in accordance with the Association's Finance Regulations.</p> <p>8. Payroll administration (currently outsourced to external auditors), control of petty cash and the payment of expenses to the Association's employees and the Board Members within the terms of the relevant policy.</p> <p>9. Administration of taxation payments, including those relating to VAT, PAYE and National Insurance.</p> <p>10. Revision of policies, strategies &amp; frameworks &amp; drafting new ones for the Committee/Board's consideration.</p> <p>11. Developing and maintaining a procedural manual in order to implement agreed policy.</p> <p>12. Ensuring good governance and compliance with Regulatory requirements and legal duties.</p>

#### 4. RISK MANAGEMENT, AUDIT & ASSURANCE

1. Approval of the Association's Risk Management, Audit & Assurance Frameworks/ Strategies.	1. Monitor implementation of the Association's, Risk Management, Audit & Assurance Frameworks/ Strategies,	<p>1. Implementation of the Association's Risk Management Policy and procedures.</p> <p>2. Routine liaison with the external and internal auditor.</p>
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Reserved to the Board	Delegated to Committees	Delegated to the Senior Management Team (the CEO, Senior Housing Services Officer & Corporate Manager)
<p>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.</p> <p>3. Receipt of the external auditor's Management Letter and approval of the Association's formal response.</p> <p>4. Approval of the annual financial statements prior to the AGM</p> <p>5. Receipt and approval of a report from the Committee on the annual outcome of the internal audit process.</p> <p>6. Issue letter of engagement to Auditors.</p>	<p>reporting on any substantive and material risks to the Board.</p> <p><b>2.External Audit</b></p> <p>Reviewing and keeping track of progress of external audits</p> <ul style="list-style-type: none"> <li>• Assessing independence of the external auditor.</li> <li>• Approving fees in respect of non-audit services provided by the external auditor.</li> <li>• Discussing with the external auditor, before the audit commences, the nature and scope of the audit, reviewing the auditors' quality control procedures and steps taken by the auditor to respond to changes in regulatory and other requirements.</li> <li>• Assessing the effectiveness of the external auditor.</li> <li>• Reviewing, with the external auditors, the findings of their work.</li> <li>• Reviewing the external auditor's management letter and management's response.</li> <li>• Considering management's response to external audit recommendations.</li> </ul> <p><b>3.Internal Audit</b></p> <ul style="list-style-type: none"> <li>• Reviewing and keeping track of progress of external audits</li> </ul>	<p>3. Implementation of auditors'/external assessor's recommendations, and submission of reports to Committee and, where required, the Board.</p> <p>4. Revision of policies, strategies &amp; frameworks &amp; drafting new ones for the Committee's consideration.</p> <p>5. Developing and maintaining a procedural manual in order to implement agreed policy.</p> <p>6. Ensuring good governance and compliance with Regulatory requirements and legal duties.</p>

Reserved to the Board	Delegated to Committees	Delegated to the Senior Management Team (the CEO, Senior Housing Services Officer & Corporate Manager)
	<ul style="list-style-type: none"> <li>• Approving the internal audit plan and programme</li> <li>• Assessing the effectiveness of the internal audit service</li> <li>• Reviewing progress with recommendations made following internal audits</li> </ul> <p><b>4. Assurance</b></p> <ul style="list-style-type: none"> <li>• Consider the Register of Fraud, and the adequacy of actions, annually reporting to the Board</li> <li>• Considering other matters on assurance and internal control, as requested by the Board</li> <li>• Ensure appropriate disaster recovery and contingency plans are in place and regularly tested</li> <li>• Monitor compliance framework</li> <li>• Receive any other external validation reports and monitor compliance with same.</li> </ul> <p><b>5. Generally</b></p> <ul style="list-style-type: none"> <li>• Keep under review the latest guidance and codes in auditing</li> <li>• Reviewing covenant compliance and ensuring systems in place to prevent breach</li> <li>• Being one of the points of contact for whistle-blowers</li> <li>• Reviewing procedures for handling allegations from whistle-blowers</li> </ul>	

Reserved to the Board	Delegated to Committees	Delegated to the Senior Management Team (the CEO, Senior Housing Services Officer & Corporate Manager)
	<p>and suspected incidents of corruption, fraud and bribery</p> <p>7. Receive reports on the Association's Risk Management Action Plan.</p> <p>8. Approve policies for all matters falling within each Committee's Terms of Reference &amp; Remit.</p>	

## 5. STAFFING, EMPLOYMENT, HEALTH & SAFETY

<p>1. Appointment of the Association's CEO and all other Members of Staff.</p> <p>2. Hearing of appeals on Staffing/employment matters as required by the Conditions of Service.</p> <p>3. Make arrangements for annual performance appraisal of the Association's CEO.</p> <p>4. Approve the Association's policies and action plans for Board Member's development and training.</p> <p>5. Approve any changes to Staffing structure; changes to salary scales &amp; Terms &amp; Conditions of Employment.</p> <p>6. Responsibility for the remuneration of the CEO.</p>	<p>1. With the exception of the Senior Management Team &amp; above, approve any proposed changes to current Staffing requirements.</p> <p>2. Approve any changes to the Association's conditions of service and pay structure as recommended by EVH.</p> <p>3. Recommend severance payments to the Board for approval.</p> <p>4. Approve Staff re-grading, promotions (except the Senior Management Team &amp; CEO) and annual salary increases (as agreed by EVH).</p> <p>5. Approve policies for all matters falling within each Committee's Terms of Reference &amp; Remit.</p> <p>6. Monitoring of the Association's compliance with equalities legislation on Staffing/employment matters.</p>	<p>1. The CEO and another Member of the Senior Management Team to be part of the recruitment interview panel.</p> <p>2. Responsible for shortlisting applicants as part of the recruitment process (except the CEO's position).</p> <p>3. Advertising job vacancies once the vacancy has been approved by the Committee/Board.</p> <p>4. Issuing of employment contracts once recommendation to appoint has been approved by Committee/Board.</p> <p>5. All operational human resources management issues which fall within the conditions of service and the Association's established policies.</p> <p>6. Payroll and pensions administration and payment of Staff expenses and overtime payments.</p>
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Reserved to the Board	Delegated to Committees	Delegated to the Senior Management Team (the CEO, Senior Housing Services Officer & Corporate Manager)
7. The Chair & Vice Chair to arrange to meet with the CEO monthly for a support and supervision meeting	<p>7. Make arrangements for interviewing applicants for job vacancies and promotions, and to provisionally offer the position to the preferred candidate (except CEO &amp; Senior Management Team vacancies).</p> <p>8. Receive monitoring reports on Staff sickness and matters relating to human resources.</p> <p>9. Appoint a representative &amp; substitute to attend EVH meetings &amp; receive correspondence.</p> <p>10. Approve changes to job descriptions and person specifications as long as there is no impact to salary scales.</p>	<p>7. Grievances and disciplinary action (excluding matters relating to the CEO and individual cases requiring Board involvement).</p> <p>8. Operational management of the Association's responsibilities as an employer in relation to health and safety management.</p> <p>9. Revision of policies, strategies &amp; frameworks &amp; drafting new ones for the Committee's consideration.</p> <p>10. Developing and maintaining a procedural manual in order to implement agreed policy.</p> <p>11. Ensuring good governance and compliance with Regulatory requirements and legal duties.</p>

## 6. HOUSING SERVICES

<p>1. Approval of annual rent increase and factoring charges</p> <p>2. Approval of the granting of tenancies or other tenancy-related matters as per the Payments, Benefits &amp; Entitlement Policy &amp; Code of Conduct</p> <p>3. Hearing of appeals submitted by service users.</p> <p>4. Implementation of Decrees for ejection</p>	<p>1. Recommendation the annual increase to rents and factoring charges to the Board for approval.</p> <p>2. Approve policies for all matters falling within each Committee's Terms of Reference &amp; Remit.</p> <p>3. Scrutiny of performance, service quality and tenant satisfaction on behalf of the Board.</p> <p>4. Monitor performance and satisfaction with service delivery.</p>	<p>1. Interpretation and implementation of the policies and service plans approved by Board.</p> <p>2. Management of empty properties.</p> <p>3. The allocation of properties, unless prior Board approval is required under the Benefits, Payments &amp; Entitlements Policy &amp; Code of Conduct.</p> <p>4. The provision of accommodation for homeless persons, under Section 5 of the Housing (Scotland) Act 2001.</p>
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Reserved to the Board	Delegated to Committees	Delegated to the Senior Management Team (the CEO, Senior Housing Services Officer & Corporate Manager)
	<p>5. Approval of the overall terms of the Association's tenancy agreement and other agreements to occupy its properties.</p> <p>6. Approval to enter into management agreements or leases with third parties relating to housing properties.</p> <p>7. Approve and monitor the Association's strategies for resident information, involvement, consultation and participation.</p> <p>8. Approve any action plans for promoting equality in service delivery, and scrutiny of results achieved.</p> <p>9. Making recommendations to the Board about the enforcement of Decrees for repossession.</p> <p>10. Hearing of appeals submitted by service users.</p>	<p>5. The granting of Scottish Secure Tenancies, Short Scottish Secure Tenancies and any other forms of occupancy agreement approved by Committee.</p> <p>6. All matters relating to the management of tenancies.</p> <p>7. The provision of tenancy support services.</p> <p>8. The management of leases and management agreements with third parties.</p> <p>9. Making all statutory payments to tenants and any discretionary payments within the terms of the Board's policies.</p> <p>10. All matters relating to the collection of rents and factoring charges, including arrears recovery, issuing Notices of Proceedings and decisions to seek eviction, subject to prior Board approval to enforce Decree.</p> <p>11. Enforcement of Decrees for ejection (subject to subsequent reporting of the enforcement outcome to the Operations Services Committee).</p> <p>12. Implementation of the Tenant Participation Strategy.</p> <p>13. All matters relating to neighbour relations and anti-social behaviour. This includes applications for Anti-Social Behaviour Orders, although any such applications</p>

Reserved to the Board	Delegated to Committees	Delegated to the Senior Management Team (the CEO, Senior Housing Services Officer & Corporate Manager)
		<p>will be reported to the Operational Services Committee.</p> <p>14. Implementation of the Estate Management Policy and all expenditure relating to estate management services, within the budget approved by the Board.</p> <p>15. Assessment of tenant complaints and appeals, including the preparation of reports where complaints and appeals are referred for consideration by the Board.</p> <p>16. Revision of all housing management related policies, strategies &amp; frameworks &amp; drafting new ones for the Committee's consideration</p> <p>17. Developing and maintaining a procedural manual in order to implement agreed policy.</p> <p>18. Ensuring good governance and compliance with Regulatory requirements and legal duties.</p>

## 7. REPAIRS & MAINTENANCE SERVICES

<ol style="list-style-type: none"> <li>Approval of the Association's annual budget for repairs, cyclical and planned maintenance works.</li> <li>Approval of the Association's overall Asset Management Strategy.</li> <li>Settlement of any contractual claims.</li> </ol>	<ol style="list-style-type: none"> <li>Scrutiny of expenditure, performance, service quality and tenant satisfaction on behalf of the Board.</li> <li>Approve policies for all matters falling within each Committee's Terms of Reference &amp; Remit.</li> <li>Approval and monitoring of strategies for service improvement (including those elements of the Business Plan</li> </ol>	<ol style="list-style-type: none"> <li>Adding new contractors (on receipt of insurances &amp; references) and consultants to the Association's list of contractors and suppliers.</li> <li>Preparation of reports and recommendations on contractor/supplier performance.</li> <li>Approval of procurement/ selection methods for individual contracts or</li> </ol>
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Reserved to the Board	Delegated to Committees	Delegated to the Senior Management Team (the CEO, Senior Housing Services Officer & Corporate Manager)
<p>4. Approval of all policies relating to repairs and maintenance.</p> <p>5. Approval of contract acceptance &amp; appointment of consultants/contractors for works in excess of £30,000.</p> <p>6. Approval of contract expenditure in excess of the contract sum, where such expenditure falls within the terms of the original contract and is therefore legally binding.</p>	<p>Operational targets that relate to repairs and maintenance services).</p> <p>4. Recommend to the Board for approval the annual planned maintenance (major repairs) and cyclical maintenance programmes and any revisions to the programme, within the budgets already approved by the Board.</p> <p>5. Approve the Association's Scottish Housing Quality Standard Delivery/Energy Efficiency Standard in Social Housing Plan and any revisions and monitor the Plan thereafter.</p> <p>6. Approve the Association's overall Asset Management Strategy &amp; procurement Policy.</p> <p>7. Approve the Association's Framework Contractors and approved contractors/consultants.</p> <p>8. Approve the removal of contractors from any agreed Frameworks.</p> <p>9. Receive reports on outcome of procurement process for contracts as per the Procurement Policy &amp; Finance Regulations.</p>	<p>appointments as per the Procurement Policy and Finance Regulations</p> <p>4. Contractor selection and approval of contract acceptance for works up to a value of £30,000 as per the Procurement Policy &amp; Finance Regulations. Advise Committee of outcome.</p> <p>5. Selection and appointment of consultants up to a value of £30,000 as per the Procurement Policy &amp; Finance Regulations. Advise Committee of outcome.</p> <p>6. Instructing all repairs and maintenance works, within the budgets approved by the Board and in accordance with the Finance Regulations and request the Committee's permission to vary the annual programme of works within approved budget.</p> <p>7. Implementation of gas servicing programme and all related matters, keeping the Board informed of any failure to meet the Association's legal obligations.</p> <p>8. Instructing all works for which the Association is responsible under the tenancy agreement, including those of an emergency nature.</p> <p>9. Tenant recharges for the cost of repairs.</p> <p>10. Quality management and inspections.</p>

Reserved to the Board	Delegated to Committees	Delegated to the Senior Management Team (the CEO, Senior Housing Services Officer & Corporate Manager)
		<p>11. Preparation and issue of all information and publicity materials regarding service standards and performance.</p> <p>12. Statutory and discretionary payments to tenants, within the policies approved by the Board.</p> <p>13. Approval/refusal of tenant requests to carry out alterations and improvements.</p> <p>14. Ensuring compliance with the Association's health and safety obligations, including the preparation of health and safety plans and files, keeping the Audit &amp; Assurance Committee informed of any failure to meet the Association's legal obligations.</p> <p>15. Assessment of tenant/service user complaints and appeals, including the preparation of reports where complaints and appeals are referred for Board consideration.</p> <p>16. Revision of policies, strategies &amp; frameworks &amp; drafting new ones for the Committee's consideration.</p> <p>17. Developing and maintaining a procedural manual in order to implement agreed policy.</p> <p>18. Ensuring good governance and compliance with Regulatory requirements and legal duties.</p>

Reserved to the Board	Delegated to Committees	Delegated to the Senior Management Team (the CEO, Senior Housing Services Officer & Corporate Manager)
<b>8. DEVELOPMENT &amp; WIDER ROLE</b>		
<ol style="list-style-type: none"> <li>1. Approval of the Association's development strategy and annual Strategy and Development Funding Plan (SDFP) submission.</li> <li>2. Purchase of land and buildings for development (if not part of the approved SDFP and/or the purchase price exceeds the budgeted cost and/or the acquisition involves the Association's own resources).</li> <li>3. Approval of any development partnerships with other housing Associations.</li> <li>4. All aspects of new build development opportunities, offers of grant, monitoring of expenditure in line with the Grant Planning Target, risk assessment, project submissions to DRS to remain with the Board.</li> <li>5. Settlement of contractual claims.</li> <li>6. Approval of additional expenditure on individual contracts, if in excess of £20,000 of the approved contract sum and in compliance with the Finance Regulations.</li> <li>7. Signing of Building Contracts.</li> <li>8. Approval of tenders over £30,000</li> </ol>	<ol style="list-style-type: none"> <li>1. Approve policies for all matters falling within each Committee's Terms of Reference &amp; Remit.</li> <li>2. Approval wider role projects to prioritise.</li> <li>3. Approval of wider role funding bids as appropriate.</li> <li>4. Approve and keep under review the Association's design and specification Standards.</li> </ol>	<ol style="list-style-type: none"> <li>1. Interpretation and implementation of the development and wider role policies, plans and strategies approved by the Board and Committee.</li> <li>2. Authorising applications for statutory permissions and consents.</li> <li>3. Involvement in the selection and appointment of consultants and contractors along with Members of the Board.</li> <li>4. Supervision and performance review of professional consultants.</li> <li>5. Issuing client instructions to the Association's professional consultants and contractors, as required.</li> <li>6. Monitoring contract costs and progress.</li> <li>7. Making HAG submissions to Glasgow City Council and funding submissions re wider role to all relevant funding bodies.</li> <li>8. Approval of home loss or disturbance payments.</li> <li>9. Submission of applications for Section 107 of the Housing (Scotland) Act 2010].</li> <li>10. Ensuring compliance with the Association's health and safety obligations, including the preparation of health and safety plans and files.</li> <li>11. Keeping the Committee/Board informed of any failure to meet the Association's statutory or contractual obligations.</li> </ol>

Reserved to the Board	Delegated to Committees	Delegated to the Senior Management Team (the CEO, Senior Housing Services Officer & Corporate Manager)
		<p>12. Informing the Committee/Board 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>13. Recommend additional contract expenditure to the Committee/Board for approval.</p> <p>14. Revision of policies, strategies &amp; frameworks &amp; drafting new ones for the Committee's consideration.</p> <p>15. Developing and maintaining a procedural manual in order to implement agreed policy.</p> <p>16. Ensuring good governance and compliance with Regulatory requirements and legal duties.</p>

## 9. ITEMS OF CORRESPONDENCE

1. Respond to all items of correspondence addressed to the Board.	1. Approve items of correspondence relevant to the Committee's Terms of Reference & Remit.	1. Ensure all items of correspondence received which are addressed to the Board or a Member of the Board and require a decision are issued to the appropriate Committee or the Board for consideration.
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Whilst the above Scheme of Delegated Authority is comprehensive, it is not exhaustive. The Board, Committee and Senior Management Team's responsibilities include anything that could reasonably be deemed to fall within the spirit of Scheme of Delegated Authority as outlined above.

## APPENDIX 3

### Register of Members Interests and Declaration of Interest

The Association's Standing Orders require that all Board Members declare in a Register any interests as set down in the Standing Orders.

Any potential conflict between being a Member of the Board and any external interests or personal connections must be openly declared and effectively managed so as to protect the good reputation of the Association.

Where a Board Member has a personal, business or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered) or the Member knows that someone to whom they are closely connected has such an interest, the Member must declare it promptly and record it in the Register of Interests.

This Appendix gives further guidance on how to declare and manage any personal (including personal business or financial) interests.

The definition is:

*"All Board Members shall register any direct or indirect financial or personal interest or any other interests which might influence their judgement or give the impression that a Member was acting for personal motives".*

The Association has agreed that the following matters are automatically subject to the Declaration:

- **Employment details.**
- Positions of **public responsibility**. This will include Membership of public trusts such as Health boards; being an elected Members (e.g. Councillor), and Membership of other public bodies such as being an Office bearer of a community council. This will not include Membership or being an office bearer of any private organisation e.g. Bowling club, church etc.
- Membership of other **housing Associations or Registered Social Landlords**.
- Financial interests which may relate to the work of the Association. This will include being an employee; holding a directorship or substantial shareholding of any company which has any ongoing or contractual relationship with the Association. In addition, it will include any such position held by a direct relative; Member of your household or someone with a close personal connection to you. Details of such connections are set out below.
- Other i.e. non-financial interests. This shall include Membership **at a decision making level** of any organisation which has an ongoing or contractual relationship with the Association.

**As a Community Controlled Housing Association, Craigdale regards it as a strength that its own tenants and factored owners can play a part in our work and serve on our Board. The Association does not recognise that such service represents a conflict of interest. If any of our tenants or factored owners are Board members, they do not have to make a Declaration of Interest based on the fact they are a tenant or a factored owner of the Association.**

The Register will be maintained by the Secretary (or the Association's CEO if instructed so by the Secretary) and shall be maintained annually by the completion of a new declaration immediately following the Annual General Meeting. Any new Board Members co-opted between AGMs will be required to complete a declaration on joining the Board. The Declaration form is attached to this Appendix.

The Association recognises that this annual declaration cannot cover every eventuality and, in particular, that events may occur during the year which result in a Board Member having an interest in a matter not declared in the Register but which arises in the course of the Association's business.

It is the responsibility of every Board Member to declare such an interest should it arise and to update their Declaration of Interests accordingly. Any failure to make a complete, accurate and prompt declaration - whether deliberately or through taking insufficient care – will be regarded as a breach of the Code of Conduct.

The provisions of the Rules, Standing Orders and Code of Conduct would then apply. Examples of such instances might be where an organisation to which a Board Member is an Office Bearer e.g. a care provider, enters into a contractual relationship with the Association in the course of the year. In this instance the Register would not contain any reference to it as the contractual relationship did not exist at the time of the annual declaration.

As soon as the Board Member's circumstances change a Declaration must be made.

Board Members who are in any doubt about such instances should clarify matters with the Secretary or CEO.

**Definition of 'close connection':** Someone 'closely connected' to you includes family Members and persons who might reasonably be regarded as similar to family Members even where there is no relationship by birth or in law.

The following table outlines those who you should consider when declaring interests:

**Table A**

<b>Group 1 Members of your household</b>	<b>Group 2 People closely associated with you</b>	<b>Group 3 Others you need to consider</b>
Anyone who normally lives as part of your household, whether they are related to you or not, including spouses/partners who work away from home and sons and daughters who are studying away from home	Parents, parents –in-law and their partners sons and daughters; stepsons and step-daughters and their partners; brothers and sisters and their partners; a partner's parent, child, brother or sister; grandparents; grandchildren and their partners; someone who is dependent on you or whom you are dependent on; close friends	Other relatives (e.g. uncles, aunts, nieces, nephews and their partners); other friends (e.g. someone you are acquainted with socially, neighbours, business contacts/associates)

If a Member becomes aware of any action or involvement relating to anyone in the above table then the Member must declare the interest and manage this as soon as possible.

However, we recognise that Members will not always be closely acquainted with or in regular contact with all of the people listed in the above table and we do not expect Members to go to unreasonable lengths to identify actions or involvement that are covered by this guidance.

Please note, we do expect Board Members to be familiar with the actions of Members of their household (Group 1) and of any other people listed in the table above with whom they are closely associated and/or in regular contact and the Board Member must take steps to identify, declare and manage these.

**Board Members are not expected to be aware of the actions of people in groups 2 and 3 that they do not have a close Association and/or regular contact with.** We do not expect Members to research into the employment, business interests and other activities of all persons with whom Board Members are closely connected to.

In relation to the above guidance, Board Members when considering their actions should do so from the point of view of a reasonable and objective observer. Board Members actions must always be open, honest and accountable.

## Register of Board Members' Interest & Declaration of Interest

### Declaration Form

DATE:	
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#### 1. Name of Board Member

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#### 2. Employment:

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#### 3. Positions of Public Responsibility:

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#### 4. Membership of other Housing Associations & Register Social Landlords:

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#### 5. Financial Interests (see notes):

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#### 6. Non-financial Interests (see notes):

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**7. Details of:**

<b>Group 1 Members of your household</b>	<b>Group 2 People closely associated with you</b>	<b>Group 3 Others you need to consider</b>
(Name & address & connection to you)	(Name & address & connection to you)	(Name & address & connection to you)

**DECLARATION**

I declare that the above particulars are accurate of the best of my knowledge:

Signed:			
Print Name:		Date:	

## Appendix 4

### SFHA MODEL ROLE DESCRIPTIONS FOR GOVERNING BODY MEMBERS & OFFICE BEARERS

#### Role Description for Governing Body Members of Craigdale Housing Association

##### 1.0 Introduction

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

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

##### 2.0 Primary Responsibilities

- 2.1 As a GBM your primary responsibilities are, with the other members of the Governing Body, to
  - Lead and direct **Craigdale Housing Association**’s work
  - Promote and uphold **Craigdale Housing Association**’s values
  - Set and monitor standards for service delivery and performance
  - Control **Craigdale Housing Association**’s affairs and ensure compliance
- 2.2 Responsibility for the operational implementation of **CRAIGDALE HOUSING ASSOCIATION**’s strategies and policies is delegated to the Chief Executive Officer.

<sup>1</sup> Scottish Housing Regulator (April 2012) *Regulation of Social Housing in Scotland: Our Framework* available [here](#)

### **3.0 Key Expectations**

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

### **4.0 Main Tasks**

- To contribute to formulating and regularly reviewing **CRAIGDALE HOUSING ASSOCIATION**'s values, strategic aims and performance standards
- To monitor **CRAIGDALE HOUSING ASSOCIATION**'s performance
- To ensure that **CRAIGDALE HOUSING ASSOCIATION** operates within and is compliant with the relevant legal and regulatory frameworks
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that **CRAIGDALE HOUSING ASSOCIATION** is adequately resourced to achieve its objectives and meet its obligations
- To act, along with the other members of the governing body, as the employer of **CRAIGDALE HOUSING ASSOCIATION**'s staff

### **5.0 Duties**

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

## 6.0 Commitment

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

Activity	Time
Attendance at up to 10 regular meetings of the Governing Body	<b>30 hrs</b>
Reading and preparation for meetings of the governing body	<b>20 hrs</b>
Attendance at up to 6 Committee meetings	<b>12 hrs</b>
Reading and preparation for Committee meetings	<b>12 hrs</b>
Attendance at Business Planning Days and review events (including individual review meeting)	<b>16 hrs</b>
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	<b>10 hrs</b>
Attendance at internal briefing and training events	<b>10 hrs</b>
External Training and conference attendance (may include overnight stay or weekend)	<b>15 hrs</b>
<b>Total estimated annual time commitment</b>	<b>125 hrs</b>

## 7.0 What CRAIGDALE HOUSING ASSOCIATION Offers GBMs

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

7.2 In return for your commitment, **CRAIGDALE HOUSING ASSOCIATION** offers:

- A welcome and introduction when you first join the governing body
- A mentor from the governing body and a named staff contact for the first six months, with ongoing support
- Clear guidance, information and advice on your responsibilities and on **CRAIGDALE HOUSING ASSOCIATION's** work
- Formal induction training to assist settling in
- Papers which are clearly written and presented, and circulated in advance of meetings
- The opportunity to put your experience, skills and knowledge to constructive use
- The opportunity to develop your own knowledge, experience and personal skills
- The chance to network with others with shared commitment and ideals

## 8.0 Review

8.1 This role description was approved by the Governing Body on 19<sup>th</sup> January 2026. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Governing Body not later than August 2026.

## **Role Description for Chair of Craigdale Housing Association**

### **1.0 Introduction**

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of **CRAIGDALE HOUSING ASSOCIATION** [and to the Chairs of **CRAIGDALE HOUSING ASSOCIATION's Committees**]. The responsibilities described here are additional to those set out in the Governing Body Members' (GBM) role description. It should be considered alongside **CRAIGDALE HOUSING ASSOCIATION**'s Rules and Standing Orders.
- 1.2 This role description will be used to support the annual review of the Governing Body's effectiveness. It will be used to appoint the Chair [and Committee Chairs] after each AGM. GBMs who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here before the election takes place.
- 1.3 In the event that the Chair is unable to fulfil their responsibilities, [the Vice Chair] will carry out the duties of the Chair.
- [1.4 As set out in the Standing Orders, the Chair of HA may not also serve as the Chair of a Committee and each Committee must elect a different Chair.]**
- 1.4 An overview of the Role of the Chair is outlined in Rule **[59.5]** of **CRAIGDALE HOUSING ASSOCIATION**'s Rules.
- 1.5 The Chair will be elected by the Governing Body each year at the first Governing Body meeting following the AGM. Whilst the Chair of **CRAIGDALE HOUSING ASSOCIATION** can be re-elected, in accordance with Rule **[59.10]** of **CRAIGDALE HOUSING ASSOCIATION**'s Rules, they cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five year maximum term.
- [1.7 In the spirit of **CRAIGDALE HOUSING ASSOCIATION**'s rules, if an individual has served five years as Chair, they should not be subsequently re-elected as Chair at any point.]**

### **2.0 Key Responsibilities**

- 2.1 The Chair must act, and be seen to act, at all times on behalf of the Governing Body. The Chair's key responsibilities are:
  - To lead the Governing Body [or Committee] constructively, provide direction and manage meetings effectively
  - To develop and maintain a constructive and positive working relationship with the Chair and CEO and senior staff
  - To uphold **CRAIGDALE HOUSING ASSOCIATION**'s Code of Conduct and promote good governance
  - To ensure that **CRAIGDALE HOUSING ASSOCIATION**'s business is conducted effectively between meetings and that emergency decisions are taken appropriately when required

### **3.0 Leadership and Direction**

- 3.1 The Chair is expected to:
  - Represent **CRAIGDALE HOUSING ASSOCIATION** positively and effectively

- Set the style and tone of Governing Body **[or Committee]** meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for **CRAIGDALE HOUSING ASSOCIATION**'s Governing Body
- Ensure that the necessary arrangements are in place to enable **CRAIGDALE HOUSING ASSOCIATION** to honour its obligations, achieve its objectives and meet agreed targets
- Demonstrate and support the principles of good governance at all times
- Ensure that the Governing Body has access to the range of skills, knowledge and experience necessary for the achievement of **CRAIGDALE HOUSING ASSOCIATION**'s aims and objectives and for the fulfilment of the Governing Body's responsibilities
- Ensure that the Governing Body has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought
- Provide support to new and experienced Governing Body Members by promoting access to relevant induction, training and development opportunities

## 4.0 Working with the CEO

### 4.1 The Chair should:

- Establish a constructive relationship with the CEO and ensure that their respective roles of leading and managing are recognised and promoted effectively. **[Committee Chairs should establish similar relationships with the relevant senior staff member]**.
- Ensure that the conduct of **CRAIGDALE HOUSING ASSOCIATION**'s business continues effectively between meetings of the Governing Body and act under delegated or emergency authority when necessary
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a CEO, in accordance with **CRAIGDALE HOUSING ASSOCIATION**'s agreed recruitment practices
- Carry out, with at least one other Governing Body member, the CEO's annual appraisal and report to the Governing Body
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the CEO
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the CEO, in accordance with **CRAIGDALE HOUSING ASSOCIATION**'s agreed procedures

## 5.0 Promoting Good Governance

### 5.1 The Chair is required to:

- Promote and demonstrate the highest standards of ethical conduct and integrity
- Initiate any investigation under the terms of **CRAIGDALE HOUSING ASSOCIATION**'s Code of Conduct
- Chair all general meetings of **CRAIGDALE HOUSING ASSOCIATION** in accordance with the Rules
- Chair all Governing Body meetings of **CRAIGDALE HOUSING ASSOCIATION**, in accordance with the Rules and Standing Orders
- Ensure that all Governing Body members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- Manage meetings effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically

- Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively

## **6.0 Conduct of HA's Business**

6.1 The Chair is expected to:

- Ensure that **CRAIGDALE HOUSING ASSOCIATION**'s business is efficiently and accountably conducted between Governing Body meetings
- Sign cheques and documents requiring the Governing Body or the Chair's authorisation, in accordance with **CRAIGDALE HOUSING ASSOCIATION**'s standing orders
- Take decisions on behalf of the organisation in the event of emergencies that occur outside the regular meeting cycle and report these back to the Governing Body for ratification
- Ensure that the skills, knowledge and support available to the Governing Body are kept under periodic review

## **7.0 Monitoring and Review**

7.1 This role description was approved by the Governing Body on 19<sup>th</sup> January 2026. It will be reviewed not later than August 2026.

## **Role Description for Vice Chair of Craigdale Housing Association**

### **1.0 Introduction**

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of **CRAIGDALE HOUSING ASSOCIATION**. The responsibilities described here are additional to those set out in the Governing Body Members' (GBM) role description. It should also be considered alongside:
  - the Role Description for the Chair of **CRAIGDALE HOUSING ASSOCIATION**
  - **CRAIGDALE HOUSING ASSOCIATION**'s Rules; and
  - **CRAIGDALE HOUSING ASSOCIATION**'s Standing Orders.
- 1.2 In the event that the Chair of **CRAIGDALE HOUSING ASSOCIATION** is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.
- 1.3 The position of Vice Chair will be elected by the Governing Body, every year at the first meeting following the AGM.
- 1.4 In accordance with Rule **[59.10]** of **CRAIGDALE HOUSING ASSOCIATION**'s Rules, the Chair cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five year maximum term.

**[1.5 When the Chair stands down, the Vice Chair in post will be asked if they wish to stand for election to become Chair.]**

- 1.6 The role of Vice Chair must be carried out by a Governing Body member and may also be carried out by a former office bearer.

### **2.0 Role of Vice Chair**

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

### **3.0 Monitoring and Review**

- 3.1 This role description was approved by the Governing Body on **19<sup>th</sup> January 2026**. It will be reviewed not later than **August 2026**.

# Role Description for Secretary of CRAIGDALE HOUSING ASSOCIATION

## 1.0 Introduction

**Drafting Note – Often RSLs will assign the role of the Secretary to a senior member of staff. Where this is the case, the relevant sections of this role description (2.1 and Annex 1) should be reflected in CRAIGDALE HOUSING ASSOCIATION’s Standing Orders and a separate Role description will not be necessary. Under these circumstances no annual election of the secretary will take place as the Standing Orders will state that this role is carried out by the appropriate member of staff – in most cases the CEO. Therefore the below Role Description is most relevant to RSLs who decide that a Governing Body Member will carry out the role and is drafted to reflect this.**

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of **CRAIGDALE HOUSING ASSOCIATION**. The responsibilities described here are additional to those set out in the Governing Body Members’ (GBM) role description. It should also be considered alongside **CRAIGDALE HOUSING ASSOCIATION**’s Rules and Standing Orders.
- 1.2 The role of the Secretary will be carried out by a Governing Body Member of **CRAIGDALE HOUSING ASSOCIATION** who will be elected by the Governing Body, every year at the first meeting following the AGM.
- 1.3 Where appropriate, the Secretary’s duties can be delegated to an appropriate employee of **CRAIGDALE HOUSING ASSOCIATION**, with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner. **[All of the practical duties detailed at 2.1 – with the exception of attendance at meetings - will be delegated to INSERT STAFF MEMBER ROLE]**

## 2.0 Duties of the Secretary

- 2.1 **CRAIGDALE HOUSING ASSOCIATION**’s Rules specify the Role of the Secretary in detail. **[All references to the Secretary within CRAIGDALE HOUSING ASSOCIATION’s Rules are provided as Annex 1]**

- 2.2 The duties of the secretary include:

- Calling and going to all Annual General Meetings, Special General Meetings and Governing Body meetings
- Keeping the minutes for all Annual General Meetings, Special General Meetings and Governing Body meetings
- Sending out letters, notices calling meetings and relevant documents to Members before a meeting
- Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator
- Ensuring compliance with **CRAIGDALE HOUSING ASSOCIATION**’s Rules
- Keeping the Register of Members and other Registers required by **CRAIGDALE HOUSING ASSOCIATION**’s Rules
- Supervision of the **CRAIGDALE HOUSING ASSOCIATION**’s seal

## 3.0 Monitoring and Review

3.1 This role description was approved by the Governing Body on 19<sup>th</sup> January 2026. It will be reviewed not later than August 2026.

## Annex 1 References to Secretary Within Craigdale Housing Association's Rules

**Drafting Note:** *All references are taken directly from the SFHA Model Rules 2013 (as Amended 2015) and will require to be adjusted to reflect CRAIGDALE HOUSING ASSOCIATION's Rules. The inclusion of this Annex is optional.*

### 1.0 Rules Relating to Correspondence with Members

**[Rule 10]** If you change your address, you must let the Association know by writing **to the Secretary** at the registered office within three months. This requirement does not apply if you are a tenant of the Association and have moved home by transferring your tenancy to another property owned and managed by the Association.

**[Rule 11.1.1]** Your membership of the Association will end and the Committee will cancel your share and record the ending of your membership in the Register of Members if you (a Member) resign your membership giving seven days' notice in writing **to the Secretary** at the registered office.

**[Rule 11.1.4.2]** *(This refers to part of the procedure for cancelling a Membership by virtue of receiving a complaint)*

**The Secretary** must notify the Member of the complaint in writing no less than one calendar month before the meeting takes place

### 2.0 Rules Relating to Annual and Special General Meetings

**[Rule 21.1]** All general meetings other than annual general meetings are known as special general meetings. **The Secretary** will call a special general meeting if:

**[21.1.1]** the Committee requests one; or

**[21.1.2]** At least four Members request one in writing. If there are more than 40 Members, at least one tenth of all the Members must ask for the meeting.

**[Rule 21.2]** Whoever asks for the meeting must give **the Secretary** details of the business to be discussed at the meeting.

**[Rule 21.3]** If a special general meeting is requested, **the Secretary** must within 10 days of having received the request give all Members notice calling the meeting. The meeting must take place within 28 days of **the Secretary** receiving the Members' request. **The Secretary** should decide on a time, date and place for the meeting in consultation with the Committee or the Chair, but if such consultation is not practicable **the Secretary** can on his/her own decide the time, date and place for the meeting.

**[Rule 21.4]** If **the Secretary** fails to call the meeting within ten days, the Committee or the Members who requested the meeting can arrange the meeting themselves.

**[Rule 22.1]** **The Secretary** will call all general meetings by written notice posted or sent by fax or email to every Member at the address, fax number or email address given in the Register of Members at least 14 days before the date of the meeting. This notice will give details of:

**[22.1.1]** the time, date and place of the meeting

**[22.1.2]** whether the meeting is an annual or special general meeting

**[22.1.3]** the business for which the meeting is being called

**[Rule 22.2]** The Committee may ask **the Secretary** to include with the letter or send separately to Members any relevant papers or accounts. If a Member does not receive notice of a meeting or papers relating to the meeting, this will not stop the meeting going ahead as planned. Each communication sent to a Member by post, addressed to his or her registered address, shall be deemed to have arrived forty-eight hours after being posted. Each communication sent to a Member by fax or email shall be deemed to have arrived on the day it is sent.

**[Rule 27.6]** If there is to be an election of Committee Members at an Annual General Meeting, you can vote by post. Not less than 14 days before a meeting is held at which one or more Committee Members will be elected, you will receive a ballot paper for the election. You can vote in the election by returning the ballot paper to **the Secretary** at least 5 days before the day of the meeting, or by bringing your ballot paper along to the meeting.

### **3.0 Rules Relating to Committee Meetings and Special Committee Meetings**

**[Rule 50]** Committee Members must be sent written notice of Committee meetings posted, or delivered, by hand or sent by fax or email to the last such address for such communications given to **the Secretary** at least seven days before the date of the meeting. The accidental failure to give notice to a Committee Member or the failure of the Committee Member to receive such notice shall not invalidate the proceeding of the relevant meeting.

**[Rule 56.1]** The Chair or two Committee Members can request a special meeting of the Committee by writing to **the Secretary** with details of the business to be discussed. **The Secretary** will send a copy of the request to all Committee Members within three working days of receiving it. The meeting will take place at a place mutually convenient for the majority of Committee Members, normally the usual place where Committee Meetings are held, between 10 and 14 days after **the Secretary** receives the request.

**[Rule 56.3]** If **the Secretary** does not call the special meeting as set out above, the Chair or the Committee Members who request the meeting can call the meeting. In this case, they must write to all Committee Members at least seven days before the date of the meeting.

## **Rules Relating to the Role of the Secretary**

**[Rule 59.1]** The Association must have a **Secretary**; a Chair and any other Office Bearers the Committee considers necessary. The Office Bearers, except for **the Secretary**, must be elected Committee Members and cannot be co-optees. An employee may hold the office of **Secretary** although not be a Committee Member. The Committee will appoint these Office Bearers. If **the Secretary** cannot carry out his/her duties, the Committee, or in an emergency the Chair, can ask another Office Bearer or employee to carry out **the Secretary's** duties until **the Secretary** returns.

**[Rule 59.2]** **The Secretary** and the other Office Bearers will be controlled, supervised and instructed by the Committee.

**[Rule 59.3]** **The Secretary's** duties include the following (these duties can be delegated to an appropriate employee with **the Secretary** assuming responsibility for ensuring that they are carried out in an effective manner):

- [59.3.1]** calling and going to all meetings of the Association and all the Committee Meetings
- [59.3.2]** keeping the minutes for all meetings of the Association and Committee
- [59.3.3]** sending out letters, notices calling meetings and relevant documents to Members before a meeting
- [59.3.4]** preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator
- [59.3.5]** ensuring compliance with these Rules
- [59.3.6]** keeping the Register of Members and other registers required under these Rules; and
- [59.3.7]** supervision of the Association's seal.

**[Rule 59.4]** **The Secretary** must produce or give up all the Association's books, registers, documents and property whenever requested by a resolution of the Committee, or of a general meeting.

**[Rule 59.9]** The Chair can resign his/her office in writing to **the Secretary** and must resign if s/he leaves the Committee or is prevented from standing for; or being elected to the Committee under Rule 43. The Committee will then elect another Committee Member as Chair.

**[Rule 63]** The Association shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 and record the execution in the register. The use of a common seal is not required. The Association may have a seal which **the Secretary** must keep in a secure place unless the Committee decides that someone else should look after it. The seal must only be used if the Committee decides this. When the seal is used, the deed or document must be signed by **the Secretary** or a Member of the Committee or another person duly authorised to subscribe the deed or document on the Association's behalf and recorded in the register.

**[Rule 68]** At the last Committee Meeting before the annual general meeting, **the Secretary** must confirm in writing to the Committee that Rules 62 to 67 have been followed or, if they have not been followed, the reasons for this. **The Secretary's** confirmation or report must be recorded in the minutes of the Committee Meeting.

**[Rule 75.1]** Every year, within the time allowed by the law, **the Secretary** shall send to the Financial Conduct Authority the annual return in the form required by the Financial Conduct Authority.

**[Rule 75.2]** **The Secretary** must also send:

**[75.2.1]** a copy of the auditor's report on the Association's accounts for the period covered by the return; and

**[75.2.2]** a copy of each balance sheet made during that period and of the auditor's report on that balance sheet.

**[Rule 85]** **The Secretary** shall, on demand, provide a copy of the Rules of the Association free of charge to any Member who has not previously been given a copy and, upon payment of such fee as the Association may require, not exceeding the amount specified by law, to any other person.