



**Muirhouse  
Housing  
Association**

**MUIRHOUSE HOUSING ASSOCIATION**



**Muirhouse  
Homes Ltd**

**MUIRHOUSE HOMES**

**Title of Policy:** Standing Orders

**Date of Adoption or Last Review:** April 2023

**Lead Officer:** Chief Executive

**Approval date:** 27<sup>th</sup> March 2023

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# Policy: Standing Orders Policy

## Our Vision, Our Mission, Our Values

**Our Vision** is an engaged, thriving, desirable and eco-friendly Muirhouse with high quality, truly affordable and greener homes.

**Our Mission** - We will provide high quality, truly affordable homes and services for residents and strengthen our engagement and partnerships to enrich the community and safeguard our environment.

**Our Values** - In upholding our central value of providing high quality, affordable homes and services, our behaviours and decisions will demonstrate our commitment to

**Excellence:** Ensuring the highest standards in all that we do and innovating to continually improve. Across the MHA Group, we are committed to providing a high quality, customer focused service that demonstrates value for money.

**Caring:** Being compassionate about and responding appropriately to the needs of our residents, staff, and Board.

**Mutual Respect:** Valuing the views, knowledge, expertise, and skills of others and collaborating to achieve good outcomes for residents, staff and the Association. We will continue to be a leading member of the local community, working with our customers and statutory, voluntary, and private sector partners.

### This policy applies to

This Policy applies to all employees and board members at Muirhouse Housing Association (MHA) and Muirhouse Homes Ltd (MH4).

### Policy Summary

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

### Equalities

MHA will ensure there is a consistent approach in promoting equality and diversity across all areas and this policy will be administered in accordance with the MHA's Equality, Diversity, and Inclusion Policy.

### Privacy

This policy has been developed and will be applied in compliance with General Data Protection Regulations (2018).

### Compliance

#### Regulatory Standards

##### Standard 1

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

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

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

### Related Policies

MHA  
Rules Financial Regulations  
Whistleblowing Policy  
Anti-Bribery Policy  
Anti Fraud and Corruption Policy  
Code of Conduct for Board Members  
Code of Conduct for Staff

## Contents

1	Introduction	
2	The Board	
3	Muirhouse Housing Association Sub Committees	
4	Hearing and Appeals	
5	Working Groups and Advisory Panels	
6	Membership	
7	Personal Interests	
8	Office Bearers – Muirhouse Housing Association	
9	Office Bearers – Muirhouse Homes	
10	Meetings	
11	Quorum – Muirhouse Housing Association	
12	Quorum – Muirhouse Homes	
13	Business at Meetings	
14	Chairing Meetings	
15	Length of Meetings	
16	Staff Attendance at Meetings	
17	Attendance of other parties	
18	Minutes	
19	Voting	
20	Openness and Confidentiality	
21	Emergencies	
22	Delegated Authority	
Appendix 1	Remit of the Muirhouse Housing Association Board – To be developed and present for approval	
Appendix 2	Term of Reference: Audit and Risk Sub Committee (approved March 2022)	
Appendix 3	Term of Reference: Staffing Sub Committee (approved June 2021)	
Appendix 4	Role Description for Muirhouse Housing Association Board Members (September 2021)	
Appendix 5	Code of Conduct for Governing Body Member (provided separately)	
Appendix 6	Role Descriptions for Chair and Officer Bearers (approved September 2021)	
Appendix 7	Remit of Muirhouse Homes Board - To be developed and present for approval	

## **1. Introduction**

1.1 These Standing Orders have been approved by the Board of Muirhouse Housing Association as a framework for the effective and proper conduct of business and to specify the delegated authority and financial regulations within which we operate.

1.2 The matters set out in these Standing Orders apply to both Muirhouse Housing Association and to Muirhouse Homes, except where explicitly specified. All matters that are not specified in these Standing Orders are reserved to the Board. Where authority is delegated to staff, the delegated authority is in respect of operational matters only, or strategy/policy development or implementation which has been specifically delegated.

1.3 The Standing Orders take account of our Rules, legislative and regulatory requirements and good practice advice. In the event of a conflict between these Standing Orders and the Rules, the Rules will prevail.

1.4 The Standing Orders and associated appendices can only be amended with the approval of the Board. They will be reviewed at least every three years.

## **2. The Board**

2.1 The Board is responsible for

- Providing strategic leadership, control and direction of the organisation
- Appointment of, and provision of strategic leadership support for the Chief Executive.
- Acting in accordance with the Rules and Regulatory Standards and guidance published by the Scottish Housing Regulator.
- Acting as charity Trustees and manage the charity's affairs prudently, taking a long term as well as a short-term view.
- Ensuring that all the charity's assets are under its control and that all capital and revenue expenditure is solely for the purposes as set out in the charity's governing document.
- Not deriving any personal benefit or gain from the charity.
- Taking professional advice as required.
- Ensuring good governance across the organisation including the subsidiary.

2.2 The Board has agreed a remit which specifies its responsibilities and duties which forms a separate document.

2.3 The Board of Muirhouse Housing Association will meet at least six times each year.

2.4 The Board of Muirhouse Homes will meet at least four times a year and will report to the Board of Muirhouse Housing Association after each meeting which will be through the minute of the meetings that will be circulated to the next parent Board meeting.

2.5 The Board of Muirhouse Housing Association is responsible for control and monitoring of Muirhouse Homes and will:

- Appoint Board members of Muirhouse Homes.
- Approve and monitor Muirhouse Homes Annual Business Plan and monitor implementation of it's delivery plans.
- Approve the Muirhouse Homes risk register, and review minutes and a quarterly update report provided from Muirhouse Homes to the Muirhouse Housing Association Board.
- Monitor compliance by Muirhouse Homes with the provisions of the Independence Agreement and in the event of non-compliance, take such action as appropriate.
- Ensure that the Chief Executive provides the secretariat role for Muirhouse Homes.

### **3. Muirhouse Housing Association Sub-Committees**

3.1 The Board of Muirhouse Housing Association has established two sub-committees to which it has delegated authority for taking decisions and agreeing actions in specified areas. The sub-committees are:

- Audit and Risk
- Staffing

Their responsibilities are detailed in the remits which have been agreed by the Board and which form separate documents attached to these standing orders as appendices. These remits will be monitored regularly and formally reviewed at least every three years.

3.2 All sub-committees report to and are accountable to the Board.

3.3 The Audit and Risk sub-committee will meet at least four times each year and will report on its activities to the next meeting of the Board.

3.4 The Staffing sub-committee will meet at least two times a year and otherwise as and when necessary and will report on its activities to the next meeting of the Board.

3.5 Each of the sub-committees may obtain appropriate professional advice, without reference to the Board, to enable it to fulfil its responsibilities, subject to the provisions of these standing orders and the agreed remits.

3.6 The Chair of Muirhouse Housing Association may sit on any subcommittee or subsidiary board; however they may not chair any such groups whilst being the Chair of Muirhouse Housing Association.

3.7 If two Board Members enter into or are in a relationship with each other they cannot both sit on the same subcommittee, nor can they both be Office Bearers during the same period.

## **4. Hearing and Appeals Panels**

4.1 The Board may establish hearing and appeals panels as required to hear, investigate and decide upon matters raised by breaches of the Code of Conduct of Board Members or grievances raised by Board Members.

4.2 Where appropriate, the Board may delegate authority for agreeing the membership and remit of individual panels to the Chief Executive and Chair or other office bearers.

4.3 Following consideration of any competent matter referred to it, the Appeals Panel will decide and report its actions to the Board. The Appeals Panel is accountable to the Board whose decision is final.

## **5. Working Groups and Advisory Panels**

5.1 The Board may establish Working Groups and Advisory Panels to assist its consideration of specific issues. The Board will not normally delegate decision making authority as required and such groups must be formally established, and a remit agreed by the Board. Working Groups will not normally be established for periods in excess of twelve months. The Board will decide the life span of Advisory Panels.

5.2 Remits for current Working Groups and Advisory Panels will be attached to these Standing Orders as separate documents.

5.3 The remits of any Working Groups and Advisory Panels will be kept under review and assessed upon completion.

5.4 All groups established under the terms of this section of the Standing Orders report to and are accountable to the Board.

## **6. Membership**

### **6.1 Board**

6.1.1 Muirhouse Housing Association's Board will have not less than seven members appointed at the AGM. Membership of the Board will be not more than fifteen (including co-optees). The Rules set out the arrangements for the election, appointment and co-option of Board members and will always be followed. The members of the Board are Trustees of Muirhouse Housing Association.

6.1.2 Muirhouse Homes' Board will have no less than 3 and no more than 8 members, appointed by Muirhouse Housing Association as the parent organisation, under the terms of the Memorandum of Association of Muirhouse Homes. The members of the Board are Directors of Muirhouse Homes.

6.1.3 Where a Board member of Muirhouse Housing Association, or a Board member of Muirhouse Homes misses four consecutive meetings of the Board without first obtaining leave of absence, the Board will require that Board member resigns.

6.1.4 The maximum term that a Board member can serve is 9 years. Where circumstances are such that there is a benefit in longer service and continued effectiveness can be evidenced, the term of office can be extended by annual increments and there must be an annual review of continuing effectiveness.

## 6.2 Muirhouse Housing Association Sub-Committees

6.2.1 Members of Muirhouse Housing Association's Audit and Risk and Staffing sub-committees will be appointed by the Board at the first meeting following the AGM. There must be at least three members on each of the sub-committees. Co-opted members of the Board may be members of any of the sub-committees, although they may not become office bearers and may not take part in any discussions or decisions relating to Muirhouse Housing Association's membership or the election of office bearers.

6.2.2 Sub-committees may not co-opt additional members beyond those appointed from the Board. Any Board member may attend meetings of any sub-committee of which they are not a member as an observer.

6.2.3 Where a sub-committee member fails to attend four consecutive meetings, without first obtaining leave of absence, the Board may require the Board member to resign from the sub-committee.

## 6.3 Hearing and Appeals Panels

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

## 6.4 Advisory Groups and Working Parties

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

## 6.5 Role of Members

6.5.1 The Board has agreed a job description for its members. At least annually, the Board will identify the range of skills, knowledge and experience that it requires to fulfil the terms of its agreed remit. It will publicise the job description and identify the areas of skills, knowledge and experience required when inviting nominations for election to the Board.

6.5.2 The Board of Muirhouse Housing Association may co-opt anyone who is suitable to join the Board, provided that the total membership, including co-optees, does not exceed fifteen and the number of co-optees does not exceed a third.



6.5.4 References to members of the Board in these Standing Orders include co-optees. In seeking co-options, the Board will have regard to the role description and identified skills, experience and knowledge required. People who are co-opted to the Board cannot take part in any discussions or vote on matters relating to membership or to the election of office bearers.

6.6 In the event of a dispute, a majority of those attending a meeting of the Board, sub-committee or working group may require a member to withdraw from the meeting if the member fails to recognise the authority of the Chair.

## **7. Personal Interest**

7.1 The Board has agreed Codes of Conduct for Board members and staff, including arrangements for the declaration of conflicts of interest. All Board members and senior Management must declare relevant interests in line with our procedures and confirm at least annually that their declaration is accurate.

7.2 Any potential conflicts of interest must be declared at the start of a meeting of the Board, all sub-committees, Working Groups, Hearing or Appeals Panels or Advisory Panels. All agendas will contain a standing item for declaration of interests. All declarations will be recorded in the Minutes. Board members will not normally be permitted to remain during the discussion of a matter in which they have an interest, or to vote on it, and their withdrawal and return will be recorded in the Minutes. Where the members of the Board decide that the member may remain, they will not take part in the discussion nor participate in any vote on the matter. The reasons for the Board decision will be recorded in the Minutes.

## **8. Office Bearers – Muirhouse Housing Association**

8.1 At its first meeting following the AGM, the Board of Muirhouse Housing Association will elect a Chair and Vice-Chair. The Board has agreed a remit for the Chair which specifies the Chair's responsibilities and duties, and which forms a separate document.

8.2 The Chief Executive acts as the Secretary to the Board.

8.3 In the absence of the Chair, the Vice-Chair will undertake his/her duties. Co-optees cannot be elected, or act, as office bearers.

8.4 In the period between the AGM and the first meeting of the Board, the incumbent Chair will continue to act in that role "pro-tem"; failing him/her, the incumbent Vice-Chair. In the event that neither the Chair nor Vice-Chair remains as a member of the Board following the AGM, the elected Board will meet immediately after the AGM to elect office bearers to ensure that the efficient operation of business is not interrupted.

8.5 Chairs of sub-committees will be appointed by the respective sub-committees (at the first sub-committee meeting after the AGM), as will convenors of advisory groups and working parties.

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

8.7 Sub-committee Chairs are responsible for reporting to the Board on the decisions and actions taken by the relevant sub-committee and for ensuring that appropriate recommendations are made on matters requiring Board approval.

8.8 Where a decision requires to be taken on a matter not previously considered by the Board or a sub-committee, outwith the schedule of meetings, and it is not practicable for a meeting (of either the Board or the relevant sub-committee) to be called, and failure to make a decision would be prejudicial to the interests of the organisation and/or its service users, the Chief Executive has delegated authority to consult with the Chair, Chair of the relevant sub-committee and the other office bearers to make a decision and implement action, with a report being made to the next meeting of the appropriate sub-committee or the Board for homologation.

8.9 The Board and sub-committees may delegate authority to the office bearers to make decisions and act in respect of specific issues and within agreed principles between meetings. All such decisions and actions must be reported to the next meeting of the Board or sub-committee.

## **9. Office bearers – Muirhouse Homes**

9.1 The Directors of Muirhouse Homes shall appoint a Chair and other such office bearers as they consider appropriate, with the written approval of Muirhouse Housing Association as the parent organisation.

## **10. Meetings**

10.1 All meetings will be held in venues which are accessible to all.

10.2 Sub-committees will meet as required within their Terms of Reference.

10.3 A schedule of all meetings of the Board and sub-committees will follow the financial year and will be agreed and circulated after the meeting in December.

10.4 In the event of a special meeting of the Board being called by the Chair, or two Board members, the provisions within the Rules which relate to special meetings will be applied.

10.5 Meetings can take place in any manner which permits those attending to hear and comment on the proceedings.

10.6 Other detailed procedures regarding Board meeting and Special Board meetings are set out in the Rules.

## **11. Quorum – Muirhouse Housing Association**

11.1 The quorum for meetings of the Board is four.

11.2 The quorum for meetings of sub-committees is three.

11.3 Co-optees do not count towards determining the quorum at either Board or sub-committee meetings.

11.4 All members of an Appeals Panel must be present for a meeting to proceed.

11.5 The quorum for working groups and advisory panels will be determined by the Board.

## **12. Quorum – Muirhouse Homes**

12.1 The quorum for meetings of the Board is 2 or the whole number nearest to one third of the total number of Directors, whichever is greater.

## **13. Business at Meetings**

13.1 At least seven days' advance notice of meetings will be given. The Board may determine the form of the notice to be provided, which can include electronic form. Notice of meetings must include an agenda of the business to be transacted and all supporting papers.

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

13.3 The Chair, respective sub-committee Chairs and the Chief Executive will liaise over the preparation of the Agenda for meetings of the Board and sub-committees.

13.4 Members of the Board, sub committees, working groups and advisory panels may propose items for inclusion on the Agenda for a meeting by contacting the Chair/Convenor or the Chief Executive. The Chair/Convenor will decide whether the item is to be included and the nature of any supporting papers required.

## **14. Chairing Meetings**

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

14.2 Where the Chair of a sub-committee or a working group or advisory panel is not present at the appointed start time, those members present may appoint one of their number, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.

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

- ensuring that members who wish to, are allowed to contribute

- allocating adequate time for contributors to speak
- ensuring voting procedures are in place and these are followed
- announcing votes at general meetings

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

## **15. Length of Meetings**

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

## **16. Staff Attendance at Meetings**

16.1 The Chief Executive will normally attend all meetings of the Board and sub-committees with additional officers in attendance where appropriate.

16.2 The Chief Executive, in consultation with the Chair, may invite relevant staff to attend all or part of a Board or sub-committee meetings where appropriate.

16.3 Staff attending meetings of the Board or sub-committees will not be entitled to vote.

16.4 Staff may be required to leave a meeting of the Board or sub-committee in the event of specific agenda item(s) being deemed to be taken in Private. This is unlikely to happen frequently, and the Chief Executive will normally remain during such discussions.

16.5 The Chief Executive will determine appropriate staff attendance and support for any working groups or advisory panels established by the Board.

16.6 The Chief Executive will attend meetings of hearing/appeals/advisory panels and working groups and act as Secretary, unless the matter being dealt with involves him or her directly.

## **17. Attendance of other Parties**

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

## **18. Minutes**

18.1 Minutes of meetings will be prepared and circulated to the Chair within fourteen days of the meeting wherever possible. They will be presented to the next meeting for approval and signature by the Chair.

18.2 Minutes of subcommittees will be presented to the next meeting of the Board for noting and approval of any recommendations relating to matters not delegated.

18.3 Minutes of Working Groups and Advisory Panels will be presented to the next meeting of the Board for noting and, where appropriate, approval, in accordance with the agreed remit and level of delegation.

18.4 In the case of Hearing or Appeals Panels, a report will be made to the Board or relevant sub-committee on the outcome of the Panel's consideration.

18.5 The Secretary has responsibility for ensuring the preparation and circulation of draft minutes for all meetings of the Board, sub-committees and Working Groups/Advisory Panels. Draft minutes will be agreed with the Chair of the meeting before being distributed to members.

## **19. Voting**

19.1 Decisions at meetings will normally be made by a show of hands and will be carried by a majority.

19.2 Where the members present are equally divided, the Chair will have a second or casting vote.

19.3 A member may request that his/her dissent from a decision is recorded in the Minutes of the meeting. Any member making such a request must not actively dissociate themselves from or criticise the decision in public.

19.4 Two members may request that a secret ballot is held about a specific issue. The Secretary will make the necessary arrangements for the secret ballot and will count the results before passing them to the Chair to be declared.

19.5 A vote to suspend Standing Orders must be supported by a majority of those present and will apply only to the meeting at which the vote is taken.

## **20. Openness and Confidentiality**

20.1 Once they have been approved, minutes of the meetings of the Board will be available to the public on our website or on request from our office.

20.2 Some items may require to be treated as confidential (for example those relating to individuals or groups of individuals) or commercially sensitive and be considered in Private and therefore will be excluded from public access. A majority of those attending the meeting where such items are under discussion may agree to

categorise that item as confidential or commercially sensitive, in accordance with the terms of our Openness and Confidentiality Policy.

20.3 Items categorised as confidential or commercially sensitive and considered in Private will be the subject of a separate, confidential Minute that will be withheld from public availability.

## **21. Emergencies**

21.1 Nothing in these Standing Orders will prevent the effective implementation of approved emergency procedures that will apply in the event of a disaster or emergency situation arising.

21.2 Where emergency decisions are required, and it is not practicable to hold a meeting of the Board or Office Bearers, the Chair (or in his/her absence, the Vice-Chair) and Chief Executive (or in his/her absence, senior staff members) will take all necessary decisions to fulfil our responsibilities to service users and partners. All such decisions and actions must be reported to the Board at the earliest opportunity.

## **22. Delegated Authority**

22.1 The Board is responsible for all decisions taken and actions carried out by or on behalf of the organisation. The Board recognises that good governance depends on a clear definition and understanding of the authorities which attach to Board and staff members. It also recognises that the successful implementation of strategies and plans require the establishment of effective and appropriate levels of delegation to ensure that activities and decisions are not unnecessarily delayed.

22.2 The Scheme of Delegated Authority has been approved by the Board for that purpose.

22.2 All matters not specified in the Scheme of Delegated Authority are reserved to the Board, unless the matter is urgent, in which case, the Chair and the Chief Executive are authorised to take decisions and implement action, provided a report is made to the next meeting of the Board for homologation. It will be for the Chair to decide whether a special meeting of the Board should be called for that purpose, in accordance with the Rules.

22.3 Delegated authority to staff relates to operational responsibilities.

22.4 Office Bearers, acting with senior staff, have authority to

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

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

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

22.6 The Board has agreed the following specific delegations:

Governance

<b>Ref</b>	<b>Authority For</b>	<b>Delegated To</b>
DA 1.1	Approving Annual Returns to the Scottish Housing Regulator and Scottish Government  Signing Annual Returns to the Scottish Housing Regulator and Scottish Government  Submission of Returns to the Scottish Housing Regulator and Scottish Government	Board  Chair, with approval from Board  Chief Executive
DA 1.2	Signing Annual Returns to OSCR  Submission of Returns to OSCR	Chair, with approval from Board  Chief Executive
DA 1.3	Signing Annual Returns to Financial Services Authority  Submission of Returns to FSA	Chair, in consultation with Chair of Audit and Risk Sub-Committee, and agreed by Board  Chief Executive
DA 1.4	Approval of strategic and operational policies  Approval of Procurement Policy	Board  Board
DA 1.5	Approval of authorised signatories	Board
DA 1.6	Approval of recommendation to the AGM on the appointment of the Auditors	Board, on recommendation from the Audit and Risk Sub-Committee

DA 1.7	Approval of appointment of internal auditors	Board, on recommendation from Audit and Risk Sub-Committee
DA 1.8	Agree any remedial action identified by the internal auditor	Audit and Risk Sub-Committee
DA 1.9	Preparation and issue of notice, agenda, papers and minutes for meetings of Board	Chief Executive, in consultation with Chair/Vice Chair
DA 1.10	Approval of draft minutes of Board meetings	Chair
DA 1.11	Preparation and issue of notices, agenda, papers and minutes sub-committees	Chief Executive, in consultation with respective Chairs
DA 1.12	Preparation and issue of notices, agenda, papers and minutes of Hearing/Appeals/Advisory Panels, and Working Groups (parties/groups/panels)	Chief Executive, (unless the subject of a hearing or appeal) in consultation with respective Chairs
DA 1.13	Approval of draft minutes of sub-committee meetings	Sub-committee Chair
DA 1.14	Preparation and issue of notice, agenda, papers and minutes for AGM	Secretary, in consultation with Chair
DA 1.15	Approval and Monitoring of all Registers required by Regulators	Board
DA 1.16	Maintenance of all Registers required by Regulators	Chief Executive
DA 1.17	Agreeing inclusion of new Contractors and Consultants.	Board



	Maintenance of list of current contractors/consultants	Chief Executive & Asset Management Officer
DA 1.18	Making/approving statements to the press or other public statements	Chair and/or Chief Executive
DA 1.19	Disposal of land and property requiring specific consent	Board
	Disposal of land and property covered by general consent	Board
DA 1.20	Taking and granting of Leases	Board
DA 1.22	Approving Pension, death in service benefit arrangements and related Deeds.  Signature of Trust Deed documents  Day to day operation and signatory	Board  Chair and Company Secretary  Finance and Corporate Services Manager

#### Finance and Resources

Ref	Authority For	Delegated To
DA 2.1	Approve additions and deletions to the staffing structure	Board, on recommendation from Staffing Sub-Committee
DA 2.2	Approve changes to terms and conditions of employment	Board, on recommendation from Staffing Sub-Committee
DA 2.3	Development and negotiation of all issues relating to remuneration of staff, working environment, training and development and dignity at work	Board, on recommendation from Staffing Sub-Committee
DA	Recruitment of Chief Executive	

2.4		Office Bearers (or as agreed by the Board)
DA 2.5	Recruitment of senior staff	Office-bearers and Chief Executive
DA 2.6	Recruitment of other staff	Chief Executive or designated line manager/s
DA 2.7	Line Management of Chief Executive	Chair
DA 2.8	Line Management of senior staff	Chief Executive
DA 2.9	Line Management of all other staff	Designated Line Managers
DA 2.10	Grievance and Disciplinary issues relating to Chief Executive and Board members.	Chair, Vice Chair and Staffing Subcommittee
DA 2.11	Grievance and Disciplinary issues relating to senior staff	Chief Executive
DA 2.12	Grievance and Disciplinary issues relating to all other staff	Designated Line Managers
DA 2.13	Approving borrowing and investment strategies and principles	Board (see also Financial Control Framework)
DA 2.14	Agreeing Financial Control Framework	Board, on recommendation from Audit and Risk Sub-Committee
DA 2.15	Approval of Annual Accounts	Board, on recommendation from Audit and Risk Sub-Committee
DA 2.16	Approval of Budget	Board, on recommendation from Audit and Risk Sub-Committee
DA 2.17	Monitoring financial performance and reporting to Board	

		Chief Executive, Finance & Corporate Services Manager and Audit and Risk Sub-Committee
DA 2.18	Ensuring annual audit carried out	Chief Executive and Finance & Corporate Services Manager
DA 2.19	Agreeing and implementing remedial action identified in the course of the annual audit	Audit and Risk Sub-Committee, reporting to Board
DA 2.20	Agreeing and overseeing the implementation of changes to accounting policies and practices	Audit and Risk Sub-Committee
DA 2.21	Agreeing the opening and closure of bank or building society accounts  Holding of all bank and cheque books and other financial documentation	Audit and Risk Sub-Committee  Chief Executive and Finance & Corporate Services Manager
DA 2.22	Approve the terms of all insurances	Finance and Corporate Services Manager
DA 2.23	Agree internal management control systems	Audit and Risk Sub-Committee
DA 2.24	Incur and instruct payment of all items of budgeted expenditure within the terms of agreed budgets and financial regulations	Chief Executive and officers specifically identified in Financial Regulations
DA 2.25	Agree action to address short term cash flow difficulties	Board

#### Housing and Estate Management

Ref	Authority For	Delegated To
DA 3.1	Signing tenancy agreements	Operational staff as appropriate
DA 3.2	Approval of the setting of annual rents and service charges	Board

DA 3.3	Agree to the writing off of arrears within the terms of financial regulations	Board, on recommendation from Audit and Risk Sub-committee
DA 3.4	Agree to the writing off of rechargeable repairs or equivalent within the terms of financial regulations	Board, on recommendation from Audit and Risk Sub-committee
DA 3.5	Instructing Recovery Action for breach of tenancy conditions	Chief Executive and Housing Services Team Leader
DA 3.6	Agreeing Eviction	Chief Executive
DA 3.7	Approving the terms of the periodic satisfaction survey and commissioning the project	Board

#### Development and Property Management

<b>Ref</b>	<b>Authority For</b>	<b>Delegated To</b>
DA 4.1	Negotiating terms for the acquisition of sites and making recommendations to Board  Approving Site Acquisition	Chief Executive and Asset Management Officer  Board
DA 4.2	Approving our submissions to the Local Authorities Strategic Housing Investment Plans (SHIP) /Strategic Local Programmes (SLP)	Approval for In Principle Commitment/ Outline Scheme Proposals to new development/ stock growth – Board  Approval to invest in new development/ stock growth - Board
DA 4.3	Ensuring any targets specified in the Local Authority's Strategic Housing Investment Plan (SHIP)/Strategic Local Programmes (SLP) are achieved	Chief Executive & Asset Management Officer
DA 4.4	Approving outline scheme proposals	Board

DA 4.5	Agreeing savings to individual schemes:  Up to 10% of agreed costs  Over 10% of agreed costs	Chief Executive and Asset Management Officer  Board
DA 4.6	Negotiating terms of loans to fund individual developments and making recommendations to the Board  Approval of Loan Agreements	Chief Executive and Finance & Corporate Services Manager  Board, on recommendation from Audit and Risk Committee
DA 4.7	Ensuring borrowings and investments comply with statutory and regulatory requirements and Rules	Chief Executive, Finance & Corporate Services Manager and Board
DA 4.8	Negotiating grant(s) to fund individual developments	Chief Executive, Asset Management Officer, and Finance & Corporate Services Manager
DA 4.9	Appointment of Contractors and Consultants  Appointment of Contractors and Consultants – New development	Chief Executive and Finance & Corporate Services Manager  Board
DA 4.10	Approval of Claims against Contractors/Consultants  Intimation of claims	Board  Chief Executive and Asset Management Officer

#### Authorised Signatories

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

Ref	Authority For	Delegated To
DA 5.1	Legal documents requiring the use of the Seal	Normally Chief Executive/Company Secretary together with appropriate Board members as and when required

DA 5.2	Contracts: Employment  Development Consultants  For Works, Goods and Services	Finance and Corporate Services Manager  Chief Executive  Chief Executive with operational staff as appropriate
DA 5.3	Annual Returns to Regulators and Scottish Government (including The Scottish Housing Regulator and OSCR)	Chair and/or Chief Executive
DA 5.4	Invitations to Tender	Chief Executive and Finance and Corporate Services Manager (see Financial Control Framework)
DA 5.5	Local Authorities Strategic Housing Investment Plans (SHIP)/Strategic Local Programmes (SLP)	Chief Executive and Asset Management Officer

DA 5.6	Tenancy Agreements	Operational staff as appropriate
DA 5.7	Scottish Government funding documentation	Chief Executive
DA 5.8	Grant Claims	Chief Executive
DA 5.9	Loan documentation	Finance and Corporate Services Manager
DA 5.10	Bank Signatories (for authorisation of cheques and/or electronic fund transfers)	Chief Executive and Finance & Corporate Services Manager
DA 5.11	Administrative Processing – i.e. ordering goods and services, authorising payroll transactions and initiating payments	As detailed in financial control framework

## Appendix 1 - Remit of the Board

### Appendix 2 -TERMS OF REFERENCE - MHA AUDIT & RISK SUB-COMMITTEE

<b>Name of Sub-Committee:</b>	<p><b>MHA Audit and Risk Sub-Committee</b></p> <p>The role of the Sub-Committee is to advise the Board on risk management policies and processes, including MHA's systems of internal control and on the appointment and remuneration of the external auditor.</p> <p>In addition, the Sub-Committee takes non-executive responsibility for the direction of both internal and external audits.</p> <p>The Sub-Committee may appoint a working group on an annual basis to oversee the annual assurance process.</p>
<b>Matters reserved for the Board which the sub-committee advises the Board on:</b>	<p>The Audit and Risk Sub-Committee will have an Annual Work Programme setting out the key areas it intends to review during the year. The plan will be reviewed at each meeting and will relate to the Housing Association and any subsidiary companies. The broad areas it will focus its activities upon are the control environment; external audit; internal audit and risk. More specifically: -</p> <ol style="list-style-type: none"><li>1. Overseeing the process for <b>selecting the external auditor</b> and making appropriate recommendations through MHA's Board to the members/shareholders to consider at the AGM.</li><li>2. Overseeing the process for <b>selecting the internal audit service</b> provider and recommending them for appointment by MHA's Board.</li><li>3. Recommending the external and internal audit <b>fees</b> for MHA Board approval.</li><li>4. Reviewing the Association's statement on <b>internal control</b> systems prior to endorsement by the MHA Board and reviewing the policies</li></ol>



	<p>and process for identifying and assessing business risks and the management of those risks by the Association.</p> <ol style="list-style-type: none"> <li>5. <b>Reviewing, and challenging where necessary, the actions and judgements of management</b>, in relation to the interim and annual financial statements before recommendation of approval by the Board, paying particular attention to:       <ol style="list-style-type: none"> <li>5.1. critical accounting policies and practices, and any changes in them;</li> <li>5.2. decisions requiring a major element of judgement;</li> <li>5.3. the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;</li> <li>5.4. the clarity of disclosures;</li> <li>5.5. significant adjustments resulting from the audit;</li> <li>5.6. the going concern assumption.</li> <li>5.7. compliance with accounting standards;</li> <li>5.8. compliance with regulatory and other legal requirements;</li> </ol> </li> <li>6. Ensure effective co-ordination between internal and external audit.</li> <li>7. Reviewing its terms of reference regularly and its own effectiveness and recommending any necessary changes to the MHA Board.</li> <li>8. Review of management accounts bringing to the attention of Board any major areas of concern.</li> <li>9. Review of annual budget and reference to Board any areas of concern</li> <li>10. Overseeing the process required for the annual assurance system including establishment of ad-hoc working group whose responsibility it is to obtain assurance through whatever means required to report back to the Audit and Risk Committee for onward recommendation to the Board.</li> </ol>
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<p><b>Matters specifically delegated to the sub-committee by the Board:</b></p>	<ol style="list-style-type: none"> <li>1. Reviewing the reports of management and Internal Audit on the effectiveness of systems for internal control, financial reporting, and risk management, including the fraud and loss report.</li> <li>2. Reviewing and keeping track of progress from internal and external audits and independent recommendations in the Recommendations Monitor. Progress reports to the Board.</li> <li>3. Assessing independence of the external auditor, ensuring that key partners are rotated at appropriate intervals.</li> <li>4. Approving any fees in respect of non-audit services provided by the external auditor.</li> <li>5. 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>6. Assessing the effectiveness of the external auditor, including consideration of qualifications, expertise, and resources.</li> <li>7. Reviewing, with the external auditors, the findings of their work.</li> <li>8. Reviewing the external auditor's management letter and management's response.</li> <li>9. Considering management's response to any major external or Internal Audit recommendations.</li> <li>10. Approving the <b>Internal Audit strategy</b> and programme for the Association and ensuring that the scale of the Internal Audit service is appropriate.</li> <li>11. Assessing the effectiveness of the Internal Audit service.</li> <li>12. Provide assurance that there is a systematic risk assessment process and that the risk management framework is effectively embedded in the organisation.</li> <li>13. Consider the <b>risk register</b>. This will include the inclusion of additional and removal of dormant risks, the classification of risks and adequacy of mitigating actions and giving a level of assurance when reporting to Board</li> </ol>
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	<p>14. Reviewing the Association’s procedures for handling allegations from <b>whistle-blowers</b>, suspected incidents of corruption, fraud and bribery.</p> <p>15. Consider the Register of Fraud, Corruption, Bribery and Whistleblowing and the adequacy of actions, annually reporting to the Board.</p> <p>16. Considering other matters on risk and internal control, as requested by the MHA Board.</p> <p>17. Ensure appropriate <b>disaster recovery</b> and contingency plans are in place and regularly tested.</p> <p>18. Keep under review the latest guidance and codes from the SHR and the Auditing Practices Board. Senior management will circulate guidance with the aim to provide salient guidance to avoid overload. Thus, ensuring the applicable recommendations are implemented.</p> <p>19. Reviewing covenant compliance and ensuring systems in place to prevent breach.</p> <p>20. Ensuring the relevant systems are in place for the annual assurance and reporting to the Board.</p>
<p>How often meetings are held:</p>	<p>The Association Audit and Risk Sub-Committee will normally meet a minimum of <b>4 times a year</b>. Emergency meeting may be called by the Chair of the Audit and Risk Committee who will work with the Company Secretary to set a convenient day within two weeks.</p>

<p>Chair of the sub-committee (and who, if anyone, may not chair it):</p>	<p>The Chair is appointed by the Board and does not serve for more than <b>two terms of 3 years</b>. The Chair of the Association’s Audit and Risk Sub-Committee is to be a member of the Board of MHA other than the Chair of MHA. Where there is only one individual with a high level of financial expertise available to the Board, it is preferable for that person to take on the role of Treasurer, and the role of Chair of the Audit and Risk Sub-Committee to be handled by a businessperson with finance skills.</p>
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<p>Composition of the Sub-Committee (and any restrictions on membership of it):</p>	<p>The membership of the Association’s Audit and Risk Sub-Committee is drawn from the Associations Board. The selection of The Association’s Audit and Risk Sub-Committee members is based entirely upon skills and competencies. At least one member of the Association’s Audit and Risk Sub-Committee should have significant, recent, and relevant financial experience, and if possible, a professional qualification from one of the professional accountancy bodies. Some commercial or finance experience is normally a requirement for the other members.</p>
<p>Number of members:</p>	<p>At least <b>three</b> members, who should all be independent non-executive Board members.</p>
<p>How the sub-committee is appointed:</p>	<p>By MHA Board in consultation with the Audit and Risk Sub-Committee Chair. Members are appointed on an annual basis.</p>
<p>Quorum:</p>	<p>A quorum will be <b>three</b> members of the Sub-Committee. Co-optees will not count towards the quorum.</p>
<p>Additional points:</p>	<p>The minutes of the Audit and Risk Sub-Committee will be reported to the next MHA Board meeting.</p> <p>The Chair of the Audit and Risk Sub-Committee may access legal advice from the Association’s appointed legal advisers at the expense of the Association.</p> <p>Both internal and external auditors have direct access to the non-executive Chair of the Audit and Risk Sub-Committee where necessary.</p> <p>The Chair of the Association may, and senior executives normally will, attend Audit and Risk Sub-Committee meetings. However, the Sub-Committee will meet at least once with external and internal auditors without staff being present should the Chair of the Audit and Risk Sub-Committee consider it necessary</p>
<p>Date Approved:</p>	<p>March 2023</p>
<p>Date for Review:</p>	<p>March 2026</p>

### Appendix 3 - Terms of Reference: Staffing Sub Committee

#### TERMS OF REFERENCE - MHA STAFFING SUB-COMMITTEE

<p><b>Name of Sub-Committee:</b></p>	<p><b>MHA Staffing Sub-Committee</b></p> <p>The role of the Sub-Committee is to respond to a range of ad hoc staffing issues as set out below. The sub-committee may also be asked by the Board to address specific staffing policy matters as and when required</p>
<p><b>Matters reserved for the Board which the sub-committee makes Recommendations on:</b></p>	<p>The Staffing Sub-committee will lead on the following matters and report back to Board which will make the final decision.</p> <ul style="list-style-type: none"> <li>• <b>Recruitment of the Chief Executive</b> including: - drawing up job description and person specification; initial interviews; shortlisting of candidates; recommendation to the Board.</li> <li>• <b>Dismissal of Chief Executive</b> including: - commissioning of any independent investigation; appointment of appropriately qualified professional support if required; recommendation to the Board.</li> <li>• <b>Disciplinary action against the Chief Executive</b> including: - commissioning of any independent investigation; appointment of appropriately qualified professional support if required; recommendation to the Board.</li> <li>• <b>Grievance hearings</b> whether about or by the Chief Executive including: - commissioning of independent investigation if required, hearing of Grievance; appointment of appropriately qualified professional support if required; recommendation to the Board.</li> <li>• <b>Advice on Staffing Policy Issues.</b> The Board may from time to time ask the Staffing Sub-committee to meet to consider policy proposals and to advise the Board on these matters. The Sub-committee will review proposals produced</li> </ul>

	<p>by staff or appropriately qualified advisors and make recommendations to the Board on these.</p> <ul style="list-style-type: none"> <li>• <b>Review of Salary proposals.</b> The SSC will review annual salary proposals from joint negotiations and make recommendations to the Board.</li> <li>• <b>Assessment of the pension arrangements.</b> The SSC will assess any proposed changes to or impact of the pension arrangements and make recommendations to the Board.</li> </ul>
<p><b>Matters specifically delegated to the sub-committee by the Board:</b></p>	<p>The Board delegates to the Staffing Sub-committee the following matters:</p> <ul style="list-style-type: none"> <li>• <b>Appeals Against Decisions on Disciplinary Actions:</b> In accordance with the EVH Terms and Conditions of Employment the final internal appeal against any disciplinary action will be heard and decided by the Staffing Sub-committee.</li> <li>• <b>Appeals Against Decisions on Grievances:</b> In accordance with the EVH Terms and Conditions of Employment the final internal appeal against a decision on a Grievance will heard and decided by the Staffing Sub-committee.</li> <li>• <b>Staff Wellbeing Review.</b> The SSC will assess the annual Staff Wellbeing Review. This will include meeting with a staff subgroup.</li> </ul>
<p>How often meetings are held:</p>	<p>The Staffing Sub-committee meets a minimum of two times a year.</p>

<p>Chair of the Sub-committee (and who, if anyone, may not chair it):</p>	<p>The Chair is appointed by the Board and does not serve for more than <b>two terms of 3 years</b>. No other Office Bearer may be the Chair of the Staffing Subcommittee.</p>
<p>Composition of the Sub-Committee (and any restrictions on membership of it):</p>	<p>The membership of the Association's Staffing Sub-Committee is drawn from the Associations Board. The selection of members is based entirely upon skills and competencies. At least one member of the Sub-committee should, where possible, have some recent and relevant staffing experience.</p>

Number of members:	At least <b>three</b> members, who should all be non-executive Board members. Additional members may be appointed to the Sub-committee to address specific issues.
How the sub-committee is appointed:	By MHA Board in consultation with the Staffing Sub-committee Chair. Members are appointed for terms of <b>three</b> years.
Quorum:	A quorum will be <b>three</b> members of the Committee. Co-optees will not count towards the quorum
Additional points:	<p>The minutes of the Staffing Sub-committee will be reported to the next MHA Board meeting.</p> <p>The Chair of the Staffing Sub-committee may access legal advice from the Association's appointed legal advisers at the expense of the Association. The Sub-committee may also seek other professional advice as necessary. The Chair of the Staffing Subcommittee should always seek agreement with the other Office Bearers prior to taking up external legal advice. In circumstances of and equality of votes on an issue the Chair of the Staffing Sub-committee has a casting vote.</p> <p>The Chair and Senior Executives may attend Staffing Sub-committee meetings.</p>
Date Approved:	1 June 2021
Date for Review:	June 2024

## Appendix 4 - Role Description for Muirhouse Housing Association Board Members

### 1. Introduction

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

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a governing body member (GBM) of Muirhouse Housing Association (MHA). It should be read in conjunction with MHA’s Rules and Standing Orders.
- 1.2 MHA 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 MHA 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 have developed a profile for the GB which describes the skills, qualities, and experience that we consider we need to lead and direct MHA and carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.
- 1.4 This role description applies to all members of the governing body, whether elected or co-opted or appointed, new or experienced. It is subject to periodic review.

### 2. Primary Responsibilities

- 2.1 As a GBM your primary responsibilities are, with the other members of the governing body, to
  - Lead and direct MHA’s work
  - Promote and uphold MHA’s values
  - Set and monitor standards for service delivery and performance
  - Control MHA’s affairs and ensure compliance

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



- Uphold MHA's Code of Conduct and promote good governance
- 2.2 Responsibility for the operational implementation of MHA's strategies and policies is delegated to the Chief Officer.

### 3. Key Expectations

- 3.1 MHA has agreed a Code of Conduct for Governing Body Members which every member is required to sign on an annual basis and uphold throughout their membership of the governing body.
- 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 MHA. All members are equally responsible in law for the decisions made.
- 3.3 Each member must always act only in the best interests of MHA 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. Main Tasks

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

## 5. Duties

- Always act in the best interests of MHA
- Accept collective responsibility for decisions, policies, and strategies
- Attend and be well prepared for meetings of the governing body and sub-committees
- Contribute effectively to discussions and decision making
- Exercise objectivity, care, and attention in fulfilling your role
- Take part in ongoing training and other learning opportunities
- Take part in an annual review of the effectiveness of MHA's governance and of your individual contribution to MHA's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Always represent MHA positively and effectively, 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 MHA's policy on managing conflicts of interest

## 6. Commitment

6.1 An estimate of the annual time commitment (virtual or in person) that is expected from GBMs is:

Activity	Time
Attendance at up to 8 regular meetings of the governing body	<b>16</b>
Reading and preparation for meetings of the governing body	<b>12</b>
Attendance at up to 4 sub-committee meetings	<b>8</b>
Reading and preparation for sub-committee meetings	<b>12</b>

Attendance at annual planning and review events (including individual review meeting)	<b>10</b>
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	<b>8</b>
Attendance at internal briefing and training events	<b>10</b>
External Training and conference attendance (may include overnight stay or weekend)	<b>10</b>
<b>Total</b>	<b>86</b>

## 7. What MHA Offers GBMs

7.1 MHA has adopted a n Entitlements, Payments and Benefits Policy which prevents you or someone close to you from inappropriately benefiting personally from your involvement with MHA., This and related policies also seek to ensure that you are not unfairly disadvantaged by your involvement with MHA. All out of pocket expenses associated with your role as a GBM will be fully met and promptly reimbursed.

7.2 In return for your commitment, MHA 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 12 months, with ongoing support
- Clear guidance, information, and advice on your responsibilities and on MHA's work
- Formal induction training to assist settling in
- Papers which are clearly written and presented, and circulated in advance of meetings
- The opportunity to put your experience, skills, and knowledge to constructive use
- The opportunity to develop your own knowledge, experience, and personal skills
- The chance to network with others with shared commitment and ideals

## 8. Review

8.1 This role description was approved by the governing body on 27<sup>th</sup> September 2021. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the governing body not later than September 2024.

## **Appendix 5 - Code of Conduct for Governing Body Member (provided separately)**

## **Appendix 6 - Role Descriptions for Chair and Officer Bearers (approved September 2021)**

### **6a Role Description for Chair**

#### **1. Introduction**

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of MHA and to the Chairs of MHA's sub-committees. The responsibilities described here are additional to those set out in the governing body members' (GBM) role description. It should be considered alongside MHA's Rules Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy.
- 1.2 This role description will be used to support the annual review of the governing body's effectiveness. It will be used to appoint the Chair and sub-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 MHA may not also serve as the Chair of a sub-committee and each sub-committee must elect a different Chair.
- 1.5 An overview of the Role of the Chair is outlined in Rule 59.5 of MHA's Rules.
- 1.6 The Chair will be elected by the governing body each year at the first governing body meeting following the AGM. Whilst the Chair of MHA can be re-elected, in accordance with Rule 59.10 of MHA'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 MHA's rules, if an individual has served five years as Chair, they should not be re-elected as Chair during their tenure on the Board unless there is a short term requirement which arises that could be demonstrated to be in the best interests of the Association.

#### **2. Key Responsibilities**

- 2.1 The Chair must act, and be seen to act, at all times on behalf of the governing body. The Chair's key responsibilities are:
  - To lead the governing body or sub-committee constructively, provide direction and manage meetings effectively

- To develop and maintain a constructive and positive working relationship between the Chair and [Senior Officer} and senior staff
- To uphold MHA's Code of Conduct and promote good governance
- Ensure decision making complies with Standing Orders and Scheme of Delegation
- To be a positive and effective ambassador for MHA
- To ensure that MHA's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required
- To be accountable for the actions of the Chair

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

3.1 The Chair is expected to:

- Lead by positive action and example
- Represent MHA positively and effectively
- Set the style and tone of governing body or sub-committee meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for MHA's governing body
- Ensure that the necessary arrangements are in place to enable MHA 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 MHA's aims and objectives and for the fulfilment of the governing body's responsibilities
- Ensure that the governing body has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought
- Provide support to new and experienced governing body members by promoting access to relevant induction, training and development opportunities

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

4.1 The Chair should:

- Establish a constructive relationship with the Chief Executive and ensure that their respective roles of leading and managing are recognised and promoted

effectively. Sub-committee Chairs should establish similar relationships with the relevant senior staff member.

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

## 5. Promoting Good Governance

5.1 The Chair is required to:

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

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

## **6. Conduct of MHA's Business**

6.1 The Chair is expected to:

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

## **7. Monitoring and Review**

7.1 This role description was approved by the governing body on 27th September 2021 and will be reviewed no later than September 2024.

## **6b – Role Description for Vice Chair**

### **1. Introduction**

1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of Muirhouse Housing Association (MHA). 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 MHA;
- MHA's Rules; and
- MHA's Standing Orders.

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

## 3. Monitoring and Review

- 3.1 This role description was approved by the governing body on 27<sup>th</sup> September 2021 and will be reviewed no later than September 2024.

## Appendix 7 – MH4 Board Remit