

CLYDESDALE HOUSING ASSOCIATION LIMITED

Policy:	Standing Orders
Date:	28 September 2022
Lead Officer:	Chief Executive
Next Review Date:	September 2025

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 The governing body ensures the RSL complies with its constitution and its legal obligations. Its constitution adheres to the [Scottish Housing Regulator's Standards of Governance and Financial Management] and the constitutional requirements set out below.

1.4 All governing body members accept collective responsibility for their decisions.

1.5 All governing body members and senior officers understand their respective roles, and working relationships are constructive, professional and effective.

1.6 Each governing body member always acts in the best interests of the RSL and its tenants and service users, and does not place any personal or other interest ahead of their primary duty to the RSL.

1.7 The RSL maintains its independence by conducting its affairs without control, undue reference to or influence by any other body (unless it is constituted as the subsidiary of another body).



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Standing Orders

Introduction

1. These Standing Orders have been approved by the Management Committee (the Committee) of Clydesdale Housing Association (CHA) as a framework for the effective and proper conduct of business and to specify the delegated authority and internal financial controls within which we operate.
2. All matters that are not specified in these Standing Orders are reserved to the Committee. Where authority is delegated to staff, the delegated authority is in respect of operational matters only.
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.
4. The Standing Orders and associated appendices can only be amended with the approval of the Committee. They will be reviewed at least every three years.

The Management Committee

5. The Committee is responsible for
 - Lead and direct CHA's work
 - Promote and uphold CHA's values
 - Set and monitor standards for service delivery and performance with the aim of achieving good outcomes for CHA's tenants and service users
 - Control CHA's affairs and ensure compliance with the relevant legal and regulatory frameworks
 - Uphold CHA's Code of Conduct and promote good governance
6. The Committee has agreed a remit which specifies its responsibilities and duties which is **Appendix 1** of this document.
7. The Committee will meet at least **six** times each year.
8. Membership:
 - 8.1 The Management Committee will have no less than seven members appointed at the AGM. Membership of the Management Committee will be not more than fifteen (including co-optees and appointees). The Rules set out the arrangements for the election, appointment and co-option of Management Committee members and will always be followed.
 - 8.2 The Management Committee may co-opt anyone who is suitable to join the Management Committee provided that the total membership, including co-optees, does not exceed fifteen and the number of co-optees does not exceed a third.
 - 8.3 References to members of the Management Committee in these Standing Orders includes co-optees. In seeking co-options, the Management Committee will have regard to the role description and identified skills, experience and knowledge required. People who are co-opted to the Management Committee cannot take part in any discussions or vote on matters relating to membership or to the election of office bearers.
 - 8.4 The Management Committee will agree annual attendance targets for Committee and monitor performance against these.
 - 8.5 Where a Management Committee member fails to attend four consecutive meetings of the Management Committee without first obtaining leave of absence, they will automatically

cease to be a member of the Committee.

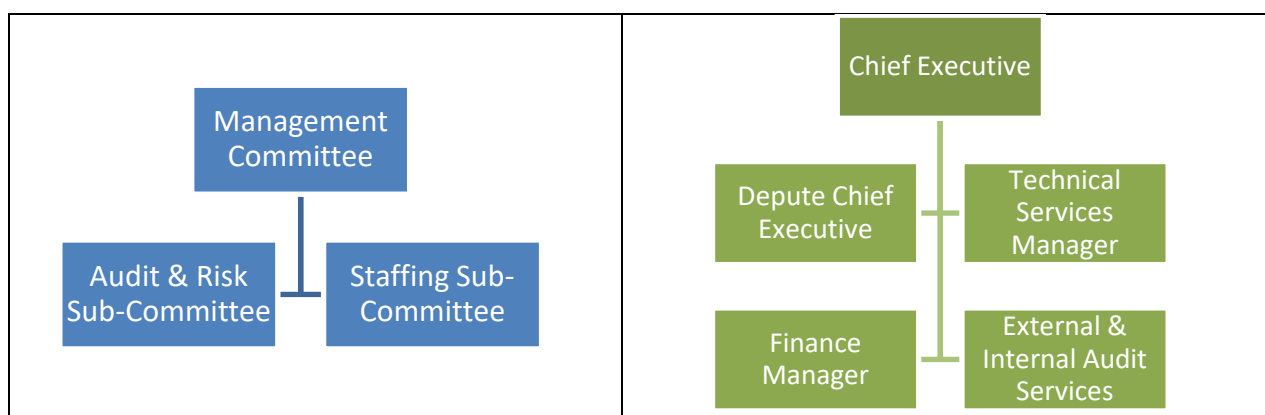
9. Leave of Absence:

- 9.1 The Committee will consider granting a leave of absence to an individual Committee Member where personal illness or other personal circumstances will prevent them from fulfilling their Committee duties for a period of no longer than four months. The Rules and the best interests of CHA will guide the Committee's decision in such circumstances.
- 9.2 No more than two individual leave of absences on personal grounds will be granted at any one time by Committee.
- 9.3 An inability on the part of a Committee member to return from a leave of absence within the maximum term should result in that member submitting their resignation.
- 9.4 The Committee will normally grant a leave of absence to a Committee Member who is the subject of a complaint alleging a breach of the Code of Conduct for Governing Body Members. The Committee will decide on this, based on the best interests of CHA, at the first Committee meeting following receipt of the complaint. In these circumstances the period of the leave of absence will run during the term of the investigation until Committee has determined an outcome on the matter.
- 9.5 Committee decisions on leave of absences will be issued in writing to the Committee Member concerned.
- 9.6 All Committee members granted a leave of absence will not receive Committee papers during the period of authorised absence, although previous papers will be made available on request following their return.

Sub-Committees

10. The Management Committee has established two Sub-Committees to which it has delegated authority for particular defined activities in specified areas. The Sub-Committees are:
 - Audit and Risk
 - Staffing
11. Their responsibilities are detailed in the remits which have been agreed by the Management Committee. **Appendix 2** is the Audit and Risk Sub-Committee remit and **Appendix 3** is the Staffing Sub-Committee Remit. These remits will be monitored regularly and formally reviewed at least every three years.
12. All Sub-Committees report to and are accountable to the Management Committee. The governance structure and relationships with senior officers/key advisers at CHA is as follows:

Governance Chart



13. The Audit and Risk Sub-Committee will meet at least **four** times each year and will report on its activities to the next meeting of the Management Committee.
14. The Staffing Sub-Committee will meet as and when necessary and will report on its activities to the next meeting of the Management Committee.
15. Each of the Sub-Committees may obtain appropriate professional advice on relevant matters without reference to the Management Committee, to enable it to fulfil its responsibilities, subject to the provisions of these standing orders and the agreed remits.
16. Membership:
 - 16.1 Co-opted members of the Management Committee may be members of any of the Sub-Committees, although they may not become office bearers and may not take part in any discussions or decisions relating to Rules, membership or the election of office bearers.
 - 16.2 Sub-Committees may not co-opt additional members beyond those appointed from the Management Committee unless by specific agreement of the Management Committee upon request. Any Management Committee member may attend meetings of any Committee of which they are not a member as an observer.

Working Groups and Advisory Panels

17. The Management Committee may establish Working Groups to assist its consideration of specific issues. The Management Committee will not normally delegate decision making authority to such groups, and such groups must be formally established and a remit agreed by the Management Committee. Working Groups will not normally be established for periods in excess of twelve months. The Management Committee will decide the life span of Working Groups.
18. Remits for Working Groups as they are created will be attached to these Standing Orders as separate documents.
19. The remits of any Working Groups and Advisory Panels will be kept under review and assessed upon completion.
20. All groups established under the terms of this section of the Standing Orders report to and are accountable to the Management Committee.
21. Membership of Working Groups and Advisory panels will be determined by the Management Committee.

Role of Committee Members

22. The Management Committee has agreed a role description for its members included at **Appendix 4**. At least annually, the Management Committee will identify the range of skills, knowledge and experience that it requires to fulfil the terms of its agreed remit. It will publicise the role description and identify the areas of skills, knowledge and experience required when inviting nominations for election to the Management Committee.
23. In the event of a dispute, a majority of those attending a meeting of the Management Committee, Sub-Committee or working group may require a member to withdraw from the meeting, if the member fails to recognise the authority of the Chair.

Committee Member & Staff Conduct

24. The Management Committee has adopted and agreed the SFHA Model Code of Conduct for Management Committee and the SFHA/EVH Model Code of Conduct for Staff – see **Appendix 5 and 6**.

25. All Management Committee Members and staff must comply with these Codes at all times.
26. Management Committee Members and Staff must declare relevant interests in line with our procedures and confirm at least annually that their declaration is accurate.
27. Any potential conflicts of interest must be declared at the start of a meeting of the Committee, Sub-Committees and Working Groups. All agendas will contain a standing item for declaration of interests. All declarations will be recorded in the Minutes. Where a conflict of interests has been declared the Member will be required to leave the meeting during the discussion of a matter in which they have an interest. The Members withdrawal and return will also be recorded in the minutes.

Office Bearers

28. At its first meeting following the AGM, the Management Committee will elect a Chair, Vice-Chair, Secretary and a Treasurer. The Management Committee has agreed role descriptions for these offices which detail the role, responsibilities and duties of each position. These form **Appendices 7 to 10** of these standing orders.
29. All office bearer positions with the exception of the Secretary must be held by an elected Management Committee Member. The Secretary can be a member of the Management Committee or the Management Committee can appoint the Chief Executive to perform this role. Office Bearers will not normally hold office for more than 5 consecutive years.
30. In the absence of the Chair, the Vice-Chair will undertake his/her duties. Co-optees cannot be elected, or act, as office bearers.
31. In the period between the AGM and the first meeting of the Management Committee, the incumbent Chair or failing him/her, the incumbent Vice-Chair will continue to act in that role temporarily. In the event that neither the Chair nor Vice-Chair remains as a member of the Management Committee following the AGM, the elected Management Committee will meet immediately after the AGM to elect office bearers to ensure that the efficient operation of business is not interrupted. The Chief Executive will conduct the proceeding to elect the Chair and will then pass the chair to the newly elected Chairperson.
32. Chairs of Sub-Committees will also be appointed by Management Committee at the first meeting after the AGM as will convenors of any ongoing advisory groups or working parties.
33. Office bearers must ensure that they liaise regularly and effectively with each other and with the Chief Executive and senior staff.
34. Sub-Committee Chairs are responsible for reporting to the Management Committee on the decisions and actions taken by the relevant Sub-Committee and for ensuring that appropriate recommendations are made on matters requiring Management Committee approval.
35. Where a decision requires to be taken on a matter outwith the schedule of meetings, and it is not practicable for a meeting (of either the Management Committee or the relevant Sub-Committee) to be called, **and** failure to make a decision would be prejudicial to the interests of the organisation and/or its service users, the Chief Executive has delegated authority to consult with the office bearers, and, where appropriate the Chair of the relevant Sub-Committee to make a decision and implement action. A report will then be made to the next meeting of the Management Committee or appropriate Sub-Committee for ratification.
36. The Management Committee and Sub-Committees may delegate authority to the Chair or other office bearers to make decisions and take action 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 Management Committee or Sub-Committee.

Meetings

37. All meetings will be held in venues which are accessible to all.
38. Meetings can take place in any manner which permits those attending to hear and comment on the proceedings.
39. A schedule of all meetings of the Management Committee and Sub-Committees will be agreed at the first Management Committee meeting following the AGM.
40. In the event of the meeting being inquorate half an hour after the time it was due to start or at any time during the meeting, it will be reconvened a week later at the same time and at the same place, unless this would be unfeasible, in which case a more suitable arrangement shall be agreed.
41. In the event of a special meeting of the Management Committee being called by the Chair or two Management Committee members, the provisions within the Rules which relate to special meetings will be applied.

Quorum

42. The quorum for meetings of the Management Committee is four.
43. The quorum for meetings of Sub-Committees is three.
44. Co-optees do not count towards determining the quorum at either Management Committee or sub-committee meetings.
45. The quorum for working groups and advisory panels will be determined by the Management Committee.

Business at Meetings

46. At least seven days' advance notice of meetings will be given. The Management Committee 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.
47. Urgent business which has not been notified in advance of the meeting may be considered if a majority of those attending agree.
48. The Chair, respective Sub-Committee Chairs and the Chief Executive will liaise over the preparation of the Agenda for meetings of the Management Committee and Sub-Committees.
49. Members of the Management Committee, Sub-Committees and working groups may propose items for inclusion on the Agenda for a meeting by contacting the Chair of the relevant Committee or the Chief Executive. The Chair will decide whether the item is to be included and the nature of any supporting papers required.
50. A Schedule of Management Committee Reporting Frequencies is shown at **Appendix 11**.

Chairing Meetings

51. Where the Chair is not present at the appointed start of a meeting of the Management Committee, the Vice-Chair will preside over the meeting or, failing him/her also not being present, the Management Committee members present will appoint another member, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.
52. Where the Chair of a Sub-Committee or a working group/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.
53. 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.

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

Length of Meetings

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

Staff Attendance at Meetings

56. The Chief Executive will normally attend all meetings of the Management Committee and Sub-Committees with additional officers in attendance where appropriate.
57. The Chief Executive, in consultation with the Chair, may invite relevant staff to attend all or part of a Management Committee or Sub-Committee meetings where appropriate.
58. Staff attending meetings of the Management Committee or Sub-Committees will not be entitled to vote and must observe the Standing Orders in terms of protocol and etiquette.
59. Staff may be required to leave a meeting of the Management Committee or Sub-Committee in the event of specific agenda item(s) being deemed to be taken in Private. This is unlikely to happen frequently and the Chief Executive will normally remain during such discussions.
60. The Chief Executive will determine appropriate staff attendance and support for any working groups or advisory panels established by the Management Committee.
61. The Chief Executive will attend meetings of advisory panels and working groups and act as Secretary, unless the matter being dealt with involves him/her directly in which case the Chair of the meeting will decide and if necessary, engage a secretary to support the meeting.

Attendance of other Parties

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

Minute Taking Protocol

63. Rule 62 requires that minutes of every general meeting, Committee meeting and Sub-committee meeting be kept. This Protocol has been developed by the Management Committee to provide clear guidance on what Minutes should contain, how they will be presented and treated by the Association.
64. The Chief Executive has delegated responsibility from the Secretary for ensuring the preparation and circulation of draft minutes for all meetings of the Management Committee, Sub-Committees and Working Groups/Advisory Panels. Draft minutes will be agreed with the Chair of the meeting before being distributed to members.
65. The Who, Where, What and When - Minutes will contain the following information:

- CHA's name.
 - The type of meeting, e.g., Annual General Meeting, Management Committee Meeting, Sub-Committee Meeting.
 - Date, time and venue of the meeting.
 - Names of those Committee Members present with Office Bearer positions noted.
 - Confirmation that a quorum was established (minimum of 4 non-co-opted Committee Members required).
 - Positions of staff members present.
 - Names and positions of any other attendees.
 - Name and position of the person who recorded the Minutes.
 - A list of apologies submitted by those unable to attend.
 - Details of when a person was not present for the entire meeting due to late arrival and/or early departure.
 - A summary of conflicts of interest declared, who made them and the action taken to deal with them.
66. Previous Minutes - The following will be recorded regarding the scrutiny of the Minutes of the previous meeting:
- Details of any changes agreed to the Minutes of the previous meeting. Note: Committee Members unable to attend the next meeting can ask for points of accuracy from the most recent previous Minute to be raised in their absence. Committee Members in this position should ask the Secretary to do this on their behalf.
 - That previous Minutes have been approved.
 - Record of matters arising from the minutes of the previous meeting.
67. General Content - Minutes should be restricted to a simple and concise record of decisions taken and actions agreed, together with any necessary contextual information. Minutes will be structured to reflect the order in which agenda items were considered. More specifically, they will contain:
- Item numbers and headings that reflect the agenda items considered.
 - Details of who has presented an item or report to the meeting.
 - The exact wording of each recommendation or motion as it was voted on and whether it was approved or rejected. (The person recording the minutes will seek clarification from the Chair as required during the meeting to ensure that this is accurate.)
 - The name of the Committee Member or the position of the staff member responsible for making the recommendation or motion.
 - If the vote on the motion was counted, the count should be included.
 - Dissenting votes, but only where a Committee Member requests that they go on record with their dissenting vote.
 - A confidential minute will be recorded where considered necessary by the Management Committee. Examples of when this may be required could be where issues have been commercially sensitive, contentious or relating to personnel matters. The non-confidential Minute will note the relevant agenda item and that a separate confidential Minute has

been recorded. The confidential Minute will follow this Protocol for Minute Taking and be clearly referenced to the main no-confidential Minute.

- Details of all regulated procurements and the value of successful tenders.
- Only relevant information provided at the meeting. Information may not be corrected or updated in the Minutes unless it was discussed at the meeting.
- A list of any agenda items that were held over until a future meeting.
- The time when the meeting was closed, adjourned or restarted.
- The date and time of the next meeting.

67.2 The following will not be included in Minutes:

- Opinions or interpretations of the person recording the Minute. (Avoid using adjectives and adverbs.)
- Judgmental phrases like “heated debate” or “valuable comment”.
- Transcripts of the meeting (Minutes should not be taken down verbatim. Minutes are a record of decisions taken and actions agreed, not what was said).
- Recommendations or motions that are withdrawn.
- Name of the person who seconded a motion.
- Individual names will not normally be recorded other than in the attendance list.
- Elaborate or jargonistic language.
- Detailed reports. (Brief contextual information will be recorded where required.)
- Details of tender amounts rejected.
- Copies of reports presented at the meeting. These will be filed and available for reference purposes, but will not form part of the Minute.

68. Minute Preparation, Quality Control and Distribution

- 68.1 A draft version of the Minutes will be prepared normally within 2 days of the date of the meeting.
- 68.2 The senior officer who attended the meeting will review the draft Minute within 10 days of the meeting and agree any corrections required with the person who prepared the draft.
- 68.3 The Chair of the meeting will then review the draft before it is issued to Committee Members. The Chair will agree any further corrections with the senior officer.
- 68.4 The draft Minute will then be issued to Committee Members at least 7 days before the date of the next meeting, unless the timing of the next meeting does not allow for this.
- 68.5 Minutes of Sub-Committees will be presented to the next meeting of the Management Committee for noting and approval of any recommendations relating to matters not delegated.
- 68.6 Minutes of Working Groups and Advisory Panels will be presented to the next meeting of the Management Committee for noting and, where appropriate, approval, in accordance with the agreed remit and level of delegation.
- 68.7 Minutes approved by the Committee or General Meetings must be signed and dated by the Chair of that meeting, electronically scanned and held on file by CHA as the true

record of that meeting – see Rule 62. An example of the file location for scanned minutes for a meeting held on 23 November 2016 would be: *Novel/Registers/Signed Minutes/2016-17/161123*

68.8 Confidential Minutes will be kept separately from the main Minute and saved electronically using password protection.

68.9 Confidential Minutes will be distributed only to those Committee and staff members who do not have a conflict of interests for the relevant item(s).

Voting

- 69. Voting will normally be through a show of hands and the Chairperson will be responsible for the count.
- 70. Those present at the meeting can decide to hold a secret ballot, in which instance the Secretary will count ballot papers.
- 71. If there is an equal number of votes for and against a resolution, the Chairperson will have a second and deciding vote (see Rule 59.8).
- 72. 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.**
- 73. 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.

Openness and Confidentiality

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

Emergencies

- 76. 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.
- 77. Where emergency decisions are required and it is not practicable to hold a meeting of the Management Committee or Office Bearers, the Chair (or in his/her absence, the Vice- Chair) and Chief Executive (or in his/her absence, senior staff members) will take all necessary decisions to fulfil our responsibilities to service users and partners. All such decisions and actions must be reported to the Management Committee at the earliest opportunity.

Delegated Authority

78. The Management Committee is responsible for all decisions taken and actions carried out by or on behalf of the organisation. The Management Committee recognises that good governance depends on a clear definition and understanding of the authorities which attach to Management Committee 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.
79. The Scheme of Delegated Authority has been approved by the Management Committee and is set out below for that purpose.
80. All matters not specified in the Scheme of Delegated Authority are reserved to Management Committee, 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 Management Committee for homologation. It will be for the Chair to decide whether a special meeting of the Management Committee should be called for that purpose, in accordance with the Rules.
81. Delegated authority to staff relates to operational responsibilities.
82. Office Bearers, acting with senior staff, have authority to:
 - Represent the Association on official business, consistent with agreed policies and procedures.
 - Implement agreed emergency procedures.
 - Take urgent decisions and/or action between meetings, in consultation with the Chief Executive.
 - Take decisions on specific issues between meetings that have been delegated to one or more office bearers by the Management Committee.
83. The Chief Executive, in consultation with senior staff, has authority to:
 - Ensure the effective implementation of strategies, policies and plans
 - Represent the Association on official business, consistent with agreed policies and procedures
 - Carry out all necessary legal and financial duties to ensure compliance with statutory and regulatory requirements.
84. The CEO will present a quarterly report to the Management Committee regarding the exercise of the Scheme of Delegated Authority.

85. The Management Committee has agreed the following specific Scheme of Delegated Authority:

Scheme of Delegated Authority:

1. Governance

Ref	Authority for	Delegated to
DA 1.1	Approving Annual Returns to the Scottish Housing Regulator (SHR) and Scottish Government (SG) Signing Annual Returns to the SHR and SG Submission of Returns to the SHR and SG	Management Committee Chair or Secretary with approval from Management Committee Chief Executive or designated officer
DA 1.2	Approving Annual Returns to OSCR Submission of Returns to OSCR	Management Committee Chief Executive and Finance Manager
DA 1.3	Approving Annual Returns to Financial Conduct Authority (FCA) Signing Annual Returns to FCA Submission of Returns to FCA	Management Committee Secretary Chief Executive and Finance Manager
DA 1.4	Approval of strategic and operational policies	Management Committee
DA 1.5	Approval of authorised signatories	Management Committee
DA 1.6	Approval of recommendation to the AGM on the appointment of the External Auditors	Management Committee, on recommendation from the Audit & Risk Sub-Committee
DA 1.7	Approval of appointment of Internal Auditors	Management Committee, on recommendation from Audit & Risk Sub-Committee
DA 1.8	Agree any remedial action identified by the internal auditor	Audit & Risk Sub-Committee
DA 1.9	Preparation and issue of notice, agenda, papers and minutes for meetings of Management Committee	Chief Executive, in consultation with Chair/Vice Chair/Sub-Committee Chair
DA 1.10	Approval of draft minutes of Management Committee 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 Advisory Panels and Working Groups	Chief Executive in consultation with respective Chairs

DA 1.13	Approval of draft minutes of Committee meetings	Appropriate Chair
DA 1.14	Preparation and issue of notice, agenda, papers and minutes for AGM	Secretary, in consultation with Chair and Chief Executive
DA 1.15	Approval and Monitoring of all Registers required by Regulators	Management Committee
DA 1.16	Maintenance of all Registers required by Regulators	Chief Executive
DA 1.17	Agreeing inclusion of new Contractors and Consultants on approved lists where they exist.	Management Committee
	Maintenance of list of current contractors/consultants	Chief Executive
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	Management Committee
	Disposal of land and property covered by general consent	Management Committee
DA 1.20	Taking of Leases Granting of Leases	Management Committee Chief Executive
DA 1.21	Approving Pension, death in service benefit arrangements and related Deeds.	Management Committee
	Signature of Trust Deed documents	Chair and Secretary
	Day to day pension operations and signatory	Finance Manager

2. Finance and Staffing

Ref	Authority for	Delegated to
DA 2.1	Approve permanent additions and deletions to the staffing establishment	Management Committee
DA 2.2	Approve significant changes to terms and conditions of employment	Management Committee
DA 2.3	Development and negotiation of all issues relating to remuneration of staff, working environment, training and development and dignity at work	Management Committee (bound by EVH joint negotiating arrangements)
DA 2.4	Approve settlement agreements with employees	Management Committee
DA 2.5	Recruitment of Chief Executive	Management Committee, on recommendation from Staffing Sub-Committee

DA 2.6	Recruitment of senior staff	Management Committee, on recommendation from Staffing Sub-Committee
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	Appropriate Departmental Manager
DA 2.10	Grievance and Disciplinary issues relating to Chief Executive	Management Committee, on recommendation from Staffing Sub-Committee
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	Appropriate Departmental Manager
DA 2.13	Approving borrowing and investment strategies and principles	Management Committee
DA 2.14	Agreeing the Internal Financial Control Policy	Management Committee, on recommendation from Audit & Risk Sub-Committee
DA 2.15	Approval of Annual Accounts	Management Committee, on recommendation from Audit & Risk Sub-Committee
DA 2.16	Approval of Budget	Management Committee, on recommendation from Audit & Risk Sub-Committee
DA 2.17	Monitoring financial performance and reporting to Management Committee	Chief Executive, Finance Manager and Audit & Risk Sub-Committee
DA 2.18	Ensuring annual audit carried out	Chief Executive and Finance Manager
DA 2.19	Agreeing and implementing remedial action identified in the course of the annual audit	Audit & Risk Sub-Committee, reporting to Management Committee
DA 2.20	Agreeing and overseeing the implementation of changes to accounting policies and practices	Audit & Risk Sub-Committee
DA 2.21	Agreeing the opening and closure of bank or building society accounts	Management Committee
	Holding of all bank records and cheque books and other financial documentation	Finance Manager
DA 2.22	Approve the terms of all insurances	Management Committee, on recommendation from Audit & Risk Sub-Committee
DA 2.23	Agree internal management control systems	Management Committee, on recommendation from Audit & Risk Sub-Committee
DA 2.24	Incur and instruct payment of all items of budgeted expenditure within the terms of agreed budgets and internal financial controls	Chief Executive and officers specifically identified in Internal Financial Policy

DA 2.25	Agree action to address short term cash flow difficulties	Management Committee
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3. Housing 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	Management Committee
DA 3.3	Agree to the writing off of bad debt within the terms of the Bad Debt Policy	
	Individual debt up to £1,000	Chief Executive
	Individual debt over £1,000	Management Committee
DA 3.4	Instructing Recovery Action for breach of tenancy conditions	Housing Officers
DA 3.5	Approval to proceed with Evictions	Chief Executive (Depute Chief Executive to present annual evictions report to Management Committee)
DA 3.6	Approving the terms of the periodic satisfaction survey and commissioning the project	Depute Chief Executive

4. Development and Property Maintenance

Ref	Authority for	Delegated to
DA 4.1	Negotiating terms for the acquisition of sites and making recommendations to Management Committee	Chief Executive
	Approving Site Acquisition	Management Committee
DA 4.2	Approving submissions to the Local Authorities Strategic Housing Investment Plans (SHIP)/Strategic Local Programmes (SLP)	Management Committee
	Approval for 'In Principle' Commitment/ Outline Scheme Proposals to new development/stockgrowth	Management Committee
	Approval to invest in new development/ stock growth	Management Committee
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
DA 4.4	Approving outline scheme proposals	Management Committee

DA 4.5	Agreeing savings to individual schemes: Up to 10% of agreed costs Over 10% of agreed costs	Chief Executive Management Committee
DA 4.6	Negotiating terms of loans to fund individual developments and making recommendations to the Committee	Chief Executive and Finance Manager
DA 4.7	Ensuring borrowings and investments comply with statutory and regulatory requirements and Rules	Finance Manager and Management Committee
DA 4.8	Negotiating grant(s) to fund individual developments	Chief Executive
DA 4.9	Appointment of Contractors and Consultants	Management Committee
DA 4.10	Approval of Claims against Contractors and Consultants	Chief Executive

5. Authorised Signatories

86. 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	Normally Company Secretary together with appropriate Management Committee members as and when
DA 5.2	Contracts: Employment Consultants For Works, Goods and Services	Chief Executive Chief Executive Chief Executive
DA 5.3	Annual Returns to Regulators and Scottish Government (including The Scottish Housing Regulator and OSCR)	Chair or Secretary
DA 5.4	Invitations to Tender	Appropriate Senior Staff (see Internal Financial Controls Policy)
DA 5.5	Local Authorities Strategic Housing Investment Plans (SHIP)/Strategic Local Programmes (SLP)	Chief Executive
DA 5.6	Tenancy Agreements	Operational staff as appropriate
DA 5.7	Shared Ownership Occupancy Agreements	Operational staff as appropriate

DA 5.8	Scottish Government funding documentation	Chief Executive and Technical Services Manager
DA 5.9	Grant Claims	Chief Executive, Technical Services Manager and Finance Manager
DA 5.10	Loan documentation	Chief Executive and Finance Manager
DA 5.11	Bank Signatories (for authorisation of cheques and/or electronic fund transfers)	Senior Staff
DA 5.12	Administrative Processing – i.e. ordering goods and services, authorising payroll transactions and initiating payments	As detailed in Internal Financial Controls Policy

APPENDIX 1: REMIT OF THE MANAGEMENT COMMITTEE

Name of Committee	Management Committee
Primary Responsibilities & Principles	<p>The Management Committee is responsible for directing the affairs of CHA and its business. This includes the leadership, strategic direction and control with the aim of achieving good outcomes for tenants and other service users in accordance with Regulatory Standards and Guidance issued by the Scottish Housing Regulator.</p> <p>The Management Committee's primary responsibilities are as follows:</p> <ol style="list-style-type: none"> 1. Lead and direct CHA's work 2. Promote and uphold CHA's values 3. Set and monitor standards for service delivery and performance with the aim of achieving good outcomes for CHA's tenants and service users 4. Control CHA's affairs and ensure compliance with the relevant legal and regulatory frameworks 5. Uphold CHA's Code of Conduct and promote good governance <p>In discharging these responsibilities the Management Committee will confine itself to consideration of strategy, policy, overriding performance issues, major new developments, overall responsibility for CHA's finances, effective supervision of the Chief Executive and the work of Sub-Committees and any other structure it creates to support its business.</p> <p>Achievement and delivery of CHA's strategies, objectives, policies, plans and management of day to day operations will fall to the Chief Executive, staff team and any agents engaged to support them.</p>
Delivery of Primary Responsibilities:	<p>More specifically, the Management Committee's primary responsibilities will be delivered through the following key areas of work:</p> <ol style="list-style-type: none"> 1. Lead and direct CHA's work: <ul style="list-style-type: none"> • Agree and oversee CHA's business plan and other strategic plans to achieve its purpose and intended outcomes for its tenants and other service users; • Agree and oversee CHA's governance policies and arrangements; • Ensure that CHA adheres to its Rules; • Ensure that CHA maintains its independence by conducting its affairs without control, undue reference to or influence by any other body; • Agree and oversee operational policies; • Approval and monitoring of budgets, long-term financial plans and treasury management strategies; • Ensure that key risks are identified and appropriately managed. 2. Promote and uphold CHA's values: <ul style="list-style-type: none"> • Review and approve CHA's Vision and Common Values; • Provide and promote equality of opportunity and fair treatment for all; • Review and evaluate the performance and effectiveness of the Management Committee;

	<ul style="list-style-type: none"> • Set and monitor performance against the Management Committee Training Plan; • Ensure compliance with policies, codes and recommended practice relating to the good governance of CHA. <p>3. Set and monitor standards of service delivery and performance with the aim of achieving good outcomes for CHA's tenants and service users:</p> <ul style="list-style-type: none"> • Monitor CHA's compliance with the Scottish Social Housing Charter; • Monitor CHA's compliance with responsibilities and duties related to tenant safety. • Monitor performance against agreed value for money objectives; • Ensure that CHA gives tenants, service users and other stakeholders' information that meets their needs. • Take account of the needs, priorities, views and aspirations of tenants, service users and stakeholders and encourage participation by tenants in the work of CHA. <p>4. Control CHA's affairs and ensure compliance with the law and regulatory standards and guidance:</p> <ul style="list-style-type: none"> • Establish and oversee a framework of delegation and systems of control; • Ensure compliance with legal and regulatory requirements; • Approve Annual Returns to regulatory bodies; • Ensure that the Health and Safety responsibilities of CHA are appropriately assigned and met; • Review the appraisal and continued personal development of the Chief Executive; • Recruit/remove/discipline senior staff. <p>5. Uphold CHA's Code of Conduct and promote good governance:</p> <ul style="list-style-type: none"> • Uphold and promote good governance through the seven principles of the Code: <ul style="list-style-type: none"> ○ Selflessness ○ Openness ○ Honesty ○ Objectivity ○ Integrity ○ Accountability ○ Leadership
How often meetings are held:	The Management Committee must meet at least six times a year, but will normally meet on a monthly basis in accordance with an agreed schedule of meetings.
Chair of the Committee (and who, if anyone, may not chair it):	The Chair will be appointed by the Management Committee at the first meeting following the Annual General Meeting. The Chair of the Management Committee should not be Chair of CHA's Sub-Committees. Co-optees are not permitted to stand as Chair.
Election, Appointment and Composition	Management Committee members will be Shareholding Members of the Association elected by the Membership at General Meetings, unless they are appointed as a co-optee or by the Scottish Housing Regulator.

of the Management Committee	<p>Management Committee members must fulfill the eligibility criteria for Committee members as presented in the Association's Rules.</p> <p>The Management Committee has the power to appoint a Shareholding Member to take the place of an elected Committee Member who leaves the Committee between the Annual General Meetings, but only until the time of the next Annual General Meeting, where the appointed Member must stand for election by the Membership.</p> <p>The Management Committee will recruit new Members in accordance with the Management Committee Recruitment Policy and seek to recruit Members that will meet agreed annual recruitment priorities.</p> <p>The Management Committee may co-opt suitable persons on to the Committee. Such co-opted persons need not be members of CHA but will be permitted to serve only until the next Annual General Meeting. They may take part in the deliberations of the Committee and are permitted to vote on all matters except those which directly affect the Rules, the membership of CHA or the election of Office Bearers.</p> <p>Co-optees may not, however, comprise more than one third of the Committee at any one time.</p>
Number of members:	The Management Committee shall consist of no less than seven Committee Members and no more than fifteen Committee Members (including co-optees).
Quorum:	A quorum will be four members of the Management Committee. Co-optees will not count towards the quorum.
Additional points:	<ol style="list-style-type: none"> 1. The Management Committee is not permitted to exercise any powers which are reserved to the Shareholding Membership in General Meetings either by the Association's Rules or by statute. 2. In the event that the number falls below seven, the Management Committee can continue to act only for another two months. If at the end of that period the Committee has not found new members to bring the number up to seven, the only power it will have is to act to bring the number of Committee Members up to seven. 3. The minutes of the Management Committee will be presented to the next meeting for approval. 4. Minutes of meetings which have been approved by the Management Committee will be published on the Association's website – confidential and commercially sensitive matters recorded in the minutes will be redacted. 5. The Chair of the Management Committee may access legal advice on the Association's behalf from its appointed legal advisers at the expense of the Association. 6. In circumstances where a vote is required and the votes are equal, the Chair has a casting vote. 7. The Chief Executive and other senior officers/advisers as required will normally be in attendance at Management Committee meetings. 8. The Management Committee may meet other advisers without paid

	<p>staff being present should the Chair consider it necessary.</p> <p>9. The Chair will regularly lead and keep a record of discussions with the Management Committee to review and evaluate the collective performance of the Management Committee.</p> <p>10. Governance support will be provided by the Association's designated officer with responsibility for such matters.</p>
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APPENDIX 2: TERMS OF REFERENCE - AUDIT AND RISK SUB-COMMITTEE

Name of Committee:	Audit and Risk Sub-Committee <p>The role of this Sub-Committee is to advise the Management Committee on risk management policies and processes, including the Association's systems of internal control and on the appointment and remuneration of the external and internal auditor.</p> <p>In addition, the Sub-Committee takes non-executive responsibility for the direction of both internal and external audits.</p>
Matters reserved for the Management Committee which the Sub Committee advises on:	<p>The Audit & 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. The broad areas it will focus its activities upon are the control environment; external audit; internal audit and risk.</p> <p>More specifically:</p> <ol style="list-style-type: none"> 1. Overseeing the process for selecting the external auditor and making appropriate recommendations through the Management Committee to the members/shareholders to consider at the AGM. 2. Overseeing the process for selecting the internal audit service provider and recommending them for appointment by the Management Committee. 3. Recommending the external and internal audit fees for Management Committee approval. 4. Advising the Management Committee whether an appropriate system of accounting and internal control exists and for making recommendations for its improvement. In this, it will be advised by external and internal auditors and Finance Manager. 5. Recommending whether the Management Committee should accept the external auditor's annual report on the effectiveness and efficiency of the Association's system of accounting and internal financial control. 6. Recommending whether the Management Committee should accept the internal financial control statement for inclusion in the annual report and financial statement of the Association. 7. Reviewing, and challenging where necessary, the actions and judgements of management, in relation to the interim and annual financial statements before recommendation of approval by the Management Committee, paying particular attention to: <ul style="list-style-type: none"> • critical accounting policies and practices, and any changes in them; • decisions requiring a major element of judgement; • the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed; • the clarity of disclosures; • significant adjustments resulting from the audit; • the going concern assumption; • compliance with accounting standards; • compliance with regulatory and other legal requirements. 8. Ensure effective co-ordination between internal and external audit. 9. Actively identifying and managing strategic risks and ensuring risk

	<p>consideration and management is embedded in the organisation.</p> <p>10. Reviewing regularly its terms of reference and its own effectiveness and recommending any necessary changes to the Management Committee.</p>
<p>Matters specifically delegated to the Sub-Committee by the Management Committee:</p>	<ol style="list-style-type: none"> 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. 2. Reviewing and keeping track of progress from internal and external audits and independent recommendations in the Audit Recommendations Action Plan. Progress reports to the Management Committee. 3. Assessing independence of the external auditor, ensuring that key partners are rotated at appropriate intervals. 4. Approving any fees in respect of non-audit services provided by the external auditor. 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. 6. Assessing the effectiveness of the external auditor, including consideration of qualifications, expertise and resources. 7. Reviewing, with the external auditors, the findings of their work. 8. Reviewing the external auditor's management letter and management's response. 9. Considering management's response to any major external or Internal Audit recommendations. 10. Approving the Internal Audit Strategy and programme for the Association and ensuring that the scale of the Internal Audit service is appropriate. 11. Assessing the effectiveness of the Internal Audit service. 12. Provide assurance that there is a systematic risk assessment process and that the risk management framework is effectively embedded in the organisation. 13. Consider the Risk Management Log and adequacy of mitigating actions and report to Management Committee. 14. Reviewing the Association's procedures for handling allegations from whistleblowers, suspected incidents of corruption, fraud and bribery. 15. Consider the Register of Fraud, Corruption, Bribery and Whistleblowing and the adequacy of actions, annually reporting to the Management Committee. 16. Considering other matters on strategic risk and internal control, as requested by the Management Committee. 17. Ensure appropriate disaster recovery and contingency plans are in place and regularly tested. 18. Keep under review the latest guidance and codes from the SHR and the Auditing Practices Board and ensure the applicable recommendations are implemented. 19. Reviewing covenant compliance and ensuring systems in place to prevent breach.

How often meetings are held:	The Audit & Risk Sub-Committee will normally meet a minimum of 4 times a year. Emergency meeting may be called by the Chair of the Audit & Risk Sub-Committee who will work with the Company Secretary to set a convenient day within two weeks.
Chair of the Committee (and who, if anyone, may not chair it):	<p>The Chair is appointed by the Management Committee and does not serve for more than two terms of 3 years. The Chair of the Audit & Risk Sub-Committee is to be a member of the Management Committee of the Association other than the Chair.</p> <p>The Chair of the Management Committee should not be Chair of the Audit & Risk Sub-Committee.</p>
Composition of the Sub-Committee (and any restrictions on membership of it)	The membership of the Audit & Risk Sub-Committee is drawn from the Management Committee. The selection of the Audit & Risk Sub-Committee members is based entirely upon skills and competencies. At least one member of the Audit & Risk Sub-Committee should have recent and relevant financial experience, and if possible, a professional qualification from one of the professional accountancy bodies. Some commercial or finance experience would be a desirable requirement for the other members.
Number of members:	At least three and up to seven members, who should all be non-executive members. Additional members may be appointed to the Sub-Committee to address specific issues.
How the Sub-Committee is appointed:	By the Management Committee in consultation with the Audit & Risk Sub-Committee Chair. Members are appointed for terms of three years.
Quorum:	A quorum will be three members of the Sub-Committee. Co-optees will not count towards the quorum.
Additional points:	<ol style="list-style-type: none"> 1. The minutes of the Audit & Risk Sub-Committee will be reported to the next Management Committee meeting and can be in draft form at that stage. 2. The Chair of the Audit & Risk Sub-Committee may access legal advice from the Association's appointed legal advisers at the expense of the Association. 3. Both internal and external auditors have direct access to the Chair of the Audit & Risk Sub-Committee where necessary. 4. The Chair of the Association may be a member of the Audit & Risk Sub-Committee, but cannot be Chair of the Sub-Committee. 5. In circumstances where a vote is required and the votes are equal, the Chair of the Audit & Risk Sub-Committee has a casting vote. 6. The Chief Executive and other senior officers/advisers as required will normally be in attendance at Audit & Risk Sub-Committee meetings. 7. The Sub-Committee may meet the external auditors without paid staff being present should the Chair of the Audit & Risk Sub-Committee consider it necessary and will meet with the External and Internal Auditors annually without paid staff being present. 8. Governance support will be provided by the Association's designated officer with responsibility for such matters.

APPENDIX 3: TERMS OF REFERENCE – STAFFING SUB-COMMITTEE

Name of Committee:	Staffing Sub-Committee The role of this Sub-Committee is to respond to a range of ad hoc staffing issues as set out below. The Staffing Sub-Committee may also be asked by the Management Committee to address specific staffing policy matters as and when required.
Matters reserved for the Management Committee which the Sub-Committee advises on:	The Staffing Sub-Committee will lead on the following matters and report back to Management Committee which will make the final decision. <ol style="list-style-type: none"> 1. Recruitment of the Chief Executive including: drawing up job description and person specification; initial interviews; shortlisting of candidates; recommendation to the Management Committee. 2. Dismissal of Chief Executive including: commissioning of any independent investigation; appointment of appropriately qualified professional support if required; recommendation to the Management Committee. 3. Disciplinary action against the Chief Executive including: commissioning of any independent investigation; appointment of appropriately qualified professional support if required; recommendation to the Management Committee. 4. Grievance hearings whether about or by the Chief Executive including: commissioning of independent investigation if required, hearing of Grievance; appointment of appropriately qualified professional support if required; recommendation to the Management Committee. 5. Advice on Staffing Policy Issues. The Committee may from time to time ask the Staffing Committee to meet to consider policy proposals and to advise the Committee on these matters. The Committee will review proposals produced by staff or appropriately qualified advisors and make recommendations to the Management Committee on these.
Matters specifically delegated to the Sub-Committee:	The Management Committee delegates to the Staffing Sub Committee the following matters: <ol style="list-style-type: none"> 1. Appeals Against Decisions on Disciplinary Actions: In accordance with our Terms and Conditions of Employment and Disciplinary Policy, the final internal appeal against any disciplinary action will be heard and decided by the Staffing Sub-Committee. 2. Appeals Against Decisions on Grievances: In accordance with our Terms and Conditions of Employment and the Grievance Policy, the final internal appeal against a decision on a Grievance will be heard and decided by the Staffing Sub-Committee.
How often meetings are held:	The Staffing Sub-Committee meets as and when necessary.
Chair of the Committee (and who, if anyone, may not chair it):	The Chair is appointed by the Management Committee and does not serve for more than two terms of 3 years . The Chair of the Management Committee should not be Chair of the Staffing Sub-Committee.
Composition of the	The membership of the Staffing Sub-Committee is drawn from the Management Committee. The selection of members is based entirely upon skills and

Committee (and any restrictions on membership of it)	competencies. At least one member of the Committee should, where possible, have some recent and relevant staffing experience.
Number of members:	At least three and up to seven members, who should all be non-executive members. Additional members may be appointed to the Committee to address specific issues.
How the Committee is appointed:	By the Management Committee in consultation with the Staffing Sub-Committee Chair. Members are appointed for terms of three years.
Quorum:	A quorum will be three members of the Committee. Co-optees will not count towards the quorum
Additional points:	<ol style="list-style-type: none"> 1. The minutes of the Staffing Sub-Committee will be reported to the next Management Committee meeting and can be in draft form at that stage. 2. The 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. 3. In circumstances where a vote is required and the votes are equal, the Chair of the Staffing Sub-Committee has a casting vote. 4. The Chief Executive and other senior officers/advisers as required will normally be in attendance at Staffing Sub-Committee meetings.

APPENDIX 4: COMMITTEE MEMBER – ROLE DESCRIPTION

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 1¹

1.1 This role description has been prepared to set out the responsibilities that are associated with being a Management Committee Member (MCM) of **Clydesdale Housing Association** (CHA). It should be read in conjunction with the accompanying person specification and CHA’s Rules and Standing Orders.

1.2 CHA 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 Registered Social Landlords and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).

1.3 CHA encourages people who are interested in the Association’s work to consider seeking election as a MCM and is committed to ensuring broad representation from the communities that it serves. MCMs do not require ‘qualifications’ but, from time to time, we will seek to recruit people with specific skills and experience to add to or expand the existing range of skills and experience available to ensure that the 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 Management Committee, whether elected or co-opted, new or experienced. It is subject to periodic review.

2. Primary Responsibilities

2.1 As a member of the Management Committee your primary responsibilities are, with the other members of the Committee, to

- Lead and direct CHA’s work
- Promote and uphold CHA’s values
- Set and monitor standards for service delivery and performance with the aim of achieving good outcomes for CHA’s tenants and service users
- Control CHA’s affairs and ensure compliance with the relevant legal and regulatory frameworks
- Uphold CHA’s Code of Conduct and promote good governance

2.2 Responsibility for the operational implementation of CHA’s strategies and policies is delegated to the Chief Officer.

¹ Scottish Housing Regulator (February 2019) *Regulation of Social Housing in Scotland: Our Framework* available [here](#)

3. Key Expectations

3.1 CHA has agreed a Code of Conduct for Management Committee Members which every member is required to sign on an annual basis and uphold throughout their membership of the Management Committee.

3.2 Each MCM must accept and share collective responsibility for the decisions properly taken by the Committee. Each MCM is expected to contribute actively and constructively to the work of CHA. All members are equally responsible in law for the decisions made.

3.3 Each member must always act only in the best interests of CHA and its customers, and not on behalf of any interest group, constituency or other organisation. MCMs cannot act in a personal capacity to benefit themselves or someone they know.

4. Main Tasks

- To contribute to formulating and regularly reviewing CHA's values, strategic aims and performance standards
- To monitor CHA's performance
- To be informed about and ensure CHA's plans take account of the views of tenants and other customers
- To ensure that CHA 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 CHA is adequately resourced to achieve its objectives and meet its obligations
- To oversee and ensure CHA'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 CHA's staff.
- To ensure that CHA is open and accountable to tenants, regulators, funders and partners

5. Duties

- Act at all times in the best interests of CHA
- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the Management Committee and sub-committees
- Contribute effectively to discussions and decision making
- Exercise objectivity, care and attention in fulfilling your role
- Take part in training and other learning opportunities
- Take part in an annual review of the effectiveness of CHA's governance and of your individual contribution to CHA's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent CHA positively and effectively at all times, including 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 CHA's policy on disclosure of interests.

6. Commitment

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

Activity	Time
Attendance at up to 14 regular meetings of the Management Committee	28 hours
Reading and preparation for meetings of the Management Committee	42 hours
Attendance at up to 4 sub-committee meetings	6 hours
Reading and preparation for sub-committee meetings	4 hours
Attendance at annual planning and review events (including individual review meeting)	10 hours
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	2 hours
Attendance at internal briefing and training events	8 hours
External Training and conference attendance (may include overnight stay or weekend)	To be agreed
Total	100 hours

7. What CHA Offers MCMs

7.1 All MCMs are volunteers and receive no payment for their contribution. CHA has adopted an Entitlements, Payments and Benefits Policy which prevents you or someone close to you from inappropriately benefiting personally from your involvement with CHA. This and related policies also seek to ensure that you are not unfairly disadvantaged by your involvement with CHA. All out of pocket expenses associated with your role as a MCM are fully met and promptly reimbursed.

7.2 In return for your commitment, CHA offers:

- A welcome and introduction when you first join the Management Committee;
- A mentor from the Management Committee and a named staff contact for the first six months, with ongoing support

- Clear guidance, information and advice on your responsibilities and on CHA'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 Management Committee on **28 September 2022**. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Management Committee not later than **September 2025**.

1. Introduction

- 1.1. All members of the Committee must sign this Code of Conduct when they are elected, co-opted or appointed, and on an annual basis thereafter. References throughout this Code of Conduct (the Code) to 'we', 'us' and 'our' mean Clydesdale Housing Association. The Code reflects our Values which are **'Quality homes and excellent services for all – today and in the future'**.
- 1.2 We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities.
- 1.3 Our Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Committee. You have a personal responsibility to uphold the requirements of our Code. You cannot be a member of the Committee² if you do not agree to adopt our Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually.
- 1.4 As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct³. Our Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations, which the Scottish Housing Regulator (SHR) has confirmed fully complies with its Regulatory Standards.
- 1.5 Our Code of Conduct is an important part of our governance arrangements; it is supported by the Role description which describes your responsibilities as a Committee member. You are responsible for ensuring that you are familiar with the terms of this Code and that you always act in accordance with its requirements and expectations. Committee Members must always ensure their actions accord with the legal duties of the RSL and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.
- 1.6 If there is a concern that a member of the Committee may have breached any part of this Code, the matter will be investigated in accordance with the Protocol that we have adopted. A serious breach of our Code may result in action being taken by the Committee to remove the Committee member(s) involved.
- 1.7 This Code of Conduct was adopted by our Committee on 29th of September 2021.

² Our Rules state that the Committee can remove a member who fails to sign the Code of Conduct (Rule 44.5.2); it is a regulatory requirement that our Rules enable the Committee to take such action (SHR Regulatory Framework (2019) Constitutional Standard 19

³ Scottish Housing Regulator (2019) Regulatory Framework, [Regulatory Standard 5.2](#)

2. Who Our Code Applies To

- 2.1 Our Code of Conduct applies to all elected, appointed and co-opted members of our Committee and its sub-committees.

3. How Our Code Is Structured

- 3.1 Our Code of Conduct is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.⁴
- 3.2 Each principle is described, as it applies to the activities of CHA and its Committee members, and supporting guidance is offered for each to provide more explanation of our Code's requirements. The guidance is not exhaustive and it should be remembered that CHA and our Committee members are responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.
- 3.2 The seven principles that you must adhere and commit to by signing this Code are:

A. Selflessness

B. Openness

C. Honesty

D. Objectivity

E. Integrity

F. Accountability

G. Leadership

⁴ Committee for Standards in Public Life (May 1995), [Nolan Principles](#)

A. Selflessness

You must act in the best interests of CHA at all times and must take decisions that support and promote our strategic plan, aims and objectives. Members of the Committee should not promote the interests of a particular group or body of opinion to the exclusion of others.

- A.1** I will always uphold and promote our aims, objectives and values and act to ensure their successful achievement
- A.2** I will exercise the authority that comes with my role as a Committee member responsibly
- A.3** I will accept responsibility for all decisions properly reached by the Committee (or a sub-committee or working group with appropriately delegated responsibility) and support them at all times, even if I did not agree with the decision when it was made.
- A.4** I will consider and respect the views of others.
- A.5** I will not seek to use my position inappropriately to influence decisions that are the responsibility of staff.
- A.6** I will not seek to use my influence inappropriately or for personal gain or advantage or for the benefit of someone to whom I am closely connected⁵ or their business interests.

B. Openness

You must be transparent in all of your actions; you must declare and record all relevant personal and business interests and must be able to explain your actions.

- B.1** I will use my best endeavours and exercise reasonable skill and care in the conduct of my duties.
- B.2** I will avoid any situation that could give rise to suspicion or suggest improper conduct.
- B.3** I will declare any personal interest(s) and manage openly and appropriately any conflicts of interest; I will observe the requirements of our policy on the matter. I will keep my entry in the Register of Interests complete, accurate and up to date. I will make an annual statement to confirm my declarations are accurate.
- B.4** I will not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create – or be capable of creating – an impression of impropriety or influence or place me under an obligation to these individuals or organisations. I will comply with our policy on Entitlements, Payments and Benefits Policy.
- B.5** I will ensure that, in carrying out my role as a Committee member, I am informed about and take account of the views, needs and demands of tenants and service users.
- B.6** I will ensure that we are open about the way in which it conducts its affairs and positive about how it responds to requests for information.
- B.7** I will not prevent people or bodies from being provided with information that they are entitled to receive.

⁵ See Appendix 1, p13-15 for definition of “closely connected”

C. Honesty

You must ensure that you always act in the best interests of the organisation and that all activities are transparent and accountable.

- C.1** I will always act honestly and in good faith when undertaking my responsibilities as a Committee member.
- C.2** I will use my experience, skills, knowledge and judgement effectively to support our activities.
- C.3** I will ensure that decisions are always taken and recorded in accordance with our Rules and procedures.
- C.4** I will ensure that we have an effective whistleblowing policy and procedures to enable, encourage and support any staff or Committee member to report any concerns they have about possible fraud, corruption or other wrongdoing.⁶
- C.5** I will report any concerns or suspicions about possible fraud, corruption or other wrongdoing to the appropriate senior person within the organisation in accordance with our whistleblowing policy.
- C.6** I will comply with our policies and procedures regarding the use of our funds and resources⁷ and I will not misuse, contribute to or condone the misuse of these resources.
- C.7** We forbid all forms of bribery, meaning a financial or other advantage or inducement intended to persuade someone to perform improperly any function or activity. I will neither accept from nor give bribes or any other inducement to anyone. I will comply with our Anti-Bribery Policy and will report any instances of suspected bribery or corruption within the organisation or any of its business partners.
- C.8** I will ensure that neither I nor someone closely connected to me receives or is seen to receive preferential treatment relating to any services provided by the organisation or its contractors/suppliers. I will declare all interests openly and ensure they are effectively managed to demonstrate this.

D. Objectivity

You must consider all matters on their merits; you must base your decisions on the information and advice available and reach your decision independently.

- D.1** I will ensure that the decisions that I take are consistent with our aims and objectives and with the relevant legal and regulatory requirements (including those of the Scottish Housing Regulator, the Office of the Scottish Charity Regulator, the Financial Conduct Authority and the Care Inspectorate).
- D.2** I will prepare effectively for meetings and ensure I have access to all necessary information to enable me to make well-informed decisions.
- D.3** I will monitor performance carefully to ensure that the organisation's purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures.
- D.4** I will use my skills, knowledge and experience to review information critically and always take decisions in the best interests of the organisation, our tenants and our service users.

⁶ These concerns might include, but are not confined to, suspected fraud, dishonesty, breach of the law, poor practice, non-compliance with regulatory requirements, misconduct, breach of this code.

⁷ Resources include people, equipment, buildings, ICT, funds, knowledge, stationery, transport

- D.5** I will ensure that the Committee seeks and takes account of additional information and external/independent and/or specialist advice where necessary and/or appropriate.
- D.6** I will ensure that effective policies and procedures are implemented so that all decisions are based on an adequate assessment of risk, deliver value for money, and ensure the financial well-being of the organisation.
- D.7** I will contribute to the identification of training needs, keep my knowledge up to date, and participate in ongoing training that is organised or supported by us.

E. Integrity

You must actively support and promote our values; you must not be influenced by personal interest in exercising your role and responsibilities.

- E1** I will always treat my Committee colleagues our staff, our customers and partners with respect and courtesy
- E.2** I will always conduct myself in a courteous and professional manner; I will not, by my actions or behaviour, cause distress, alarm or offence.
- E.3** I will publicly support and promote our decisions, actions and activities; I will not, by my actions or behaviour, compromise or contradict the organisation, its activities, values, aims or objectives. I will notify the Chair quickly if I become aware of any situation or event that I am associated with which could affect us and/or its reputation
- E.4** I will fulfil my responsibilities as they are set out in the relevant role description(s); I will maintain relationships that are professional, constructive and that do not conflict with my role as a Committee member.
- E.5** I will comply with, support and promote our policies relating to equalities, diversity and human rights as well as uphold our whistleblowing and acceptable use ⁸ policies.
- E.6** I will respect confidentiality and ensure that I do not disclose information to anyone who is not entitled to receive it, both whilst I am a member of the Committee and after I have left.
- E.7** I will observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information.

F. Accountability

You must take responsibility for and be able to explain your actions, and demonstrate that your contribution to our governance is effective.

- F.1** I will observe and uphold the principles and requirements of the SHR's Regulatory Framework, and gain assurance that relevant statutory and regulatory guidance and our legal obligations are fulfilled.
- F.2** I will ensure that we have effective systems in place to monitor and report our performance and that corrective action is taken as soon as the need is identified.
- F.3** I will contribute positively to our activities by regularly attending and participating constructively in meetings of the Management Committee, its Sub-Committees and

⁸ This relates to the use of ICT, social media and networking, facilities etc., and is specific to each individual RSL

working groups.

- F.4 I will participate in and contribute to an annual review of the contribution I have made to our governance.
- F.5 I will ensure that there is an appropriate system in place for the support and appraisal of our Chief Executive Officer and that it is implemented effectively.
- F.6 I will not speak or comment in public on our behalf without specific authority to do so.
- F.7 I will co-operate with any investigations or inquiries instructed in connection with this Code whilst I am a Committee member and after I have left.
- F.8 I recognise that the Governing Body as a whole is accountable to its tenants and service users, and I will demonstrate this in exercising my judgement and in my decision-making.

G. Leadership

You must uphold our principles and commitment to delivering good outcomes for tenants and other service users, and lead the organisation by example.

- G.1** I will ensure that our strategic aims, objectives and activities deliver good outcomes for tenants and service users. I will make an effective contribution to our strategic leadership.
- G.2** I will ensure that our aims and objectives reflect and are informed by the views of tenants and service users.
- G.3** I will always be a positive ambassador for the organisation.
- G.4** I will participate in and contribute to the annual review of the Governing Body's effectiveness and help to identify and attain the range of skills that we need to meet our strategic objectives.
- G.5** I will not criticise or undermine the organisation or our actions in public.
- G.6** I will not criticise staff in public; I will discuss any staffing related concerns privately with the Chair and/or Chief Executive Officer.
- G.7** I will not harass, bully or attempt to intimidate anyone.
- G.8** I will not use social media to criticise or make inappropriate comments about the organisation, its actions or any member of the Committee, staff or other partners.
- G.9** I will not act in a way that could jeopardise our reputation or bring us into disrepute.⁹

⁹ This includes activities on social media, blogs and networking sites

4. Breach of this Code

- 4.1 I recognise that each member of the Committee has a personal and individual responsibility to promote and uphold the requirements of this Code. If I believe that I may have breached the Code, or I have witnessed or become aware of a potential breach by another member, I will immediately bring the matter to the attention of the Chair.

5. Acceptance and Signature

I _____ have read and understood the terms of this Code of Conduct and I agree to uphold its requirements in all my activities as a member of our Committee. I am aware that I must declare and manage any personal interests. I agree to review all relevant Registers regularly to ensure that all entries relating to me are accurate. I understand that, if I am found to have breached this Code of Conduct, action will be taken by the Committee which could result in my removal.

Signed _____

Date _____

Supporting Guidance to the Code of Conduct for Committee Members

This Guidance has been prepared for members of the Committee to support the adoption of our Code of Conduct. All members of the Committee must sign the Code of Conduct when they are elected, co-opted or appointed, and then on an annual basis thereafter. References throughout this Code of Conduct (the Code) to 'we', 'us' and 'our' mean Clydesdale Housing Association.

We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities. Our Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Committee. You have a personal responsibility to uphold both the spirit and the requirements of our Code.

Our Code of Conduct is an important part of our governance arrangements. It is supported by the Role description which describes your responsibilities as a Committee member and you are responsible for ensuring that you are familiar with the terms of the Code and that you always act in accordance with its requirements and expectations. Committee members must always ensure their actions accord with the legal duties of the RSL and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.

As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct¹⁰. Our Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations (2021), which the Scottish Housing Regulator (SHR) has confirmed fully complies with its regulatory requirements.

You cannot be a member of the Committee if you do not agree to adopt our Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually. Our rules state that the Committee can remove a member who fails to sign the Code of Conduct (Rule 44.5.2). It is a regulatory requirement that our rules enable the Committee to take such action.¹¹

Each year, following the AGM, Committee members will be asked to sign and date our Code of Conduct to confirm your commitment to the principles, requirements and expectations that it describes and to meet the requirements of our rules. A copy of our Code, showing your signature throughout your membership of the Committee, will be retained by us, in accordance with our Data Protection/Privacy policy.

Our Code of Conduct applies to all elected, appointed and co-opted members of our Committee and its sub-committees.

Breach of the Code

If a complaint is made or concern is raised that a member of the Committee may have breached any part of our Code, the matter will be investigated in accordance with the Protocol which has been approved by the Committee. The protocol forms part of our governance policies and is accessible via the Association's secure website area.

¹⁰ Scottish Housing Regulator (2019) Regulatory Framework, [Regulatory Standard 5.2](#)

¹¹ SHR Regulatory Framework (2019) Constitutional Standard 19

A potential breach will normally be formally investigated. It is the responsibility of the Chair to decide, in consultation with other office bearers, if an internal or an independent investigation should be conducted. A Committee Member who is the subject of a complaint or concern about a potential breach of our Code is expected to take leave of absence whilst an investigation is carried out: (our Rules allow the Committee to require that this happens)¹². Whilst on leave of absence for this reason, a Committee Member is not entitled to receive any papers or correspondence (other than in relation to the investigation) or to take part in any meetings in their role as a Committee Member. The requirements of our Code of Conduct continue to apply throughout the term of the leave of absence.

A serious breach of our Code may result in action being taken by the Committee to remove the Member(s) involved. This is a serious course of action which is provided for in our rules¹³. It requires a majority of Committee Members who attend a special meeting of the Committee to support a resolution to remove the Member because of their failure to comply with the requirements of the Code or our rules, policies or standing orders. If a Committee Member is removed as a result of such a resolution, or resigns, having been notified of the Committee's intention to consider such a resolution, they cannot be re-elected or appointed or co-opted to the Committee during the subsequent five year. A Committee Member who has been removed cannot be elected, appointed or co-opted to the governing body of another RSL during the same period¹⁴.

How the Code is structured

The Code is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.¹⁵

In the Code, each principle is described, as it applies to the activities of an RSL and its Committee Members. This guidance is offered to support the application of the Code of Conduct by providing some illustrations of the practical application of the Code's requirements. **It is emphasised that the guidance is not exhaustive.**

It must be remembered that Committee Members and RSLs are always responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.

The Principles of the Code

The seven principles of the Code are:

- A. Selflessness**
- B. Openness**
- C. Honesty**
- D. Objectivity**
- E. Integrity**
- F. Accountability**
- G. Leadership**

¹² Rule 37.8

¹³ Rule 44.5

¹⁴ Rule 43.1.5 / 43.1.6 /43.1.7

¹⁵ Committee for Standards in Public Life (May 1995), [Nolan Principles](#)

The remainder of this guidance offers some illustrations of how each of the principles may be applied to your role as a Committee Member. There are references throughout to the need for Committee Members to 'be familiar' with the terms of policies and other documents. This does not mean that you need to know the detailed content of all the documents but rather you should be aware of their key principles and have ready access to them in the event that the detail is necessary.

A. Selflessness

This principle emphasises the importance of Committee Members acting in our best interests at all times and taking decisions that will support delivery of our objectives. Although individual Committee Members bring knowledge and experience to their role, you are not a representative for a specific interest or group: your experience and knowledge should inform your contribution to discussion but your decision-making should be influenced by our aims and objectives and not individual or specific interests. In practice, this means that you must always make a conscious effort to see the bigger picture and not concentrate just on the issues that are important to you.

A1 refers to upholding our values, which are included at 1.1 in the introduction of our Code.

The principle contains a commitment to always support and uphold the Committee decisions and our actions (A3): if a Committee Member was to actively undermine or publicly contradict or disagree with decisions and/or actions, this may constitute a breach. E3 of the Code contains a parallel commitment: if a decision is taken by the Committee that a Member fundamentally disagrees with and cannot support, it may be that resignation should be considered.

This principle is not intended to prevent a Committee Member from disagreeing with a proposal during a meeting or from recording their dissent from a decision; rather it is intended to ensure that no Member of the Committee actively and/ or publicly undermines the organisation. In practice, this means, for example, that you should not question in public why a decision was taken or criticise the organisation. It is only if a Committee Member actively undermines or disagrees with a decision or action that a breach of the Code may arise. A similar provision is contained in the Code of Conduct for staff.

A4 specifies that Committee Members will always be respectful to others: this means, among other things, that you must uphold and be familiar with our policies relating to Equalities and Human Rights and Dignity at Work. This requirement relates to all of your engagements with Committee colleagues and staff, tenants and customers, partners and agents. In practice, this means listening to and considering other views and respecting opinions even if they are very different from your own. It also applies to wider conduct: E1, E2 and E3 are specific about the responsibilities of Committee Members to ensure that they do not bring the organisation into disrepute.

The Code stresses that Committee Members should not stray into operational matters or seek to use their influence (A6) inappropriately or for personal gain. This means that Committee Members should always refer individual matters relating to themselves or someone they know or in which they have an interest to the relevant member of staff or to the [CEO/Director] for onward delegation.

B. Openness

This principle sets the framework for ensuring that, in all of our activities and in all your actions, transparency and openness are evident. In practice, this means that you must identify and declare all personal interests which are relevant to our work and to your role with us. You must be familiar with the process for declaring interests and you must make sure that the Register of

Interests is accurate and up to date at all times. You must ensure that you are well informed about our policy on declaring interests, which forms part of our EPB (Entitlements, Payments and Benefits) Policy (B3).

You must always be careful and cautious about how your actions may be viewed by others and take care to avoid anything which could compromise or embarrass you or us (B2). In practice, this means that you cannot accept gifts or hospitality that are not permitted by our Entitlements Payments and Benefits policy.

B5 reflects the requirements of SHR's regulatory standard 2 by emphasising the importance of Committee Members being well-informed about the needs and priorities of tenants. In practice, this may include considering information from Tenant Scrutiny groups, monitoring tenant satisfaction and landlord performance data, offering/considering insight provided from individual Committee Members' experiences of their landlord. Committee Members should use this information to inform their consideration of the business that is brought to the Committee.

We are covered by the requirements of the Freedom of Information (Scotland) Act and the SHR's Regulatory Framework requires us to be open and accountable for what we do¹⁶. As a Member of our Committee, you are responsible for ensuring that we comply with these legal and regulatory requirements: in practice, this means monitoring our compliance and ensuring that we communicate openly and respond effectively to tenants, customers, regulators, funders and partners.

The Committee should oversee a culture of openness throughout the organisation – in our communications, access to our website, engagement with tenants and customers and willingness to provide information and answer questions. In practice, this means working on the basis that information will be made available unless there is a good reason for it being withheld. At the same time, you must also ensure that confidentiality is respected (B6 and B7 require that information is made available but E6 also requires that confidentiality must be ensured). This means that it is important for Committee Members to be involved in agreeing the policy framework that supports how we categorise information.

C. Honesty

This principle emphasises the importance of always acting honestly and in good faith in undertaking your role as a Committee Member; it also supplements the principle of Openness. To uphold this principle, you should ensure that you are familiar with our rules, standing orders and scheme of delegation, as well as our governance policies and procedures (C3).

C4 requires you to be aware of the terms of our Whistleblowing Policy: in practice, this means that the Committee, collectively, must be assured that the policy is fit for purpose (SHR has issued Statutory Guidance on Whistleblowing) and that there is regular training provided for Committee Members and staff on its terms. Committee Members must also ensure that there are effective procedures in place for whistleblowing allegations to be made and investigated, with adequate safeguards in place to protect complainants. Committee Members have an individual duty to report any concerns that you may have about possible fraud, corruption or wrongdoing (C5 and C7). You must, therefore, be familiar with the terms of our Anti-Bribery policy. You are expressly forbidden to accept any gifts or other inducements which might create, or be capable of creating, a sense of obligation to another party.

¹⁶ Regulatory Standard 2 (SHR Regulatory Framework 2019)

C6 stresses your commitment to ensure that our funds and resources are used properly and for legitimate purposes. This means that decisions about what we do and how we act must fit with, amongst other things, our permitted purpose, and objectives, our business plan and the terms of our loans and grant-making authorities.

C8 further emphasises¹⁷ your responsibility to ensure that neither you nor someone closely connected to you is seen to benefit inappropriately from your role with us and to be very open in declaring all relevant personal interests. In practice, this means ensuring that you are not involved in any decisions which personally impact or affect you or someone you are close to.

D. Objectivity

This principle is about the need to ensure that you make decisions based on an objective consideration of the information that is presented to you in reports. In practice, this means that you must be satisfied that you have access to all of the information you need to fulfil your responsibilities, whilst – at the same time – being mindful of and respecting the distinct roles of Committee Members (strategic) and senior staff (operational).

D1 reflects the provisions of Regulatory Standard 1 by committing Committee Members to ensuring that decisions are consistent with all legal, constitutional and regulatory requirements. This means that Committee Members must be familiar with these provisions. Reports should refer and draw attention to the relevant legal, regulatory and financial constraints/conditions, with Minutes recording that these have been adequately considered.

D2 is explicit about the importance of preparing adequately for meetings – our role description contains an indication of the time that is likely to be involved in meeting preparation. Preparation includes reading all of the reports and also accessing any additional information that may be available (e.g., supplementary reports) and which you feel is necessary. This might also involve the Committee requesting that specialist or independent advice is obtained (D5 and Regulatory Standard 4.1) – and individual Members being aware of when it is appropriate and/or necessary to do so (D5).

D6 describes the responsibility of Committee Members to ensure that the organisation has an effective and robust framework for assessing and managing risk: this includes being satisfied about the delegation of authority, operation and reporting of e.g., the Audit and Risk sub-committee. It also relates to the operation of financial regulations and the effectiveness of financial planning, budget preparation, forecasting and reporting. Regulatory Standard 3 is relevant to this principle.

In order to be objective, Committee Members must be well-informed about the organisation's business and operating environments as well as the sector and economic policy and strategy contexts.

D7 commits Committee Members to participate in regular training to keep their knowledge up to date. Of course, no one is expected to be an expert in everything but there is an expectation that each Committee Member will help to identify their own ongoing training needs and the priorities for the Committee collectively – this will be an element of the annual review of the Committee's effectiveness (as required by Regulatory Standard 6.5).

E. Integrity

¹⁷ A6 and B3 are also relevant

This principle focuses on the importance of always acting in our best interests and actively promoting our values, aims and objectives and reflects many of the other principles in the Code.

E1 and E2 echo A4: Committee Members must be respectful and courteous in all that you do: in practice, this means being prepared to 'agree to disagree' when strong opinions are held and being tolerant of views and perspectives which might be very different from your own. It also means recognising and acknowledging that what's acceptable in terms of language and conduct change and being mindful that differences in cultures, faiths and beliefs can be very significant and sensitive.

E3 complements A3 in terms of publicly promoting and supporting us and our activities but it also includes a commitment to notify the Chair as soon as you become aware of anything that might compromise us or our interests. In practice, this might include being associated with, for example, a community council's opposition to a planning application that we have made or being involved in something that may become public and which could embarrass us.

E4 refers to the role descriptions that we have adopted: all Committee Members must be familiar with the terms of their role description and, for office bearers, there will be more than one. In practice, this principle seeks to ensure that relationships are professional: amicable and constructive with respect for the boundaries between the strategic role of the Committee Member and the operational responsibilities of senior staff.

E5 complements A4 and is a specific commitment to uphold our Equality and Diversity and Whistleblowing policies: this reflects the regulatory requirement for us to have a whistleblowing policy and the Regulatory Standard that requires 'clear procedures for employees and governing body members to raise concerns or whistleblow if they believe that there has been fraud, corruption or other wrongdoing within the RSL'¹⁸

E6 and E7 relate to confidentiality and the importance of maintaining it. This applies to the content of reports, discussions at Committee and committee meetings and all other business that you have access to in your role as a Committee Member. Upholding this principle requires you not to discuss anything that is identified as being confidential with anyone who is not entitled to the information; it also means making sure that any papers are stored securely (e.g., by means of passwords on laptops or other devices, in a locked drawer) and that on-line discussions can't be overheard (e.g., if attending a virtual meeting). In applying this principle, you must also be mindful of our duties in respect of safeguarding personal information i.e., anything from which an individual can be identified.

F. Accountability

This principle is about the importance of taking personal responsibility for your contribution to our governance. In practice, this means being active in your role as a Committee Member – asking questions, critically reviewing information and monitoring performance and participating in strategy and planning events (F3).

F1 is a specific commitment to upholding legal and regulatory requirements: in practice, this means that you should feel assured and satisfied, as far as you reasonably can, that we are compliant with our legal and regulatory obligations as well as our own internally set standards. Your assurance will come from your participation in our governance – the reports, discussions,

¹⁸ Regulatory Standard 5.6

external advice and audits that you are asked to consider and which form the evidence for the Committee annual Assurance Statement (F2).

As a Committee Member, you are expected to participate in an annual review of the effectiveness of your own contribution (F4) and of our overall governance (G4). As well as being a principle of the Code, this is also a regulatory requirement (Regulatory Standard 6.3, 6.3).

F6 places a responsibility on each Committee Member to be assured that there is an effective process in place to appraise the CEO performance: in practice, this also means ensuring that the CEO is adequately supported as well as being held to account for the achievement of both corporate and individual objectives. Committee Members must also be satisfied that the CEO annual appraisal is carried out effectively and that its outcome is reported to the Committee.

Our Scheme of Delegation identifies who is authorised to make public comments on our behalf; it is not normally appropriate for an individual Committee Member to speak in public without prior agreement from the Chair. This includes, for example, accepting an invitation to contribute to a conference or event because of your role with us. The Code's principles also extend to social media activities (F7, G7).

F8 is a specific commitment to participate in and co-operate with any investigations that may be instructed relating to the Code, involving you either directly or as a witness. This obligation extends beyond your term of membership of the Committee which means that your co-operation may be requested when you are no longer a Member of the Committee. It is unlikely that you would be asked to contribute to any such investigation more than two years after you have left.

As an RSL, we are accountable to our tenants and service users for our actions: F9 requires Committee Members to ensure that the best interests of tenants and service users guide planning and decision-making. In practice, this means being informed and taking account of the views of tenants and service users in all aspects of your role and ensuring that reports contain sufficient information to give you assurance that proposals are similarly informed before you make a decision.

G. Leadership

The role of the Committee is to lead and direct the organisation to deliver good outcomes for our tenants and service users¹⁹. This section of the Code sets out some specific expectations about that part of your role. It also stresses the importance of Committee Members leading by example and making a positive and active contribution to our governance (G1, G2).

G3 echoes A3 and E3 by specifying your responsibility to be positive in your support for us and our work. In practice, this means representing us positively both when acting on our behalf and in your wider activities.

G4 complements the individual focus of F4 by being explicit that the governing body should review the overall effectiveness of its governance arrangements: this forms part of our annual review process, which also includes a review of the range of skills, knowledge and experience that the Committee collectively needs to fulfil its responsibilities. Committee Members have a

¹⁹ Regulatory Standard 1

responsibility to contribute to the process of identifying any gaps and the best means of filling them (D7)²⁰.

G5 supports G3 (and A3 and E3) by being explicit that you should not criticise us, our people or our actions in public. This does not mean that you cannot be critical or raise concerns – that is a key part of your responsibility as a Committee Member – but you should always be constructive and objective in your challenge and criticism, which should be expressed at meetings and in discussions and with the relevant people, in accordance with our structures and procedures.

G6 is a specific commitment not to criticise or undermine (or appear to undermine) members of staff (individually or collectively) in public (including to e.g., tenants or partners). Any concerns which you have should be raised directly and privately with the Chair or CEO.

G7 echoes provisions in the Staff Code regarding bullying and harassment.

G8 supplements the principle at F7 by making specific reference to social media activity: all of the provisions of the Code apply to your presence on all social media platforms. As someone who is responsible for leading our organisation, it is essential that Committee Members are not associated with anything that could compromise us or bring us into disrepute.

G9 echoes the provisions that are set out at E3 and E4. In all that you do, you must be mindful of any potential negative impact on us and, if you become aware of anything that could affect us, you must bring it to the attention of the Chair quickly (E3).

²⁰ Regulatory Standard 6.5

Clydesdale Housing Association's Protocol for Managing an Alleged/Suspected Breach of Code of Conduct

1. Introduction

- 1.1 This protocol will be used by Clydesdale Housing Association to deal with any alleged breaches of our Code of Conduct for Governing Body Members. It is based on the Model Protocol provided by SFHA.

2. Who is Responsible?

- 2.1 The Chair has delegated authority to deal with all potential breaches of the Code, unless the allegation relates to him/her. In that event, the Vice Chair should take on the responsibilities that the protocol allocates to the Chair. It may be necessary to ask other Members of the Committee to take on responsibilities should the allegation relate to both the Chair and Vice Chair.
- 2.2 The Chair should consult with other office-bearers (or Members of the Committee) to instruct, progress and conclude internal and external investigations carried out in accordance with this protocol.
- 2.3 The Scheme of Delegation identifies who has primary responsibility for overseeing the management of alleged breaches of the Code of Conduct (Standing Orders Policy, Page 42, Appendix 2).

Delegated Authority to Oversee Potential Breaches.

Any two from the following (must include at least one Committee Member)

- Committee - Chair, Vice-Chair, (other office bearers; nominated Members)
 - Management Team - CEO, DCE (other MT members corporate / governance staff)
- 2.4 No one who is directly involved in a matter that gives rise to a concern that there may have been a breach of the Code of Conduct should be involved in reviewing or managing/conducting an investigation of the matter. Consequently, it may be necessary to ask other Members of the Committee to take on the responsibilities that the Protocol allocates to the Chair and other office bearers.
- 2.5 The Chair may seek advice from our solicitors in exercising all of the responsibilities associated with this protocol.

3. What Constitutes a Breach?

- 3.1 A breach of the Code of Conduct is a serious matter. This Protocol is a process that will apply to managing and/or responding to alleged breaches of the Code of Conduct. Breaches can include:
- Conduct by a Committee Member during a meeting (which might involve a Member being obstructive, offensive or disregarding the authority of the Chair or failing to observe Standing Orders)

- Complaints that the conduct of a Committee Member has failed to meet the requirements of the Code of Conduct; is contrary to CHA's Values, Rules or policies; threatens the reputation of CHA; risks bringing the organisation into disrepute or undermines CHA and/or its people
- Inappropriate behaviour towards colleagues, staff, customers or partners

3.2 Some complaints and/or concerns may relate to relatively minor matters, whilst other may involve more significant issues. Consequently, different approaches are likely to be appropriate, depending on the details of individual circumstances, recognising that it may not always be appropriate to undertake a formal investigation in response to an isolated and/or relatively minor issue.

4. Initial Review to Determine if Further Investigation Required

- 4.1 When a complaint is received or a concern is raised, consideration should be given as to which is the most appropriate course of action. This may (but may not) require some initial review of the complaint or allegations before concluding on a specific approach. The review should be carried out by those Members of the Committee appointed in accordance with 2.2 of this Protocol, with support from the CEO if required.
- 4.2 It may be that such a review concludes that there is no substance to the concern or allegation. Depending on the circumstances, it may be appropriate to report the outcome of such a review to the Committee. This might be the case, for example, if an anonymous complaint is received which cannot be investigated because of a lack of information.
- 4.3 Anonymous complaints or allegations can be difficult to resolve but, in the event that anonymous information is received or made known, an initial review should be undertaken to establish whether there is the potential for any substance to the concern. If so, an investigation should be undertaken, although it is recognised that it may not be possible to conclude any such investigation satisfactorily.
- 4.4 Minor issues, actions or conduct at an internal meeting or event are unlikely to constitute a breach of the Code of Conduct that warrant investigation. The Chair (and other office bearers) should exercise their judgement in determining which of the courses of action set out in this Protocol is more appropriate.
- 4.5 Two routes are described in this Protocol: Route A and Route B.
- 4.6 SHR requires that alleged breaches of the Code which are to be investigated under either Route A or Route B must be regarded as Notifiable Events, in accordance with the terms of the SHR's Statutory Guidance. The Chair is responsible for ensuring that the necessary notifications are made to the Scottish Housing Regulator, and that the SHR's requirements (as set out in the relevant guidance) in terms of reporting the outcome of the investigation are met.

5. Route A

- 5.1 Route A is an internal and informal process to address potential minor breaches. This is intended to be a relatively informal process, used to address e.g., one-off discourtesy at an internal meeting, isolated or uncharacteristic failure to follow policy.
- 5.2 Alleged breaches that occur during the course of a meeting or other internal event (and which have not happened before) will, unless the Chair believes it to be serious, be dealt

with by the Chair of the meeting, either during the meeting/event and/or within 24 hours of the meeting. In these circumstances, the Chair may ask the Member to leave the meeting or a vote may be taken to exclude the Member from the rest of the meeting.

- 5.3 After the meeting, the Chair or sub-committee Convenor will discuss such behaviour with the Member and may require the Member to apologise or take such other action as may be appropriate (Route A). Where the Chair regards such behaviour as being serious, it should be investigated in accordance with Route B as will repeated incidents of a similar nature.
- 5.4 It may be appropriate for the Chair to record the terms of the discussion in a letter to the Committee Member e.g., to confirm the provision of training or support or to record a commitment to uphold a specific policy or to record an apology.
- 5.5 It is possible that a concern that it is initially agreed can be addressed via route A ends up being the subject of a formal investigation, if more significant issues emerge, or actions are repeated.

6. Route B

- 6.1 Route B will involve formal investigation of repeated breaches or an alleged significant/major breach. Investigations may be conducted internally or independently, according to the circumstances and people involved.
- 6.2 An investigation under Route B will usually be overseen by the Chair and another office-bearer or Committee Member.
- 6.3 The Chair or office-bearer, in consultation with the other office-bearers, will decide whether to instruct an independent investigation or carry out an internal investigation.
- 6.4 In the event that the Chair or other office-bearer is the subject of a complaint, an independent investigation should be conducted, overseen by the Vice-Chair and another Committee Member.
- 6.5 If the Chair is likely to be involved in an investigation (e.g., as a witness), it will be necessary for the office bearers to consider who should be involved in overseeing the investigation.
- 6.6 The CEO can support the implementation of the Protocol (unless involved in the issue, in which case the role should be assigned to another senior member of staff).
- 6.7 Our scheme of delegation identifies who has primary responsibility for overseeing the management of alleged breaches of the Code of Conduct (see section 2.3)
- 6.8 Allegations of a potential breach should normally be made to the Chair or, where the complaint relates to the Chair, to another office-bearer. Where a complaint is made to the CEO, the matter should immediately be notified to the Chair.
- 6.9 Alleged breaches may be the subject of written complaints or allegations; they may also be witnessed by someone. However, the alleged breach is identified, the Chair and Secretary should ensure that there is always a written statement of the complaint or allegation that is used as the basis for the investigation. If no written complaint is made, the statement of the matter should be prepared by someone unconnected to the event/situation (e.g., a verbal complaint made by a Committee Member should be

recorded by someone who was not present when the issue arose – this could be a member of staff).

- 6.10 The Committee Member who is the subject of the complaint/allegation that is to be investigated will be notified in writing of the alleged breach within seven working days, either of occurring or of receipt of the complaint. A Committee Member who is subject to an investigation should take leave of absence until the matter is resolved. Rule 37.8 of the 2020 Model Rules contains the provisions to secure this. The letter will inform the Committee Member of the nature of the potential breach, the arrangements for the investigation and will advise that leave of absence will be in place for the duration of the investigation. Committee Members are expected to co-operate with such investigations.
- 6.11 An alleged breach of the Code of Conduct which is being dealt with via Route B will be notified to the Committee, normally by the Chair or Secretary, within seven working days, either of occurring or of receipt of the complaint. The notice (which should be confidential) will not describe the detail of the complaint and will set out the proposed arrangements for investigation, including who will conduct the investigation and which Members of the Committee are responsible for its oversight.
- 6.12 The appointment of an external Investigator (when it is decided to be the appropriate response) should be approved by the Committee Members responsible for overseeing the investigation.
- 6.13 An internal investigation (when it is decided to be the appropriate response) will be carried out by at least two and not more than three Members of the Committee, who are not responsible for overseeing the investigation. In selecting the Committee Members, we will seek to ensure that the investigators represent the profile of the Committee.

7. Investigation Under Route B

- 7.1 The conduct of an investigation should remain confidential, as far as possible, in order to protect those involved (witnesses, complainant(s)) and the Committee Member(s) who are the subject of the complaint.
- 7.2 All investigations will be objective and impartial. Investigations will normally be investigated by an independent person, unless it is decided that an internal investigation is appropriate.
- 7.3 Investigations should not usually take more than six weeks to conclude.
- 7.4 The investigator(s) will be supported by the CEO (or other senior member of staff if the CEO is involved in the complaint). 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 Governing Body.
- 7.5 All investigations will be the subject of a written brief which sets out the Committee's requirements and which includes the statement of the alleged breach (scope, timescale, reporting requirements, access to information etc.). The brief may refer to any action previously taken that is relevant.
- 7.6 All investigations will include at least one interview with the Committee Member who is the subject of the allegation, who will be invited to provide any relevant information. The interview(s) may be conducted face to face or remotely (by telephone or video call). Committee Members may be accompanied during an interview by a friend (at their

request), as a companion to provide support and not to represent. It is not appropriate for another Committee Member to fulfil this role nor is it appropriate for the RSL to meet any costs (other than reasonable expenses as provided for in the relevant policy) in respect of a companion's attendance.

8. Considering the Outcome of the Investigation

- 8.1 The advisor/investigator will normally present their report to the Committee. Before doing so, the report will be reviewed by those overseeing the investigation to ensure that the Brief has been met and that the report is adequate to support the Committee's consideration and decision making.
- 8.2 The Committee Member whose conduct is being investigated will not be party to any of the discussions relating to the investigation.
- 8.3 The report will be considered at a meeting of the Committee, which may be called specifically for this purpose. It is the responsibility of the Committee to consider the report and findings from the investigation and to determine:
 - Whether there has been a breach
 - How serious a breach is
 - What action should be taken
- 8.4 The Committee 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.

9. Action to Deal with a Breach

- 9.1 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:
 - A discussion with the Member concerned (which may be confirmed in a subsequent letter)
 - advice and assistance on how their conduct can be improved
 - the offer of training or other form of support
 - a formal censure (e.g. in the form of a letter setting out the conclusions, expressing concern and specifying that there must be improvement / no repetition etc)
 - a vote to remove the Member from the Committee
- 9.2 Where, it is concluded that a serious breach has occurred, the Committee may require the Member to stand down from their position in accordance with the Rules.
- 9.3 If the Committee proposes to remove a Member, following investigation, the Member will have the right to address the full Committee before their decision is taken at a special meeting called for that purpose. Any such decision must be approved by a majority of the remaining Members of the Committee, in accordance with Rule (44.5)

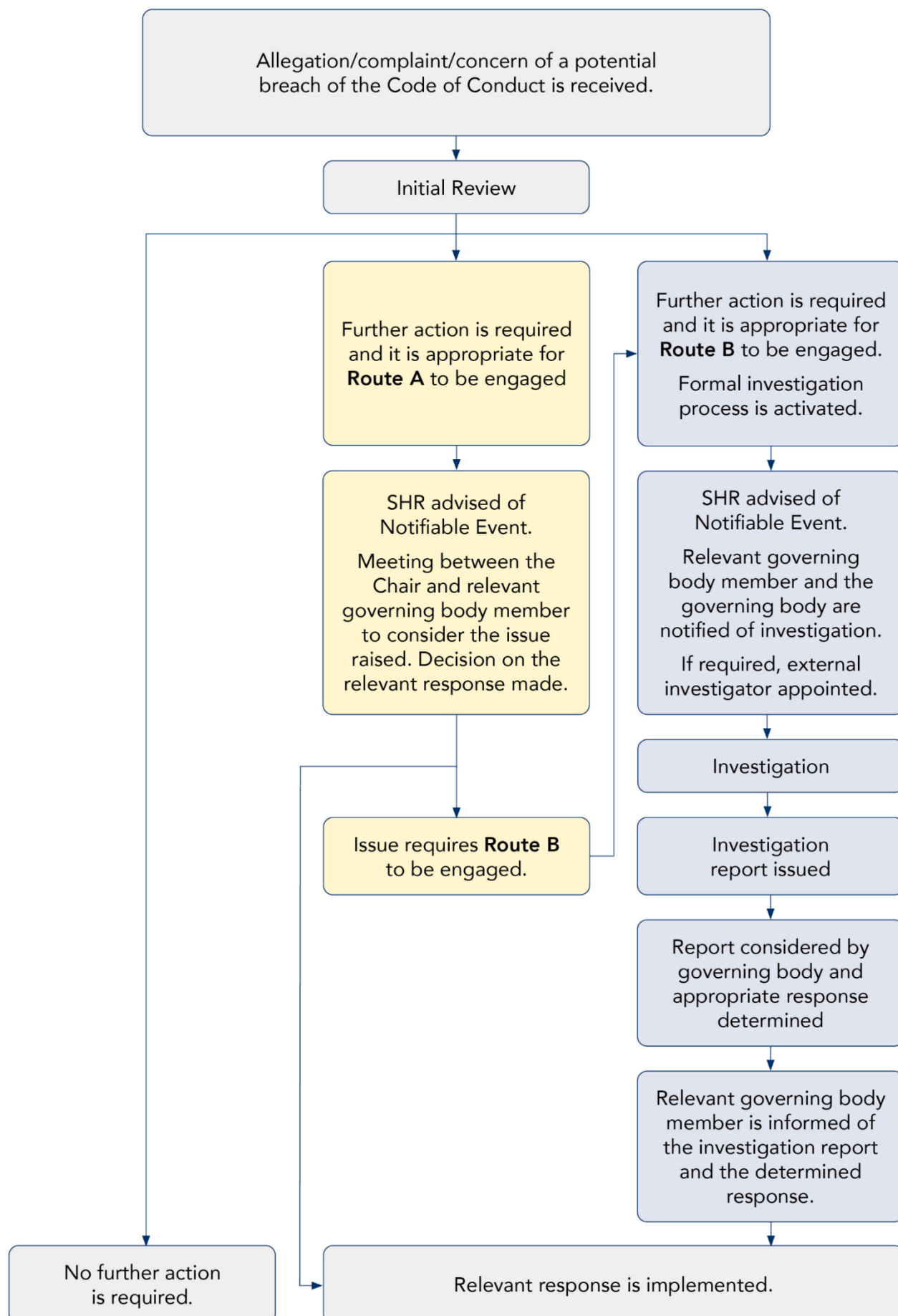
- 9.4 A record of the outcome of an investigation will be retained in the Committee Member's file for at least 12 months]
- 9.5 The outcome of any investigation will be notified to the Scottish Housing Regulator, in accordance with the requirements of the Notifiable Events Statutory Guidance.

10. Definitions

- 10.1 CHA will regard the following actions as a "serious breach" of the Code of Conduct (this list is not exhaustive):
- Failure to act in our best interests and/or acting in a way that undermines or conflicts with the purposes for which we operate.
 - Support for, or participation in, any initiative, activity or campaign which directly or indirectly undermines or prejudices our interests or those of our service users, or our contractual obligations.
 - Accepting a bribe or inducement from a third party designed to influence the decisions we make.
 - Consistent or serious failure to observe the terms of the Code of Conduct.
 - Serious inappropriate behaviour towards a colleague, Member of staff, tenant, customer, partner or stakeholder

11. Approval and Review

- 11.1 This protocol was approved by the Committee of CHA on 29 September 2021.



Guidance on Implementing Model Protocol**Who Implements the Protocol? (Section 2 of the Protocol)**

Concerns about a governing body member's conduct should be communicated to the Chair who is then responsible for deciding how to proceed and leading the agreed process. On becoming aware of a concern, the Chair should, in consultation with other office bearers decide on the appropriate way forward.

If the Chair is the subject of the complaint or allegation, the Vice-Chair should lead the process, unless they are also involved. In that event, the other office bearers should take the lead; and if that isn't possible, two other Members of the governing body should do so (e.g., Members of the Audit Committee). This guidance refers to the Chair throughout but, when implementing the Model Protocol, should be understood to refer to the governing body member who is leading the process.

No one who is directly involved in a matter that gives rise to a concern that there may have been a breach of the Code of Conduct should be involved in reviewing or managing/conducting an investigation of the matter. Consequently, it may be necessary to ask other members of the governing body to take on the responsibilities that the Protocol allocates to the Chair and other office bearers. Delegated authorities should be sufficiently flexible/comprehensive to support this.

The CEO will normally provide support to the Chair in implementing the protocol, although this role may be undertaken by another Management Team member or by an officer with specific governance responsibility.

The Scheme of Delegation should make provision for the implementation of the protocol so that there is an agreed list of authorised people to implement the process.

Describing or Defining the Complaint (section 3 of Protocol)

It is important that there is clarity about what the concern is or the nature of the complaint. Although the complaint or concern may not, initially, be in writing, the issue should always be recorded to ensure there is clarity and agreement about the issue. This may be achieved e.g., by the Chair producing a note of what has been reported to them or by the senior officer preparing the note.

Some examples might be:

- During a conversation, a concern is raised with the Chair by a governing body member about the conduct of another governing body member at an external event. The Chair subsequently produces a short note describing the conversation/concern which forms the basis of discussion with the office bearers about how to proceed;
- The CEO has concerns about the conduct of a governing body member towards staff which they communicate to the Chair in an e-mail; this becomes the basis for discussion between the Chair and the office-bearers about how to proceed;
- A written complaint is received about the conduct of a governing body member

When to Use the Protocol (section 4 of the Protocol)

If a concern is raised, the first step is to establish whether there is sufficient information to proceed and, if there is, to determine which route is most appropriate. The Model Protocol provides for an initial review (see Section 4) and it is important to stress that this is not a 'mini-investigation'. This should simply be a swift overview of the concern/complaint to establish which is the most appropriate course of action. This could be undertaken by the officer supporting the Chair and is likely to be especially relevant in the event that an anonymous complaint or allegation is made. The purpose of such a review is to

- (a) clarify the complaint/concern/allegation;
- (b) determine whether there is sufficient information to take the matter forward;
- (c) if there is, agree which of the two 'routes' described in the protocol is the most appropriate. This element of the review should always involve the Chair.

If this review concludes that there is nothing to support the matter being pursued (e.g., because the concerns are vague and/or because the anonymity of the allegation(s) make further investigation impossible or because the complaint is obviously malicious), no further action should be taken.

If there is agreement that sufficient information is (or is likely to be) available, a decision should be taken by the Chair as to the appropriate process to respond to the concern.

Routes of Investigation

It is the responsibility of the Chair to determine the most appropriate course of action. The Model Protocol is clear that not every concern justifies formal action. It describes two 'routes' – A and B.

Route A is essentially an informal response to a relatively minor issue e.g., minor discourtesy; inadvertent omission which does not have serious implications; lack of awareness of the impact of a comment; insensitivity towards another person; lack of knowledge in a significant area of the governing body's business. Such matters can appropriately be addressed in a conversation between the Chair and the governing body member concerned and may result in an apology being made and/or training provided. This is described at Section 5 of the Protocol.

For all other concerns, a more formal approach should be adopted as described in **Route B** of the Model Protocol and an investigation carried out. This is described at Section 6 of the Protocol. Appendix 3 provides a flow chart summarising the process under Route A and Route B.

Who Should Be Informed that the Protocol is Being Implemented?

If either Route A or Route B of the Protocol is implemented, the governing body member whose conduct is being questioned should be informed about the nature of the concern/allegation and the process by which it is to be dealt with. The governing body member should be informed if leave of absence is to be taken and of the likely timescale for the conduct of the process. If there is any change to this timescale, they should be informed. A template letter for this purpose is included at Appendix 5.

The person making the complaint should be informed that the matter is being investigated and should also be informed of the outcome.

If **Route B** of the Protocol is being implemented, the governing body member should be informed that a complaint has been received, that the Protocol is being implemented and that the governing body member involved should take a leave of absence. Rule 37.8 of the SFHA Model Rules 2020 provides that the governing body can require a governing body member who is the subject of an investigation to take leave of absence until the investigation is complete and the matter has been concluded. If the Chair believes that this is NOT necessary, the governing body should be advised of the reason(s).

A Notifiable Event (NE) should be submitted to the SHR providing details of the allegation/complaint and the process by which it is to be investigated.

Investigation Under Route B (section 7 of Protocol)

Under Route B, the investigation may be either internal or independent, but complaints involving the Chair or any other office-bearer should always be investigated independently.

For either, a brief should be prepared, and a template for this purpose is included at Appendix 6.

Internal Investigation

Internal investigations will only be appropriate in very limited circumstances. Exceptionally, if an RSL is considering carrying out an internal investigation, it must satisfy itself that all of the following apply:

- the investigation cannot give rise to any conflict of interest (present or future) given the working relationship that exists between governing body members;
- there is no potential for future working relationships to be compromised by an internal investigation being undertaken;
- the concern or complaint relates to a straightforward matter;
- the investigation is unlikely to be extensive;
- all of the required specialist skills are available in-house.

If undertaking an internal investigation, an investigating officer(s) should be appointed. This must be someone who has no knowledge of the matter to be investigated and who does not normally work closely with the governing body member(s) concerned. Please note that the investigating officer should not be a staff member because they would in effect be investigating their employer, which would represent a conflict of interests. For these reasons, in most cases an independent investigation is more appropriate under Route B.

Independent Investigation

An independent investigator should be appointed. The brief should be issued and responses invited. Your solicitors, internal auditors, other external advisers and other RSLs may be able to suggest suitable people to approach.

An alternative might be to consider whether it would be appropriate to ask someone from another RSL to undertake the investigation. The same considerations listed above in respect of an internal investigation would, of course, apply. There are likely to be additional considerations around reputational impact when considering this possibility.

The Brief should be issued to those selected as being suitable and responses invited. It is not always necessary to seek proposals from more than one source. Often, it will be appropriate to check availability with potential investigators and to issue the brief to those who have indicated their ability to respond within the proposed timescale.

Keeping Everyone Informed

It is important to remember that the conduct of an investigation is likely to be unsettling and potentially stressful for those involved. Care should be taken to ensure that those who are the subject of an investigation are kept informed about its progress. Responsibility for doing this should be identified at the outset of the process. Any delay or change to the process should be communicated swiftly to everyone affected.

Considering the Investigation Report (section 8 of Protocol)

The draft report should be considered by the governing body members responsible for overseeing the investigation. Once they are satisfied that the report meets the terms of the Brief and contains all of the information necessary for the issue to be considered, a governing body meeting should be called. Care should be taken to identify and manage any potential conflicts of interest on the part of other members of the governing body.

The Chair should decide whether or not the report should be issued in advance to the governing body and whether the governing body member concerned should be given access to the report. Individual circumstances will determine the most appropriate approach.

The Investigator will normally be invited to present the report at the meeting and to answer questions but should then leave to enable the governing body to consider the findings, their decision and the proposed response.

Determining Appropriate Response (section 9 of the Protocol)

Although the investigation is intended to establish whether there is sufficient evidence to conclude whether or not a breach of the Code of Conduct has occurred, it is the governing body's responsibility to determine if a breach has actually been committed. It is also the governing body's responsibility to determine how serious a confirmed breach is and what is an appropriate response.

In reaching a decision about the seriousness of a breach, the governing body should take account of its consequences (actual and potential; internal and external). The governing body must exercise good governance and must act in the best interests of CHA. The response must always be proportionate: not unduly severe but, equally, not capable of being interpreted as overlooking or brushing aside unacceptable conduct. Whilst it is right that mitigating factors should be considered, care should be taken to ensure that decision-making is not unduly influenced by loyalty.

The response will depend on the specifics of the issue but the options can include:

- Request to make an apology: in this case, the governing body should be provided with confirmation that an apology, in appropriate terms, has been given / made
- Requirement to undertake training: the governing body should be informed of the completion of the required training

- Formal censure: the letter stating the outcome of the investigation should include the censure (e.g., “The Committee is very disappointed that **XXX** and expects you to ensure that this does not occur again. In the event of any further breaches occurring during the remainder of your term on the Committee, we may ask you to resign”)
- Request to resign from an office-bearing or representative role
- Request to resign from the governing body
- Removal from the governing body

The decision of the governing body should be communicated to the governing body member as soon after the meeting as possible. It may be appropriate for the Chair to contact the governing body member to provide an initial indication before the formal written decision is issued.

It is possible for an interim meeting to be held, which the governing body member who has breached the Code is invited to attend to respond to the conclusion, before the governing body determines its final response. This is likely to be particularly appropriate if the governing body is minded to seek to remove the governing body member.

If the governing body intends to seek to remove one of its members because of a breach of the Code of Conduct, a special meeting must be called for that specific and sole purpose (Rule 44.5). The process for calling a special meeting is set out at Rule 55.

This template should be customised to reflect the particular circumstances. Ideally, the governing body member should first be made aware of the issue by the Chair (e.g., by telephone) and the letter is to confirm and formalise the process. It would be appropriate to make reference to the terms of any such phone call e.g., be referring to agreement to take leave of absence and not to discuss the matter.

Dear

Allegation of a Breach of the Code of Conduct

I write to inform you of the Committee's intention to commission an independent investigation into an alleged breach of the Code of Conduct.

The Committee has been made aware that it has been alleged that you [insert details].

This allegation must be independently investigated. The Committee is aiming to conclude the matter by [insert target completion date]. Until the outcome of the investigation is confirmed, it is expected that you will take leave of absence from the Committee and you should not discuss the matter with anyone other than the Investigator.

Your e-mail address [or other contact details] will be provided to the Investigator so that they can contact you. I will confirm the appointment of the Investigator as soon as possible. I know that you will co-operate fully with the investigation.

The Committee is being informed today of the allegation and your leave of absence, as is the SHR.

Your sincerely

Chair

Brief for the Conduct of an [Independent] Investigation

Background: [insert details of the concern / allegation or complaint – the written description referred to in the MP]

The Committee member has been informed of the allegation and has taken leave of absence. The SHR has been notified.

Purpose and Scope of the Investigation: To investigate an allegation that [specific allegation e.g., breach of confidentiality; unacceptable behaviour] and to report to the Committee on the findings and conclusions. The investigation should establish the facts of the allegation, determine whether or not the allegation is substantiated and determine whether or not a breach of the Code of Conduct may have occurred. The investigation should report on whatever facts and circumstances are relevant to the allegation and should identify the conclusions reached.

Conduct of the Investigation: The investigation should be conducted by means of [e.g., a desk-top review of relevant documents and interviews with relevant people (who should be defined)]. All interviews will be conducted by [e.g., in-person meetings, phone or video-conferencing] and the report will be presented to the Management Committee [egg, date of the meeting or virtually]. Liaison with CHA and its representatives will be via [insert details e.g., telephone, other virtual means, meetings].

Two members of CHA's Committee (including the Chair) will oversee the conduct of the Investigation; they will be supported by the CEO who will be the primary point of contact for the Investigator.

The Investigator will have full access to all relevant documents and CHA will assist with administrative arrangements relating to the conduct of the investigation.

Timescale: [Specify, including dates by which any drafts are required and taking account of MP's 'normal' expectation that investigations should be concluded within six weeks]

For Independent Investigations Only

A suitably experienced person is required to undertake an investigation in accordance with this Brief. Proposals should be submitted which outline your experience of similar assignments, your availability and capacity to meet the required timescale and your anticipated fee. Details of potential referees should also be provided (CHA will inform you before approaching any referee)

Please submit your proposal to [insert details] by [specify]

APPENDIX 6: STAFF CODE OF CONDUCT

Introduction

There are references throughout this Code of Conduct (the Code) to 'you' and 'your' which means the member of staff of Clydesdale Housing Association who has signed this Code. References to 'we', 'us' and 'our' mean Clydesdale Housing Association.

1. Clydesdale Housing Association attaches the greatest importance to ensuring that high standards of behaviour are demonstrated by all of our people and in all of our activities.
2. This Code of Conduct sets out the standards of conduct required of you as a member of our staff.
3. As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct²¹. This Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations and EVH²² – Supporting Social Employers. The Scottish Housing Regulator (SHR) has confirmed that this Code fully complies with its Regulatory Standards and their input during the production of this code is acknowledged
4. You must make yourself familiar with the terms of this Code and act in accordance with its requirements at all times. You are required to sign the Code (in the 'Statement of the Acceptance' on p12) to confirm that you have read and understood the terms of the Code and you have a personal responsibility to uphold the requirements of this Code.
5. You must also ensure you are familiar with, and comply with all of our policies.
6. If there are any aspects of this Code, or of any of the related policies, on which you are unclear, you must seek guidance from your manager. Your manager, or the Chief Executive, will also be able to give guidance where you are unsure how the Code or related policies apply in a particular situation.

Who the Code applies to

7. This Code of Conduct applies to everyone who works for us whether employed directly or otherwise.
8. A copy of this Code will be given to every person that it applies to.

How the Code is structured

9. The Code is based on the Nolan Principles on Standards in Public Life²³ which are recognised as defining good conduct for those who work for the public using public money.
10. We have defined three groups of principles as the basis for the Code:
 - A [Honesty and Integrity](#)
 - B [Openness and Accountability](#)
 - C [Selflessness, Objectivity, Leadership](#)
11. Each of the three sections begins with a statement of principle. This is followed by a number of provisions which set out the requirements of the Code in more detail.

The Code is not exhaustive and it should be remembered that all staff members of RSLs are responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding. As well as observing the detail of the Code, you should apply its intention and spirit to all situations in employment.

You are required to sign the Statement of Acceptance at the conclusion of this code which also outlines the implications for any breach of the code.

²¹ Scottish Housing Regulator, April 2019, Standards of Governance and Financial Management: Standard 5 and guidance 5.2.

²² Employers in Voluntary Housing

²³ Committee for Standards in Public Life 1994, [Nolan Principles on Standards in Public Life](#)

The Code of Conduct

- A. Honesty and Integrity: You must act at all times with honesty and integrity. You must not use, or seek to use, your position to gain financial or other benefit for yourself, your family or friends.**

Gifts and hospitality

- A.1** You must act, and be seen to act, wholly in the interests of our organisation, our residents and other service users. You should not benefit improperly from your position.
- A.2** You must not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create – or be capable of creating – an impression of impropriety, influence or place you under an obligation to these individuals or organisations. You must comply with our policy on the matter.

Prevention of bribery

- A.3** We must comply with anti-bribery legislation. We must adopt, and comply with, anti-bribery and corruption policies.
- A.4** We forbid all forms of bribery - meaning a financial or other advantage or inducement intended to persuade someone to perform improperly any function or activity. You must not offer, seek or accept bribes and must comply with our policy on bribery. Offering, seeking or accepting bribes will result in disciplinary action and may also result in criminal prosecution.
- A.5** You must report to your manager or the Chief Executive any instances of suspected bribery within the organisation or any external organisation with which we have dealings.

Personal benefit

- A.6** You, or someone closely connected to you, cannot as a result of your role with us receive preferential treatment relating to any services provided by the organisation or its contractors/suppliers, and you should be able to demonstrate this
- A.7** You must not use, or seek to use, your position to promote your personal interests or those of any person with whom you are closely connected or the interests of any business or other organisation with which you have a connection. (Appendix 1 defines what is meant by 'closely connected').

Resources, facilities and premises

- A.8** You must use our resources, facilities and premises only for the purposes intended and in a responsible and lawful manner. This includes office premises, telephone, computer and other IT facilities, equipment, stationery, transport and staff.
- Reasonable personal use of office telephones and computers and company mobile telephones is permitted but must be kept to a minimum. Our E-Mail and Internet Usage Policy gives further information including what is meant by 'reasonable personal use'.
- A.9** You must comply with all of our relevant policies, including (but not exclusively) usage of internet & email social media, health & safety, equal opportunities and dignity at work.
- A.10** You must not undertake work for another organisation - or for any personal business - on Clydesdale Housing Association's premises nor use our resources or facilities for such a purpose, unless you have specific permission from your line manager.

Funds and expenses

- A.11** Our funds must be safeguarded from abuse, theft or waste. You must at all times apply and observe all of our financial regulations and internal controls.
- A.12** You must comply with our relevant policies when procuring goods/services or claiming expenses.

Tenants/service users and money

A.13 As a general rule, in relation to tenants and service users you must not:

- Give or loan them money
- Receive a gift or loan of money from them
- Invite or influence them to make a will or trust under which you are named as executor, trustee or beneficiary.

A.14 In circumstances where you have a declared family connection to a tenant/service user, common sense will be applied and the organisation would not seek to impose restrictions on the private exchange of money between you and that individual.

General responsibilities

A.15 You must not act in a way that unjustifiably favours or discriminates against particular individuals, groups or interests.

You should be aware that under the Equality Act 2010, the following nine characteristics are specifically protected: age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.

A.16 In presenting information you must set out the facts and relevant issues truthfully.

A.17 You must avoid any situation that could give rise to suspicion or suggest improper conduct.

B. Openness and Accountability: You must declare all relevant personal interests. You must handle information in accordance with our policies and procedures. You must report to the appropriate senior person within Clydesdale Housing Association any reasonable and honest suspicions you may have about possible wrongdoing.

Declaring interests

B.1 We must ensure that no conflict arises, or could reasonably be perceived to arise, between your duties and your personal interests, financial or otherwise. You must declare, and manage openly and appropriately, any actual or potential interests or conflicts.

B.2 Where you have 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 you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in our Register of Interests.

B.3 You must keep your entry in the Disclosure of Interests Register complete, accurate and up to date.

Handling information

B.4 You must observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information. Our Privacy Policy gives further guidance.

B.5 You must respond to requests for information positively and must not prevent people or bodies from being provided with information that they are entitled to receive.

B.6 You must not use confidential information acquired through your work as one of our employees for your private interests or any other purpose for which it is not intended.

Respecting confidentiality

B.7 You must respect confidentiality and ensure that you do not disclose information to anyone who is not entitled to receive it, both whilst you are a member of staff and after you have left our employment.

- B.8** Unless specifically authorised to do so, you must not make comments or statements in public or to the media, or pass any documents or other information to the press or media about us or our activities. If you are approached by the press or other media you must quickly pass the enquiry to the Chief Executive, or Depute Chief Executive in their absence.
- B.9** You must not publish any material or deliver any lecture or address any issues relating specifically to us or our activities without prior approval.

Using social media

- B.10** We respect your right to a private life, and that includes joining any social media sites that you wish. However, as information posted on such sites is classed as public and not private, you must not disclose any private or confidential information relating to us, our customers, partners, suppliers, board members, or employees on any social networking sites, bulletin boards, blogs or similar. (See also **C12** under “**Upholding our reputation**”). This applies whether you are posting under your own name or a pseudonym.

Reporting concerns

- B.11** If you become aware of any actual or potential fraud, corruption or wrongdoing, or breaches of this Code, you must report this to your manager or to the Chief Executive. You may do so on a confidential basis. Our policy on whistleblowing gives further information.
- B.12** You must not victimise any person who has used - or intends to use, or is suspected of having used - our confidential reporting or whistleblowing procedures to report any actual or alleged fraud, corruption or wrongdoing by others.

C. Selflessness, Objectivity and Leadership: You must act in the best interests of Clydesdale Housing Association at all times within the framework set by the organisation, working to promote our aims and objectives, upholding our values and setting a good example by your own conduct.

Fulfilling your role

- C.1** You must comply with your terms of appointment and our policies and procedures relating to your role.
- C.2** You must fulfil your duties responsibly, exercising reasonable skill and care and acting at all times in our best interests and that of our tenants and other service users.

As an organisation, we always aim to put the needs of our tenants and service users first, and we expect all of our staff to do the same in their day-to-day work, within the framework of our policies and procedures.
- C.3** You must work to promote our aims and objectives and in accordance with the relevant legal and regulatory requirements (including those, as applicable, of the Scottish Housing Regulator, the Office of the Scottish Charity Regulator, the Financial Conduct Authority and the Care Inspectorate).

If you are in doubt as to the legal and regulatory requirements that are relevant to your role, you must seek guidance from your manager.
- C.4** You must work at all times in accordance with our policies and procedures and not allow your own personal or political opinions to affect the way in which you carry out your duties. This does not impinge on your right to be an active citizen or, for example, to be an active trade unionist.
- C.5** You must take direction from your line manager, other senior managers and the governing body, and exercise responsibly any authority that comes with your role as a staff member.

- C.6** You must not seek to use informal channels to influence the governing body regarding decisions to be made about the conduct of our business.
- C.7** You must consult your manager before taking on any outside work or any position (paid or unpaid) that will in any way impact on your role with us. Any such work or position must not interfere with your existing job or conflict with our interests. Appendix 1 (p13-p15) gives more details on declaring interests.
- C.8** You must participate in any necessary training, and play an active part in our performance appraisal process. You will contribute to the identification of any personal training needs you may have in order to keep your professional skills and knowledge up to date.

Working with tenants and other service users

- C.9** You must maintain high standards of professionalism, fairness and courtesy in all your dealings with tenants and other service users.
- C.10** You must not allow any personal relationship with a tenant or other service user to conflict with the conduct of your role and responsibilities.
- C.11** You must use the appropriate channels for handling tenancy and service provision issues. You must not act outside our established procedures in any matter concerning any tenant or other service user.

Upholding our reputation

- C.12** You must not act in a way that could reasonably be regarded as bringing us into disrepute. This would include publicly making any derogatory comments about the organisation, its staff, governing body members, service users, partners and anyone that we are doing business with.

If you have a grievance or concern relating to a member of staff or of the governing body, or have any concern about potential wrongdoing, you should discuss it with your line manager or with the Chief Executive.
- C.13** You must always be a positive ambassador for us and our work, especially when attending events as a member of our staff or in dealing with outside bodies.

Showing respect for others

- C.14** You must treat others with respect at all times. This includes considering the views of others and being tolerant of differences.
- C.15** You must adhere to both the letter and the spirit of our Equal Opportunities Policy. See also **A.15** on p6 about the need to avoid discrimination of any kind.
- C.16** You must always conduct yourself in a courteous and professional manner. You must not, by your actions or behaviour, cause distress, alarm or offence.
- C.17** You must not harass, bully or attempt to intimidate any person.
- C.18** You must take care when displaying materials in the office, and ensure that these would not reasonably cause offence to your colleagues. If in doubt, consult your line manager before displaying any materials.
- C.19** When attending meetings, you must be courteous to all attendees and respect the position of the meeting chair or convenor. You must also ensure that mobile phones are switched off/on silent other than in very exceptional circumstances where it is necessary to take an urgent call.

Breach of the Code

As a member of staff, you have a responsibility to promote and uphold the requirements of this Code. If you consider that you may have breached the Code, or have witnessed or become aware of a potential breach by another staff member, you should immediately bring the matter to the attention of your manager or the Chief Executive.

Any material breach of the Code will be considered under our disciplinary procedures and may result in a disciplinary action being taken, which may include dismissal.

As a member of staff, you have a duty to co-operate with and contribute to any investigation relating to a potential breach of the Code or an associated matter.

You must sign the below statement of acceptance once you have read and understood this Code and its requirements.

Statement of Acceptance

I _____ have read and understood the terms of this Code of Conduct and I agree to uphold its requirements in all my activities as a staff member of Clydesdale Housing Association.

I confirm that I am aware that I must declare and manage any personal interests in accordance with our policy. I agree to review all relevant Registers regularly to ensure that all entries relating to me are accurate.

I understand that, if I am found to have breached any points mentioned in this Code of Conduct or acted against its spirit, action will be taken in accordance with Clydesdale Housing Association's disciplinary procedures and could ultimately result in my dismissal.

Signed _____

Date _____

This Code of Conduct was adopted by the Governing Body on 31 October 2018.

It will be reviewed not later than October 2021.

Declaring and Managing Personal Interests

1. Introduction

- 1.1 Being a member of Clydesdale Housing Association staff is of course only one part of your life. Other aspects of your life - such as family, friends and neighbours, voluntary work, causes you support, possibly business or financial interests, possibly your own housing arrangements - may have the potential to cross over into your role as a staff member.
- 1.2 However, as we are an organisation that works for the community [and uses public funds], it is essential that there is no conflict - and that there can be no reasonable perception of conflict - between your duties as a member of staff and your personal (or personal business or financial) interests.
- 1.3 Any potential conflict between your position as a member of our staff and your other interests must be openly declared and effectively managed so as to protect the good reputation of Clydesdale Housing Association and the RSL sector.
- 1.4 As stated in the Code (provision [B1, p7](#)) where you have 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 you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in the Disclosure of Interests Register.
- 1.5 This Appendix gives further guidance on how to declare and manage any personal (including personal business or financial) interests.

2. Examples of interests that must be declared

- 2.1 The following are examples of the kind of interest that you must declare. Please note that this list is not exhaustive, and there may be other interests that you should also declare.
 - Tenancy of a property (by you or someone to whom you are closely connected) of which we are the landlord.
 - Occupancy or ownership of a property (by you or someone to whom you are closely connected) which is factored or receives property related services from us.
 - Receipt of care or support services from us.
 - Membership of a community or other voluntary organisation that is active in the area(s) we serve.
 - Voluntary work with another RSL or with an organisation that does, or is likely to do, business with us.
 - Membership of the governing body of another RSL.
 - Being an elected member of any local authority where we are active.
 - If you purchase goods or services from us.
 - If you purchase goods or services from one of our contractors or suppliers.
 - Significant shareholding in a company that we do business with.
 - Membership of a political, campaigning or other body whose interests and/or activities may affect our work or activities.
 - Ownership of land or property in our areas of operation excluding for the purpose of your

own residential use (i.e., there is no requirement for you to declare any house in which you currently live).

- Unresolved dispute relating to the provision of services in connection with a tenancy or occupancy agreement or a contractual dispute over the provision of goods or services with us.
- 2.2 If you are not sure whether a certain matter needs to be declared, you must seek guidance from your manager or from the Chief Executive. If doubt remains, the advice would always be to declare the matter.
- 2.3 You should note that in some circumstances, declaration of an interest may not be sufficient, and that it may be necessary for the organisation to take additional measures to deal satisfactorily with the situation so as to protect the probity and reputations of both yourself and the organisation.

3. Definition of 'close connection'

- 3.1 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 law.
- 3.2 As well as considering your own actions, you must be aware of the potential risk created by the actions of people to whom you are closely connected. Who you should consider, and our expectations of you to identify and declare such actions are outlined in Table A.

Table A

Group	Required Response
<p>1. Members of your household</p> <p>This includes:</p> <ul style="list-style-type: none"> • Anyone who normally lives as part of your household (whether related to you or otherwise) • Those who are part of your household but work or study away from home 	<p>We expect you to be aware of and declare any relevant actions of all people in your household. You must take steps to identify, declare and manage these.</p>
<p>2. Partner, Relatives and friends</p> <p>This includes:</p> <ul style="list-style-type: none"> • Your partner (if not part of household) • Your relatives and their partners • Your partner's close relatives (i.e., parent, child, brother or sister) • Your close friends • Anyone you are dependent upon or who is dependent upon you • Acquaintances (such as neighbours, someone you know socially or business contacts/associates) 	<p>Where you have a close connection and are in regular contact with anyone within this group, we expect you to be aware of and declare any relevant actions. Under these circumstances, you must take steps to identify, declare and manage these actions.</p> <p>Where you do not have a close connection and regular contact with someone in this group, we do not expect you to be aware of or to go to unreasonable lengths to identify any relevant actions. However, if you happen to become aware of relevant actions by such individuals, then these should be declared and managed as soon as possible.</p>

What You Need To Consider

- 3.3 The following are the relevant actions /involvement by those to whom you are closely

connected that you should consider, declare and manage as per our expectations outlined in Table A:

- A significant interest in a company or supplier that we do business with. A significant interest means ownership (whole or part) or a substantial shareholding in a business that distributes profits, but does not include where an individual has shares in large companies such as banks, utility companies or national corporations, i.e., where owning shares would not give the individual any significant influence over the activities of that organisation.
- Where the individual may benefit financially from a company with which we do business
- Involvement in the management of any company or supplier with which we do business
- Involvement in tendering for or the management of any contract for the provision of goods or services to us.
- Application for employment with us.
- Application to join our Board or any of its subsidiaries
- Application to be a tenant or service user of the organisation
- If they are an existing tenant or service user of the organisation

4. Disclosing personal interests

- 4.1 Members of Staff will be required to complete a Disclosure of Interest Form when they are initially employed by CHA, and details will be recorded in the Disclosure of Interests Register. Thereafter, Staff will be required to complete a fresh Disclosure of Interest form annually after the end of the financial year.
- 4.2 As stated in the Code (provision B2), you must keep your entry in the Disclosure of Interests Register up to date, add any new interests as soon as they arise, and amend existing interests as soon as any change takes effect. If there are new disclosures to be made that have not previously been recorded in the Disclosure of Interests Register, then the Line Manager should complete a Request for Approval Form – Disclosure of Interests Policy for more detail and copies of the relevant forms.
- 4.3 A situation may arise where you are invited to be present at a meeting where a matter in which you have a personal (or a personal business or financial) interest is discussed. In such cases you must inform the meeting chair at the start of the meeting, or as soon as you become aware that this is the case. You would then be required to leave the meeting for the duration of the particular item. If in any doubt, you should ask the meeting chair or another senior person present for guidance. This applies to all meetings that you attend as a member of our staff – both internal and external.
- 4.5 Any failure to make a complete, accurate and prompt declaration - whether deliberately or through taking insufficient care - will be regarded as a breach of this Code.

APPENDIX 7: CHAIR'S ROLE DESCRIPTION

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of Clydesdale Housing Association (CHA) and to the Chairs of CHA's Sub-Committees. The responsibilities described here are additional to those set out in the Committee Member's role description. It should be considered alongside CHA'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 Management Committee's effectiveness. It will be used to appoint the Chair and Sub-Committee Chairs after each AGM. Committee Members who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here before the election takes place.
- 1.3 In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.
- 1.4 As set out in the Standing Orders, The Chair of CHA may not serve as the Chair of a Sub-Committee and each Sub-Committee must elect a different Chair.
- 1.5 An overview of the Role of the Chair is outlined in Rule 59.6 of CHA's Rules.
- 1.6 The Chair will be elected by the Management Committee each year at the first Management Committee meeting following the AGM. Whilst the Chair of CHA can be re-elected, in accordance with Rule 59.11 of CHA'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 CHA's Rules, if an individual has served five years as Chair, they should not be subsequently re-elected as Chair at any point.

2. Key Responsibilities

- 2.1 The Chair must act, and be seen to act, at all times on behalf of the Management Committee. The Chair's key responsibilities are:
 - To lead the Management Committee or Sub-Committee constructively, provide direction and manage meetings effectively
 - To develop and maintain a constructive and positive working relationship with other Office Bearers, the Chief Executive and senior staff
 - To uphold the 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 CHA
 - To ensure that CHA'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 CHA positively and effectively
 - Set the style and tone of Committee/Sub-Committee meetings to ensure effective and participative decision making

- Promote and uphold the Code of Conduct for CHA's Management Committee
- Ensure that the necessary arrangements are in place to enable CHA to honour its obligations, achieve its objectives and meet agreed targets
- Demonstrate and support the principles of good governance at all times
- Ensure the Management Committee has access to the range of skills, knowledge and experience necessary for the achievement of CHA's aims and objectives and for the fulfilment of the Management Committee's responsibilities
- Ensure that the Management Committee has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought.
- Provide support to new and experienced Management Committee Members by promoting access to relevant induction, training and development opportunities

4. Working with the Chief Executive

4.1 The Chair should:

- Establish 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 CHA's business continues effectively between meetings of the Management Committee and act under delegated or emergency authority when necessary
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Chief Executive, in accordance with CHA's agreed recruitment practices
- Carry out, with the other Office Bearers, the Chief Executive's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the Management Committee
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the Chief Executive
- In the event that it is necessary, be responsible for dealing with grievance or disciplinary action in respect of the Chief Executive, in accordance with CHA'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 Management Committee and senior staff
- Initiate any investigation under the terms of CHA's Code of Conduct
- Chair all general meetings of CHA in accordance with the Rules
- Chair all Management Committee meetings of CHA, in accordance with the Rules and Standing Orders
- Encourage Office Bearer succession planning and support the personal development of other Committee Members towards becoming future Office Bearers, particularly the Vice Chair when they have been identified as the most likely successor to the Chair
- Ensure that all Management Committee Members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention

- Ensure that effective induction and ongoing training and support are provided to all MCMs and that annual performance reviews are conducted in accordance with CHA'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 CHA's Business

6.1 The Chair is expected to:

- Ensure that CHA's business is efficiently and accountably conducted between Management Committee meetings
- Sign (or otherwise authorise) payment instructions and documents requiring the Management Committee's or the Chair's authorisation, in accordance with CHA's standing orders
- Take decisions, along with other Office Bearers, on behalf of CHA in the event of emergencies that occur outside the regular meeting cycle and report these back to the Management Committee for ratification
- Ensure that the range of skills, knowledge and experience required to lead CHA effectively is available to the Management Committee and that the Management Committee 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. Commitment

7.1 An estimate of the annual time commitment that is expected from the Chair, in addition to that of standard Management Committee Members, is:

Activity	Time
Attendance at pre-MC meetings with Chief Executive	24 hours
Preparation for and participation in Governing Body appraisal meetings	6 hours
Preparation for and participation in the Chief Executive's annual appraisal.	4 hours
Support the CEO in event planning	5 hours
Ad-hoc meetings/discussions with Chief Executive	24 hours
Ad-hoc meetings/discussions with Office Bearers/Chief Executive	6 hours
Total	66 hours

8. What CHA Offers the Chair

8.1 All MCMs are volunteers and receive no payment for their contribution. CHA has adopted an Entitlements, Payments and Benefits Policy which prevents you or someone close to you from inappropriately benefiting personally from your involvement with CHA. This and related policies also seek to ensure that you are not unfairly disadvantaged by your involvement with CHA. All out of pocket expenses associated with your role as a MCM are fully met and promptly reimbursed. In return for your commitment as Chair, CHA offers:

- Training and development opportunities before and after an individual is elected to the position in order to help them acquire and improve the skills, knowledge and experience required to be an effective Chair.
- Training and development opportunities after an individual is elected to the position in order to help them acquire and improve the skills, knowledge and experience required to be an effective Vice Chair (Mentor).
- The support of the previous Chair in a mentoring capacity.
- Sponsorship to attend relevant supportive forums and events specifically for Chairs and Office Bearers.

9. Experience, Knowledge & Skill Levels Expected of the Chair

9.1 The level of experience, knowledge and skill that is desirable for Committee Members considering standing for election to the role of Chair are outlined below. Members should bear this in mind when considering their own or others' candidacy.

Experience of
Business that is focused on people and service delivery, whether public, not for profit or private sector(s).
Membership of governing bodies in the public, not for profit or private sector(s), including acting as Chair or Vice-Chair.
Social housing.
Management and/or leadership in either a voluntary or employment capacity.
Knowledge and Skills
Ability to chair meetings impartially, effectively and inclusively.
Strong leadership and inter-personal skills, including the ability to motivate others.
Ability to lead strategically and delegate effectively.
Strong knowledge of good governance principles and practices.
Knowledge of the Scottish housing sector generally and CHA's housing environment specifically.
Effective communication skills in a variety of settings (from one-on-one conversations to service user consultations and complex negotiations).
Good organisational skills.

10. Review

10.1 This role description was approved by the Governing Body on **28 September 2022**. It will form the basis of the annual review of the effectiveness of the Chair's contribution to CHA's governance. It will be reviewed by the Governing Body not later than **September 2025**.

APPENDIX 8: SECRETARY ROLE DESCRIPTION

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of Clydesdale Housing Association (CHA). The responsibilities described here are additional to those set out in the Committee Member's role description. It should also be considered alongside CHA's Rules and Standing Orders.
- 1.2 The role of the Secretary will be carried out by a Management Committee Member of CHA who will be elected by the Management Committee, 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 CHA, 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 the Chief Executive.**

2. Duties of the Secretary

- 2.1 CHA's Rules specify the Role of the Secretary in detail. **All references to the Secretary within CHA's Rules are provided as Annex 1.**
- 2.2 The duties of the secretary include:
 - Calling and going to Annual General Meetings, Special General Meetings and Committee meetings
 - Keeping the minutes for all Annual General Meetings, Special General Meetings and Committee meetings
 - Sending out letters, notices calling meetings and relevant documents to Members before a meeting
 - Preparing and sending all the necessary reports to the Financial Conduct Authority, the Scottish Housing Regulator and the Office of the Scottish Charity Regulator
 - Ensuring compliance with CHA's Rules
 - Keeping the Register of Members and other Registers required by CHA's Rules
 - Supervision of the CHA seal

3. Commitment

- 3.1 An estimate of the annual time commitment that is expected from the Secretary, in addition to that of standard MC Members, is:

Activity	Time
Preparation for and participation in the Chief Executive's annual appraisal.	4 hours
Participation in annual planning and review events	4 hours
Ad-hoc meetings/discussions with other Office Bearers/ Chief Executive	6 hours
Total	20 hours

4. Monitoring and Review

- 4.1 This role description was approved by the Management Committee on **28 September 2022**. It will be reviewed not later than **September 2025**.

Sub-Annex 1 – References to Secretary within Clydesdale Housing Association’s Rules

1. 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. Rules Relating to Annual and Special General Meetings

Rule 22.1

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

- 22.1.1** the Committee requests one; or
- 22.1.2** 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 22.2

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

Rule 22.3

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

Rule 22.4

If **the Secretary** fails to call the meeting within 10 days, the Committee or the Members who requested the meeting can arrange the meeting themselves.

Rule 23.1

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 for each general meeting will give details of:

- 23.1.1** the time, date and place of the meeting;
- 23.1.2** whether the meeting is an annual or special general meeting;
- 23.1.3** the business for which the meeting is being called

Rule 23.2

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.

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

Rule 56.3

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

4. Rules Relating to the Role of the Secretary

Rule 59.1

The Association must have a **Secretary**, a Chairperson 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 Chairperson, 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 59.10

The Chairperson 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 Chairperson.

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.

APPENDIX 9: VICE-CHAIR ROLE DESCRIPTION

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of Clydesdale Housing Association (CHA). The responsibilities described here are additional to those set out in the Committee Members' role description. It should also be considered alongside:
- the Role Description for the Chair of CHA;
 - CHA's Rules; and
 - CHA's Standing Orders.
- 1.2 In the event that the Chair of CHA 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 Management Committee, every year at the first meeting following the AGM.
- 1.4 In accordance with Rule [59.11] of CHA's Rules, the Vice Chair cannot serve a continuous term of more than five years. There is no expectation that the Vice Chair must serve the full five year maximum term.
- 1.5 CHA considers the Vice Chair position as key to succession planning for the role of Chair. As such, the Management Committee will seek to appoint an individual to the position of Vice Chair where they have been identified as the most likely successor to the Chair.
- 1.6 The role of Vice Chair must be carried out by a Management Committee Member, and may also be carried out by a former office bearer.

2. Role of the Vice Chair

- 2.1 The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair of CHA. **Therefore, this role description must be read in conjunction with the Role Description for the Chair of CHA.**
- 2.2 When known in advance, the Vice Chair should ensure that they are available for any Management Committee meeting that the Chair is unable to attend – e.g., where the Chair has booked a holiday. Close liaison with the Chair is a key requirement of the role.
- 2.3 Develop and implement a personal development plan in partnership with the Chair aimed at the Vice Chair achieving a level of competence in the Chair's role in advance of the Chair completing their term of office.
- 2.4 After appropriate training and experience, lead the induction process for new Management Committee Members.
- 2.5 After appropriate training and experience, oversee the planning, review and evaluation of the Management Committee learning and development function.

3. Commitment

- 3.1 An estimate of the annual time commitment that is expected from the Vice-Chair, in addition to that of standard Committee Members, is:

Activity	Time
Preparation for and participation in the Chief Executive's annual appraisal.	4 hours
Development, implementation and evaluation of Vice Chair personal development plan ²⁴	20 hours
Leading and participating in the induction process for new Management Committee Members	6 hours
Oversee planning, evaluation & evaluation of Management Committee learning & development	8 hours
Ad-hoc meetings/discussions with Office Bearers/Chief Executive	6 hours
Total	44 hours

4. Experience, Knowledge & Skill Levels Expected of the Vice-Chairperson

- 4.1 The level of experience, knowledge and skill that is desirable for Committee Members considering standing for election to the role of Vice-Chair is outlined below. Members should bear this in mind when considering their own or others' candidacy.

Experience of:
Business that is focused on people and service delivery, whether public, not for profit or private sector(s).
Membership of governing bodies in the public, not for profit or private sector(s).
Social housing.
Management and/or leadership in either a voluntary or employment capacity.
Knowledge and Skills:
Ability to chair meetings impartially, effectively and inclusively.
Good leadership and inter-personal skills, including the ability to motivate others.
Ability to lead strategically and delegate effectively.
Good knowledge of good governance principles and practices.
Knowledge of the Scottish housing sector generally and CHA's housing environment specifically.
Effective communication skills in a variety of settings (from one-on-one conversations to service user consultations and complex negotiations).
Good organisational skills.

5. Monitoring and Review

- 5.1 This role description was approved by the Management Committee on **28 September 2022**. It will be reviewed not later than **September 2025**.

²⁴ Refer to Vice Chair Personal Development Plan

APPENDIX 10: VICE-CHAIR (MENTOR) ROLE DESCRIPTION

1. Introduction

- 1.1 Clydesdale Housing Association (CHA) recognises that a newly elected Chair will benefit from the support of the outgoing Chair as a mentor.
- 1.2 CHA has therefore created the option to appoint a Vice Chair (Mentor) to fulfil a mentoring role to the Chair.
- 1.3 This role description sets out the particular duties and responsibilities that attach to the Vice Chair (Mentor) of CHA. The responsibilities described here are additional to those set out in the Committee Members' role description. It should also be considered alongside:
 - the Role Description for the Chair of CHA;
 - the Role Description for the Vice Chair of CHA;
 - CHA's Rules; and
 - CHA's Standing Orders.
- 1.4 This role description will be used to support the annual review of the Management Committee's effectiveness. It will also be used to appoint the Vice Chair (Mentor) as required.
- 1.5 In accordance with CHA's Rules and Standing Orders, the appointment of the Vice Chair (Mentor) will require the approval of the Management Committee.
- 1.6 Where it is deemed to be in the best interests of CHA, the Management Committee will consider the appointment of the previous Chair (following completion of their final term of office as Chair) to the Vice Chair (Mentor) position.
- 1.7 The Management Committee, acting in the best interests of CHA, reserves the right to:
 - Forego the appointment of a Vice Chair (Mentor);
 - Appoint any Management Committee Member (except co-optees) to the position of Vice Chair (mentor) as required.
- 1.8 The term of office for the Vice Chair (Mentor) will be limited to one year, unless either the Chair or the Management Committee consider an extension to this term is desirable and in the best interests of CHA.

2. Vice Chair (Mentor) Responsibilities

- 2.1 The key responsibilities of the Vice Chair (Mentor) are to provide mentoring support to the Chair in order that the Chair can effectively fulfil their responsibilities in respect of:
 - Leadership and direction;
 - Working with the Chief Executive;
 - Promoting good governance;
 - Conducting CHA's business;
 - Personal development.
- 2.2 The Vice Chair (Mentor) will provide mentoring support to the Chair in order that the Chair can effectively:
 - Review and evaluate their performance;
 - Reflect on specific experiences in order to learn from them;
 - Identify areas for personal development and personal growth.

2.3 The Vice Chair (Mentor) will receive training and development that will equip them to provide emotional support to the Chair in order that the Chair can effectively fulfil their responsibilities. Emotional support will specifically include:

- Listening to the Chair's concerns;
- Providing encouragement;
- Providing constructive feedback to the Chair as and when appropriate;
- Avoiding making assumptions or being judgemental, but nevertheless ask challenging questions;
- Coaching the Chair to explore options for different courses of action;
- Helping the Chair to establish what further help they may require and how to access it.

2.4 The Vice-Chair (Mentor) will also provide support to new Committee Members as required – via CHA's 'buddy' system and through attendance at selected induction sessions.

2.5 The Vice-Chair (Mentor) will contribute to the work of Office Bearers as required.

2.6 The Vice Chair (Mentor) will, along with other Office Bearers, prepare for and participate in the Chief Executive's annual appraisal.

3. Commitment

3.1 An estimate of the annual time commitment that is expected from the Vice Chair (mentor), in addition to that of standard Management Committee Members, is:

Activity	Time
Attendance at pre-MC meetings with Chair and Chief Executive (continued attendance will be regularly reviewed by the Chair and Vice Chair (mentor))	24 hours
Preparation for and participation in the Chief Executive's annual appraisal	4 hours
Meetings/discussions with Chair	6 hours
Attendance at new Committee Member training session	6 hours
Ad-hoc meetings/discussions with Office Bearers/Chief Executive	6 hours
New Committee Member support	6 hours
Total	52 hours

4. What CHA Offers the Vice Chair (Mentor)

4.1 All Management Committee Members receive no payment for their contribution. CHA has policies which prevent Committee Members or someone close to them from benefiting personally from MC membership, although these policies also seek to ensure that people are not unfairly disadvantaged by their involvement with CHA. As with all Committee Members, all out of pocket expenses associated with the role of Vice Chair (Mentor) will be fully met and promptly reimbursed.

5. Experience, Knowledge & Skill Levels Expected of the Vice Chair (Mentor)

5.1 The level of experience, knowledge and skill that is desirable for Committee Members considering standing for election to the role of Vice Chair (Mentor) are outlined below. Members should bear this in mind when considering their own or others' candidacy.

Experience of
Business that is focused on people and service delivery, whether public, not for profit or private sector(s).
Membership of governing bodies in the public, not for profit or private sector(s), including acting as Chair or Vice-Chair.
Social housing.

Management and/or leadership in either a voluntary or employment capacity.
Knowledge and Skills
Coaching & mentoring skills.
Ability to chair meetings impartially, effectively and inclusively.
Strong leadership and inter-personal skills, including the ability to motivate others.
Ability to lead strategically and delegate effectively.
Strong knowledge of good governance principles and practices.
Knowledge of the Scottish housing sector generally and CHA's housing environment specifically.
Effective communication skills in a variety of settings (from one-on-one conversations to service user consultations and complex negotiations).
Good organisational skills.

6. Review

This role description was approved by the Governing Body on 28 September 2022. It will form the basis of the annual review of the effectiveness of the Vice Chair (Mentor)'s contribution to CHA's governance. It will be reviewed by the Governing Body not later than **September 2025**.

APPENDIX 11: TREASURER ROLE DESCRIPTION

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Treasurer of Clydesdale Housing Association (CHA). The responsibilities described here are additional to those set out in the Committee Member's role description. It should also be considered alongside CHA's Rules and Standing Orders.
- 1.2 The role of the Treasurer will be carried out by a Management Committee Member of CHA who will be elected by the Management Committee, every year at the first meeting following the AGM.

2. Working as Treasurer (supported by the Finance Manager):

- 2.1 Support the Management Committee and Audit & Risk Sub-Committee to ensure that:
- CHA makes the best use of its financial resources whilst minimising exposure to risk. (See Rules 18 & 19)
 - CHA has appropriate systems for recording and keeping accounts (see Rule 69).
 - CHA has robust internal financial control systems (see Rule 69).
 - Annual Accounts are prepared and audited (see Rule 70).
 - Annual Accounts and the Auditor's Report are presented to Members at the Annual General Meeting (see Rule 21.2).
 - the appointment of an auditor is approved at the Annual General Meeting (see Rule 21.4).
 - copies of Annual Accounts and the Auditor's Report are provided to the Scottish Housing Regulator and Financial Conduct Authority within 6 months of the financial year end (see Rule 71).
 - the financial reporting requirements of CHA's funders are met.
 - recommendations from the Auditor's Report are presented to the MC and implemented where accepted.
 - a copy of the latest balance sheet and Auditor's Report are publicly displayed at CHA's offices (see Rule 77).
 - an Annual Budget, Rent Policy and Cashflow is presented to the MC for approval before tenants are consulted.
 - expenditure against approved budgets is monitored and ensure the preparation of quarterly Management Accounts for the Management Committee.
 - long term cashflows are developed and revised at least annually.
 - CHA obtains appropriate advice regarding the securing of loan finance and the investment of surplus funds.
- 2.2 Authorise expenditure outwith the provisions of the budget, but in accordance with the Internal Financial Controls, on condition that the matter is reported at the next meeting of the Management Committee.
- 2.3 Attend meetings of the Audit & Risk Sub-Committee.
- 2.4 Represent CHA at external events appropriately.
- 2.5 Act as a document signatory as required.

3 Commitment

- 3.1 An estimate of the annual time commitment that is expected from the Treasurer, in addition to that of standard Committee Members, is:

Activity	Time
Preparation for and participation in the Chief Executive's annual appraisal.	4 hours
Participation in annual planning and review events.	4 hours
Ad-hoc meetings/discussions with other Office Bearers/ Chief Executive.	6 hours
Total	56 hours

4 Experience, Knowledge & Skill Levels Expected of the Treasurer

- 4.1 The level of experience, knowledge and skill that is desirable for Committee Members considering standing for election to the role of Treasurer is outlined below. Members should bear this in mind when considering their own or others' candidacy.

Experience of:
Annual financial planning and budgetary control.
Business that is focused on people and service delivery, whether public, not for profit or private sector.
Membership of governing bodies in the public, not for profit or private sector.
Social housing.
Management and/or leadership in either a voluntary or employment capacity.
Knowledge and Skills:
Good understanding of financial record keeping.
Good understanding of risk management.
Good financial analysis skills.
Good leadership and inter-personal skills, including the ability to motivate others.
Good knowledge of good governance principles and practices.
Knowledge of the Scottish housing sector generally and CHA's housing environment specifically.
Effective communication skills in a variety of settings (from one-on-one conversations to service user consultations and complex negotiations).
Excellent organisational skills.

5 Review

- 5.1 This role description was approved by the Management Committee on **28 September 2022**. It will form the basis of the annual review of the effectiveness of the Treasurer's contribution to CHA's governance. It will be reviewed by the Management Committee not later than **September 2025**.

APPENDIX 12: MANAGEMENT COMMITTEE REPORTING FREQUENCIES

Reporting Frequency	Governance & Accountability	Development	Finance	Housing Management	Maintenance	Personnel & Administration
Monthly	Corporate Scorecard				Gas Safety Programme Progress (during the term of the programme)	
	Conflicts of Interest					
	Notifiable Events					
	Actions from Previous Meetings Update					
Quarterly	Risk Management	Scheme Progress	Cost Centred Income & Expenditure against Budget	Housing Charter Scorecards	Housing Charter Scorecards	
	Business Plan Progress Report	Development spend against Budget	Projected Balance Sheet	Housing Management Performance Summary	Planned & Cyclical Maintenance Programme Progress	
	Exercise of Delegated Authority	Pre-Contract Projects	Treasury Management		Tenant Safety Update	
	Internal Audit Action Plan Progress Report	Stage 3 Adaptation Caseload Statement	Loan Covenant Compliance			
	Customer Complaints Profile	Post Completion Schemes				
	Committee Training Summary					
	Community Hub Activity					
	Health & Safety Update					
6 Monthly	Assurance Action Plan Progress					
	Stakeholder Communications Plan Progress					
Annually	Secretary Report on Rule 68: minutes, seal, registers & books Rules compliance	Consultant & Contractor Performance - for projects completed in the year	Rent Setting & Annual Budget	Housing List (numbers & movement)	Annual Planned Maintenance Programme	Staff Pay Reviews
	Business Plan Refresh	Strategic Housing Investment Plan Submissions	Audit & Annual Accounts	Equal Opportunities	Annual Cyclical Maintenance Programme	Organisational Learning & Development Report
	Asset Management Strategy Update		Insurance Renewal	Review of Leased Properties	EESHH Compliance	CEO Annual Appraisal Outcome
	Annual Assurance Statement		30 Year Financial Plan Review	Evictions Summary		
	MC Appraisal Outcome Report		Mid-Year Budget Review	Rent Setting Consultation Plans & Results		
	MC & Office Bearer Succession Planning			Tenant Participation Report Card		
	Internal Audit Report & Action Plan			Bad Debt Write-off		
	CEO Appraisal Outcome					
	Service User Complaint Analysis					
	Equal Opportunities Action Plan Update					
	Annual Report on the Housing Charter					
	Annual Returns (SHR, OSCR)					
	Membership Register					
Reactive	Declarations of Conflicts of Interest	Procurement Reports - new projects	Key Budget Variance Report (where variances occur)		Tender Reports	Recruitment, Grievances and Disciplines
	Comprehensive Customer Satisfaction Survey Results				Expenditure Authorisation (where the cost exceeds delegated levels of authority)	Conditions of Employment Changes
	Whistleblowing					Staff Pension Scheme Reviews
	Membership Applications					
	Policy Reviews	Policy Reviews	Policy Reviews	Policy Reviews	Policy Reviews	Policy Reviews