Standing Orders

Date Effective: 27 March 2019
Date of Review: March 2021

Registered Scottish Charity No: SC042551

Policy:	Standing Orders
Date Approved:	27 March 2019
Approved by:	IHA Board
Adopted From :	N/A
Policy Owner:	Paul Hillard
Lead Officer:	
Applicable to:	Board and Committee Members Executive Team
In consultation with:	Board and Audit & Risk Committee
Review date:	March 2021
Associated Documents:	Governance Framework

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1. Introduction

1.1 The Association is a subsidiary of The Riverside Group Ltd (TRGL). The subsidiary status is achieved through TRGL having a controlling interest in the Association expressed in the Rules.

1.2 The Rules of the Association together with the Standing Orders outline how the Association will be controlled and run.

1.3 The Board has overall control of all aspects of the Association's business.

1.4 In conducting the Association's business, it is the responsibility of the Board to exercise proper control over the Association's activities and to ensure that all decisions taken are in the best interests of the Association and its customers.

1.5 In exercising such control, the Board will seek to ensure that the Association's operations comply with legal, constitutional and any other relevant regulatory requirements.

1.6 Should there be any conflict between the provisions of the Rules of the Association and the Standing Orders, the provisions in the Rules shall prevail.

2. Board

2.1 Board Recruitment procedures

2.1.1 Membership of the Board will be operated in accordance with the Rules of the Association and in line with the Membership Policy, and the Board Recruitment Section of the Governance Framework and the 'Code of Conduct for Board and Committee Members'.

2.1.2 Associated procedures to be followed and relevant forms to be completed will be as stated in those documents.

2.2 Board Remit and Powers

2.2.1 As stated in the introduction to these Standing Orders, the Board has overall control of, and is therefore responsible for, all aspects of the Association's business.

2.2.2 The powers of the Board will be as stated in the Rules of the Association.

2.2.3 The remit, and retained powers, of the Board are set out in the Board Terms of Reference – attached at Appendix 1 which are reviewed by the Board bi-annually.

3. Committees of the Board

3.1 The Board may determine to appoint such Committees of the Board as it requires, the remit and membership thereof, and any delegation of its authority, all in accordance with the Rules of the Association

3.2 There are specific matters which are, however, reserved only for Board decision-making. These are defined in our Schedule of Matters Reserved for Board Decisions – attached at Appendix 2.

3.2 The Board has delegated specific responsibilities to the Audit & Risk Committee which are clearly defined in the Terms of Reference – attached at Appendix 3 which are reviewed by the Board bi-annually.

4. Working Groups

4.1 Working groups may be established for specific projects, where there is no requirement for a permanent Committee, however, such working groups will be set up for a finite period and should be given clear terms of reference.

5. Scheme of Delegation

5.1 Committees of the Board

5.1.1 As stated above, the Board will determine whether any (and if so, which) powers are to be delegated to a Committee of the Board. Any such delegation of powers or authority will be explicitly minuted.

5.2 Managing Director

5.2.1 The Managing Director is responsible to the Board for the execution of approved Association policies and business and therefore has overall responsibility for the establishment of appropriate operational procedures to carry out such duties.

5.2.2 The Association will endeavour to achieve a high quality of management by setting out its overall vision, values and strategies in a Corporate Plan. The Managing Director will have overall responsibility for the preparation of such a plan. Associated documentation will include the Implementation Plan, 30-year Financial Plan and the Corporate Risk Register.

5.2.3 The powers delegated to the Managing Director are set out in the Managing Director's Terms of Reference – attached at Appendix 4 which are reviewed by the Board bi-annually.

5.3 Financial Regulations

5.3.1 The Association will set out its policies and procedures in respect of financial management in its Financial Regulations.

5.3.2 The Financial Regulations will form part of these Standing Orders.

5.3.3 The Head of Finance and Planning will have overall responsibility, through the Managing Director, for the preparation and updating of such regulations.

5.4 Policy Approval

5.4.1 The Board has overall responsibility for adopting Riverside Group-wide policies and for setting, reviewing and making decisions about Association policies. Policy making and approval in relation to IT and HR has been delegated by the Board to the Managing Director in accordance with the agreed Policy Framework.

5.5 Chair's Action for Emergency Decisions

5.5.1 Where urgent decisions which do not permit delay are necessary between meetings, the Chair is authorised to take decisions with the advice of the Managing Director, or Executive Team (as the case may be) and following as wide a consultation with Board or committee members as time permits.

5.5.2 A record of those consulted and of their views should be made.

5.5.3 Such decisions must be subsequently put before the next meeting of the Board or committee for noting, and recorded in the minutes.

5.5.4 A template for Decisions made under Chair's Action is attached at Appendix A.

APPENDIX A

[insert name of board or entity] ("the Association")

RECORD OF DECISIONS OF THE CHAIR UNDER CHAIR'S ACTION PROCEDURE

[HEADING – insert details of subject]

1 BACKGROUND

1.1 The Association's Governance Framework Document provides, at paragraph I.8 that where urgent decisions which do not permit delay are necessary between meetings, the Chair is authorised to take decisions with the advice of the Managing Director, or Executive Team (as the case may be) and following as wide a consultation with Board or Committee members as time permits.

1.2 A record of those consulted and of their views should be made.

1.3 Such decisions must be subsequently put before the next meeting of the Board or Committee for noting, and recorded in the minutes.

2 CURRENT CIRCUMSTANCES

2.1 [insert details of what has happened and why this needs to be dealt with in between meetings].

2.2 [Insert details of who has been consulted and any views/issues].

3 DECISION

3.1 The Chair has therefore decided, following the above discussion/s, to:

3.1.1 [insert details of what the Chair has decided].

3.2 This decision will be put to the Board for noting at the next Board meeting.

SIGNED:

CHAIR

DATE:

APPENDIX 1

IRVINE HOUSING ASSOCIATION BOARD TERMS OF REFERENCE

Name:	Irvine Housing Association Board
Purpose	The Board is the Association's governing body. It is responsible for the overall strategic leadership and control of the Association. It will conduct its business to ensure that the Association is financial viable, properly governed and complies with the current regulatory framework.
Key functions of the Board	1. Leading the Association 1.1. Developing the vision and values of the Association in partnership with Riverside. 1.2. Agreeing a corporate plan in pursuit of the vision and the strategies contained therein. 1.3. Appointment (and, if necessary, dismissal) of the Managing Director. 2. Acting as guardian of the Association's vision and values 2.1. Ensuring compliance with the values and strategic objectives of the Association. 2.2. Ensuring compliance with the Association's Rules and provisions of the Governance Framework. 2.3. Satisfying itself that the Association's business is conducted lawfully and in accordance with generally accepted standards of performance and probity. 3. Making decisions about policy and strategy 3.1. Establishing policies, strategies and plans consistent with the Association's values in order to achieve its objectives, while remaining mindful of outcomes for customers. 3.2. Making decisions on all matters that might create significant financial or other risk to the Association, or which raise material issues of principle. 3.3. Devising and developing a risk management strategy to protect the Association in respect of matters that might create a significant risk to, or breach of, the Association's core values, and/or its financial well-being or reputation.

	4. Monitoring, supervision and control 4.1. Satisfying itself as to the integrity of the Association's financial information, approving annual business plans and budget, and the financial statements. 4.2. Establishing, overseeing and reviewing a framework of delegation and systems of internal control. 4.3. Establishing and overseeing a framework for the identification and management of risk. 4.4. Monitoring the Association's performance in relation to its plans, budgets, operational performance and compliance 4.5. To make recommendations to the Annual General Meeting of the Association on the adoption of the accounts, appointment of auditors, and election of membership to the Board. 4.6. Ensuring and assessing the Association complies With the Scottish Housing Regulator's Regulatory Standards and Guidance, and making statements to this effect as required
Matters specifically delegated to Committees and /or working groups by the Board (for level of financial delegation see the Scheme of Delegated Authority):	The Board may establish and agree the membership and terms of reference of Committees and/or Working Groups to assist it in carrying out its purpose. To assist the Board is appropriately carrying out its functions there will be an Audit and Risk Committee. Policies of the Association will be agreed in accordance with the Policy Framework with matters as delegated therein. The Board may delegate authority, as appropriate and necessary, to the Managing Director. The Board may subsequently rescind any delegated power to any Committee, working group or individual as it sees fit.
How often meetings are held:	The Board will meet a minimum of six times per year, normally on a bi-monthly basis. Additional meetings may be convened by the Chair and Company Secretary if required.

Chair of the Board (and who, if anyone, may not chair it):	The Chair of the Association will be elected from amongst the Board Membership (save this cannot be an employee of a Riverside Group organisation), at a Board meeting convened at the earliest opportunity following the Annual General Meeting (AGM). This individual becomes “Chair Elect” until the position is approved by Riverside. The Chair will hold office until the conclusion of the next AGM. The Chairman may be re-elected but may not hold office for more than five consecutive AGMs.
Composition of the Board (and any restrictions on membership of it):	Only members of the Association, who are a minimum of 18 years of age, shall be eligible to become members of the Association. The Board shall include a minimum of three and a maximum of four Members who are tenants of the Association. The Board may co-opt any suitable person to become a member of the Board, whether they are a member of the Association or not, to serve until the next AGM.
Number of members:	The Board will have a minimum of eight members and a maximum of twelve, including the Riverside nominee, but excluding a maximum of three co-optees at any one time.
How the Board is appointed:	The Board will be appointed in accordance with the rules of the Association and any such procedure approved by the Board.
Quorum:	Four members of the Board, including the Riverside nominee, but excluding co-opted members, constitute a quorum.
Additional points:	For urgent decisions that are required between meetings, the Chair’s Action Procedure contained in the Governance Framework Document may be used. These Terms of Reference have been drafted to be complimentary to the Rules of the Association. In the event of any ambiguity the Rules of the association take precedence.

Approved by IHA Board 25th September 2018

APPENDIX 2

SCHEDULES OF MATTERS RESERVED FOR BOARD DECISIONS

1 Legal Obligations/ Association's Rules

1.1 Approving resolutions and documentation to be put forward by the Board at a general meeting of the Association, including Rule Changes.

1.2 Satisfying itself that the Association's affairs are conducted lawfully in accordance with generally accepted standards of performance and probity.

2 Corporate Structure/ Constitutional Partnerships

2.1 To make changes to the corporate structure, including the establishment of any subsidiaries (subject to approval by Group Board).

2.2 To make recommendations to Special and/ or Annual General Meetings regarding proposed mergers, transfers of engagement or joining of a group structure (subject to approval by Group Board).

2.3 To make appointments to the Boards of subsidiaries or other organisations.

3 Governance

3.1 To make recommendations to Special and/ or Annual General Meetings to make any changes to the structure, size and composition of the Board.

3.2 To appoint and remove any officer of the Board, including the Company Secretary. Group Board also have this power in relation to the Association's Board.

3.3 To approve the Terms of Reference, membership and Chairs of Committees.

3.4 To make any changes to the schedule of matters reserved for Board decisions.

3.5 To approve, and periodically review, the Association's Code of Conduct for Board and Committee Members and other key governance policies.

3.6 To consider and approve, if appropriate, any Grant of Benefits.

3.7 Following the Association's Rules and the provisions of the Governance Framework Document in appointing (and if necessary removing) the Chair of the Board. This is subject to ratification by Group's Governance and Remuneration Committee.

3.8 Ensuring adequate succession planning for Board and Executive Team appointments carried out.

3.9 Considering proposals in relation to Group Nominees to the Board.

3.10 Any conflicts of interests arising for individual Board Members.

3.11 To oversee the regular appraisal of the Board's skills and effectiveness.

4 Membership

4.1 To approve or reject applications for Membership of the Association.

5 Business Plan/ Corporate Plan

5.1 To approving each year's budget and Business Plan. This is subject to Group Board approval.

5.2 Approving each year's accounts prior to publication including the Board's statement on internal control.

5.3 To approve a Corporate Plan and an annual Corporate Plan Implementation Plan.

5.4 Defining and ensuring compliance with the values and objectives of the Association.

5.5 To consider, and if appropriate, approve any offer of treasury funding on the recommendation of Group's Finance Team.

5.6 To approve and periodically review the Association's tax strategies and issues relevant to the group's activities and plans on the recommendation of Group's Finance Team.

6 Risk Management

6.1 To agree, and periodically review, the Association's Risk Management Policy/ Strategy.

6.2 To regularly review the Association's Corporate Risk Map.

7 Policy Framework

7.1 Establishing a framework for approving policies and plans to achieve corporate objectives.

7.2 Agreeing or ratifying policies and decisions on all matters that might create significant financial or other risk to the Association or to the Group or which raise material issues of principal.

7.3 Approving key Association policies.

8 Operations

8.1 To approve the expansion of the Association's activities into new geographical areas (subject to approval by Group Board)

8.2 To consider and make decisions in relation to any potential large-scale stock transfer activity (subject to approval by Group Board).

8.3 To make the decisions to cease a material part of the Association's operations.

8.4 Approving and monitoring major capital programmes.

8.5 Establish and oversee a framework of delegation and systems of internal control.

9 Staff

9.1 To appoint, and if necessary dismiss, the Managing Director and approve his/ her salary, benefit and terms of employment.

9.2 Being represented in the appointment of Executive level staff.

10 Regulation

10.1 To approve the Association's Annual Return Charter (ARC) to the Scottish Housing Regulator (SHR).

10.2 To receive and consider any Scottish Housing Regulator, or any of the Association's other regulatory bodies, reports or assessments and management responses to them.

10.3 To regularly review the Association's compliance with the SHR's Regulatory Standards of Governance and Financial Management.

10.4 Ensuring the Association develops positive and constructive relations with key stakeholders and satisfying itself that effective communication and reporting lines are in place with these bodies.

11 Performance Management

11.1 Monitoring the Association's performance against Group's performance in relation to plans, budgets, controls and decisions and also in the light of customer feedback and the performance of comparable organisations.

Appendix 3

TERMS OF REFERENCE FOR AUDIT AND RISK COMMITTEE

Name of committee:	AUDIT AND RISK COMMITTEE
Matters reserved for the Board which the committee advises the Board on:	Whistleblowing • To review the Whistleblowing Policy and report to Board of any instances that arise. Regulatory Compliance • Monitoring the status of the Association's Assurance Statement and overseeing the continuous improvement process in this regard. • Monitoring and receiving reports in relation to the Notifiable Events Register. Policy Development and Approval • Consider Policies in accordance with the Association's Policy Framework, and make recommendations to Board. Risk Management • To review the Group's Risk Policy, as part of a review consultation process, and make comment to the Board. • To consider the Association's Risk Processes and make recommendations to Board for their approval. • To review the Association's Corporate Risk Register at each meeting and make recommendations to Board on its adequacy or otherwise. Fraud Prevention • To review and consider all reports from both external and internal auditors on any frauds, or attempted frauds before they are reported to Board. Internal Controls • To monitor performance and compliance with internal controls and, where appropriate, recommend corrective action to the Board. External Audit • Reviewing and challenging where necessary, the actions and judgements of management, in relation to the annual financial statements before

	recommendation of approval by the Board, paying particular attention to: 1. Critical accounting policies and practices and any changes to them 2. Decisions requiring a major element of judgement 3. The extent to which the financial statements are affected by any unusual transaction in the year and how they are disclosed 4. The clarity of disclosures 5. Significant adjustments resulting from the audit 6. The going concern assumption 7. Compliance with accounting standards 8. Compliance with regulatory and other legal requirements. • To give feedback on the performance of the external auditor to Board and the Group Audit Committee.
Matters specifically delegated to the committee by the Board (for level of financial delegation see the Scheme of Delegated Authority):	<u>External Audit</u> • To review any reports by the external auditor together with management responses to them, and to review the progress of agreed actions arising from these reports. • To meet at least annually with the external auditor if thought appropriate. <u>Internal Audit</u> • Approve a rolling programme of internal audit reviews to cover key risks, including appropriate levels of compliance testing (including the Scottish Housing Regulator's Regulatory Requirements). • To review any reports by the internal auditor together with management responses to them, and to review the progress of agreed actions arising from these reports. • To give feedback on the performance of the internal audit function to the Group Audit Committee. • To meet at least annually with the internal auditor without the presence of staff of the external auditor if thought appropriate.

	<u>Risk Management</u> • To review at least annually the nature and extent of the risks facing the Association and the controls in place to reduce both the incidence and impact of those risks. <u>Fraud Prevention</u> • To periodically review, the Association's . • To review the Association's Fraud Register at every Committee Meeting ensuring all actions are taken in accordance with the agreed Policy for any instances of fraud of suspected fraud. <u>Other Delegated Matters</u> • To consider and take appropriate action on specific items as may be delegated from the Board.
How often meetings are held:	At least twice a year. Additional meetings may be held if required.
Chair of the committee (and who, if anyone, may not chair it):	The Chair of the Committee shall be appointed by the Board on an annual basis, for a maximum period of 5 years and shall be another other than the Chair of the Board. Co-optees are not able to chair Committees.
Composition of the Committee (and any restrictions on membership of it):	Board Members or Co-optees, who have the appropriate skills will be invited to join the Committee.
Number of members:	The Committee will have a minimum of 3 non-executive members, the majority of which shall always be Board Members.
How the committee is appointed:	By the Board
Quorum:	2
Additional points:	The minutes of meetings of the Audit and Risk Committee will be included in the papers for the subsequent meeting of the Irvine HA Board (subject to approval by the Chair of the Committee). The Chair of the Audit and Committee may access legal advice from the Association's legal advisers at the expense of the Association. Both internal and external auditors have direct access to the Chair of the Audit and Risk Committee as required.

Appendix 4

Irvine Housing Association

Managing Director's Terms of Reference

Role and Purpose

The Association's Managing Director is the most senior post amongst the officials of the organisation. The primary role of the Managing Director is to carry out the strategic plans and policies as determined by the Association's Board.

In undertaking the primary role are a number of key secondary roles as follows:

- To advise the Board on the adoption of the Riverside Vision and Values.
- To advise Board on the key issues affecting the Association's operating environment.
- To advise the Board on strategies available to achieve the Vision for the Association taking appropriate cognisance of the operating environment.
- To be responsible for the effective management of the Association, optimising the use of its resources in delivering the Board's strategic plans and policies.
- To provide leadership to the staff team in delivering the Board's strategic plans and policies.
- To represent and promote the Association with key stakeholders.
- To provide stewardship to the Association ensuring compliance with the legal, regulatory and contractual obligations it has.
- To facilitate strong and accountable governance within the Association.
- To ensure that the Association is appropriately equipped to manage the risks it faces in accordance with its prevailing risk appetite.

Main Responsibilities:

The main responsibilities delegated to the Managing Director are as follows:

Corporate Planning	• The development and design of the corporate planning process. This will be consistent with Riverside's planning processes and timetable. • To recommend to the Board a Corporate Plan for approval. • The development and approval of the Implementation Plan. • To develop and recommend the 30-year Financial Plan to the Board for approval, subject to subsequent approval by the Board of TRGL. • To develop and review the Corporate Risk Register and make recommendations on its contents to the Audit & Risk Committee and Board.
Operations	• Implementation of all operational policies and strategies, including Allocations; Antisocial Behaviour; Estate Management; Health & Safety and Rent Arrears. • To develop and implement a performance management and reporting system consistent with that of Riverside. • To develop and manage processes designed to optimise the use of the Association's assets and protect them for the future.
Finances	• To develop and recommend the Annual Budget to the Board for approval. • To develop and recommend the 30-year Financial Plan to the Board for approval. • Implementation and management of all financial policies and strategies, including the Treasury Management Policy, Financial Regulations and Scheme of Delegated Authority. • To development and implement robust systems of budgetary control and to manage the Association's income, expenditure and procurement. • To produce and recommend for approval financial accounts at the year end.
Governance	• To develop and implement processes to ensure compliance with the Association's Rules and Governance Framework. • To develop and recommend changes to the Association's Rules and/or governance processes as required.

Risk Management	• To develop and review the Corporate Risk Register and make recommendations on its contents to the Audit & Risk Committee and Board. • To develop and manage processes to manage the risks faced by the Association.
Human Resources	• To be responsible for the design, development and changes to the staffing structure of the Association below 'Head of Service' level. • To be responsible for the implementation of all human resources policies including.
Regulation	• To develop and manage processes to ensure compliance with regulatory standards. • To represent the Association in discussions and negotiations with regulatory bodies.
Equality and Diversity	• To recommend to Board the adoption of the Riverside Equality, Diversity and Inclusion Policy. • To develop and manage processes to ensure implementation of the Policy.
Policy Development and Approval	• To develop and recommend a Policy Approval Schedule to the Board for approval. • To consider Policies in accordance with the Association's Policy Approval Schedule, and make recommendations to Board, or approve Policies accordingly.

Scope of the Terms of Reference

These Terms of Reference set out the key priorities and main responsibilities that the Board, and its Committee, delegates to the Managing Director. They do not constitute the Managing Director duties and will be delegated to the Association's Executive and Management Teams, and general staffing structure as appropriate.

For the avoidance of doubt these Terms of Reference do not form part of the contract of employment of the Managing Director.