

## 6. Remit and Authority of Yorkhill Housing Association's Committee of Management

### Objectives

- *To define the Management Committee's constitutional and legal obligations*
- *To confirm procedures and standing orders for committee meetings*
- *To clarify levels of responsibility and delegated authority in relation to all business activities*

### Reference Sources

- SFHA Charitable Model Rules (Scotland ) 2020
- SHR Regulatory Standards for Governance and Financial Management
- SFHA Code of Governance for Committee Members 2020

### Section 1 – Constitutional Obligations

- 1.1** The Management Committee is bound to comply with all provisions of the Rule Model most recently adopted by the Association's membership
- 1.2** The Management Committee must comprise between 7 and 15 elected members . ( Rule 37.1 )
- 1.3** The Management Committee may co-opt additional members as long as the number of co-optees does not exceed one -third of the number of elected members. ( Rules 42.1, 42.3 )
- 1.4** Co-opted members do not count towards a quorum , and may not vote on membership policy issues , nor participate in the election of office bearers . ( Rule 42.2 )
- 1.5** A minimum of one third of elected committee members must retire from office prior to the annual election of the Management Committee. Such retiring members may stand for re-election . ( Rule 39.1 )
- 1.6** The Management Committee will establish a rota based on length of service to meet the provisions of Rule 39.1 to ensure that in the absence of voluntary retirals, there is a fair system of selection.(Rule 39.2)
- 1.7** The Management Committee can fill a casual vacancy arising if an elected member leaves between elections . Members so appointed are full committee members until the Annual General Meeting when they are required to stand down . (Rule 39.1)

- 1.8** A Committee Member **must** leave the Committee if the majority of the the the members voting at a general meeting decide this. The members will then elect someone to take his/her place. If a replacement is not elected at the general meeting, the Committee may appoint another Committee Member. (Rule 44.4)
- 1.9** A Committee Member **must** leave the Committee if two thirds of the remaining Committee Members vote in favour of this at a special meeting of the Committee convened for this purpose. The vote must relate to one of the following issues:
- *failure to perform to the published standards laid down by SFHA/SHR adopted and operated by the Association* (Rule 44.5.1)
  - *failure to sign or failure to comply with the Association's Code of Conduct for Committee Members* (Rule 44.5.2)
  - *a breach of the Association's Rules , Standing Orders or other policy requirements* (Rule 44.5.3)
- 1.10** A member of the Management Committee **must** resign under any of the following circumstances : ( Rules 43.1.1 - 43.1.11)
- *He / she becomes bankrupt or subject to sequestration proceedings*
  - *He /she can not attend meetings for the next twelve months due to illness*
  - *He / she has an unspent conviction involving dishonesty*
  - *He / she is a party to any legal proceedings by or against the Association*
  - *He /she will be away from home for twelve months and be unable to attend meetings*
  - *He /she has been removed from the committee of another RSL by the Scottish Housing Regulator*
  - *He /she has been removed from a charity or another Registered Social Landlord during the last five years*
  - *a Disqualification Order has been made against him/her under the Company Directors' Disqualification Act 1986*
- 1.11** A Management Committee member must not have any financial interest in any profit making company used by the Association . No financial payment can be made to a Management Committee member with the exception of genuine out of pocket expenses as described in the Committee Members' Expenses Policy . (Rule 38.1)

- 1.12** If a committee member has any interest in a contract , transaction or business matter to be discussed at a meeting , he / she must declare the interest and leave the meeting for the duration of the discussion . (Rule 38.2)
- 1.15** The minimum requirement for a quorum is four elected members .

## **Section 2 Standing Orders**

### **2.1 Election of Office Bearers**

The Management Committee will elect its office bearers at its first meeting following the Annual General Meeting .

Office bearers shall be :

- Chairperson (Rule 59.1)
- Vice Chair
- Secretary (Rule 59.1)
- Treasurer

The Management Committee will review its structure as and when required but no less frequently than every three years. The organisation's requirement for the positions of Vice Chair and Treasurer will be determined by the Management Committee.

The Chairperson can be re-elected but must not hold office continuously for more than five years (Rule 59.11)

The Management Committee may also determine a maximum term of office for any elected office bearer other than Chairperson.

In the event of more than one nomination for an office , a secret ballot will be conducted .

Only elected members are eligible to stand for office , and only elected members may participate in the election process .

### **2.2 Frequency of Meetings**

The Management Committee will meet no less than nine times a year and will agree a schedule of meetings at the first meeting of the committee following the AGM. During the Coronavirus pandemic, all meetings will be held remotely via Zoom.

Additional meetings may be convened as required , with a minimum of seven days notice to members .

There will normally be no Management Committee meeting in July or January .

### **2.3 Administration Arrangements**

Management Committee meetings will be convened by the Chair or Secretary in conjunction with the Chief Executive. All documentation required for the meeting should be distributed in advance to all committee members and to any staff required to be in attendance at the meeting .

Proceedings of all meetings will be recorded by a Minute Secretary approved by the Management Committee. Minutes may not be filed or distributed until formally approved by the Management Committee at the first following meeting. Following approval, the minute with appropriate amendments should be signed on all pages by the member that chaired the meeting. (Rule 62)

This document must be placed in a central file and should not be removed from the office premises under any circumstances.

Agenda items will be agreed between the Chairperson and Chief Executive, with the undernoted being standard:

- Minutes of previous meeting (s) - For approval / amendment
- Reports from sub committees – For information or policy ratification
- Chief Executive report - For information and / or decisions
- Other staff reports as appropriate - For information and/or decisions
- Membership applications / cancellations
- Reports from representative members - EVH , SFHA , SHARE etc

### **2.4 Conduct at Meetings**

Management Committee meetings will be chaired by the Chairperson and in his / her absence , the Vice Chair . If for any reason, neither are able to take the Chair , the committee members present will appoint a temporary Chair for the duration of the meeting.

All members of the Management Committee will respect the position of the Chair and act in accordance with his/ her direction . Business will be conducted in democratic fashion with members affording each other courtesy and respect .

Decisions taken by the Management Committee will be by a majority of members present . All members are bound by all decisions taken in accordance with proper procedures .

A poll or recorded vote may be requested by two or more committee members present ,or directed by the Chairperson.  
In the event of a tie, the Chairperson will have a second or casting vote .

The results and details of polls or recorded votes shall be included in the minutes of the meeting .

In the absence of a vote , decisions will be recorded in the minutes as unanimous.

Decisions taken by the Management Committee will stand for six months and should not be discussed, questioned or put to a second vote during that period , unless two thirds of committee members agree to a formal resolution to do so, properly proposed and seconded .

## **2.5 Quorum / Adjourned Meetings**

Four committee members will form a quorum. In the event of a meeting remaining inquorate thirty minutes after the scheduled start , the Chair will adjourn the meeting .

Adjourned meetings will re-convene one week later at the same time and place . Any sub committee or working group meeting arranged for the date of the re-convened meeting should be re-scheduled .

Only business carried over from the original meeting shall be discussed at a re-convened meeting .

Provided at least two committee members are in attendance , business at a re-convened meeting may proceed .

Any business of an exceptionally urgent nature that can not be held over to a re-convened date may be dealt with by the Chief Executive. Details of such action must be reported to the re-convened meeting .

## **2.6 Sub Committees and Working Groups**

The Management Committee may decide on a sub committee structure for the benefit of the organisation.

The Management Committee will appoint the sub committee members and approve their remit and delegated authority .

Similarly, any Working Group established by the Management Committee will require prior authorisation from the full committee as to remit and delegated authority .

Staff servicing of sub committees and working groups will be agreed by the Chief Executive and Management Committee .

## **2.7 Committee Servicing**

The Chief Executive will normally attend and report to all meetings of the Management Committee .

Senior Staff will attend in rotation, reporting as required.

The Management Committee will appoint a minute secretary to attend and record proceedings of all its meetings . This appointment may be from staff, committee or specified recruitment .

Sub committees and working groups will make their own arrangements for recording proceedings .

## **2.8 Duration of Meetings**

Meetings will close not more than two hours and thirty minutes from the scheduled start unless a motion to suspend standing orders in this respect is approved by a two thirds majority of committee members present .

## **Section 3 – Responsibilities**

The Management Committee's core responsibilities are :

- The overall control and strategic direction of the organisation
- Compliance with legal , constitutional and registration requirements
- Definition of strategic and operational objectives
- Management of the organisation's reputation
- Accountability to all of the organisation's stakeholders
- Effective performance outcomes in all business activities

### **3.1 Control**

To ensure that the Management Committee retains control of the Association , it will retain responsibility for the following functions :

- a) Final approval of policy reviews and policy decisions
- b) Committee servicing requirements, including sub committees
- c) Performance monitoring procedures
- d) Financial planning and budget authorisation at organisational level
- e) Strategic and operational planning at organisational level

The Management Committee may delegate power and authority for specific functions and activities .

All delegated authority should be clearly documented .

Sub committees and working groups must have written remits approved by the full committee.

Any other form of delegated power or responsibility must be agreed by the Management Committee and recorded in the minutes .

Remits and delegated authorities are included within Standing Orders.

### **3.2 Compliance with legal requirements**

The Management Committee has various roles within the organisation, each of which is governed by statutory , registration and constitutional

obligations .

It is the responsibility of the Management Committee to ensure an ongoing awareness and understanding of its obligations in this respect .

Effective recruitment ,quality training of staff and committee ,effective information management and internal communication systems will all contribute to maintaining the necessary levels of knowledge on the part of staff and committee members .

To this end, the Management Committee is responsible for ensuring :

- a) An Annual Training Programme is established and monitored
- b) Regular compliance reviews of legal and regulatory standards
- c) Effective implementation of the Policy Review Schedule
- d) Appointment and regular review of legal advisers
- e) Establishment and review of staff reporting requirements

### **3.3 Strategic and Operational Planning**

The Management Committee is responsible for setting and reviewing organisational objectives ,and for the subsequent monitoring of all business activities to ensure the objectives are achieved .

Detailed operational issues may be delegated to sub committees or working groups, but the Management Committee must ensure that it receives regular progress information .

#### 3.3.1 Strategic Planning

In conjunction with Senior Staff , the Management Committee will ensure that the organisation reviews performance and objectives annually . Strategies for short, medium and long term periods will be agreed and Included within the organisation's business plans .

#### 3.3.2 Operational Planning

The Management Committee will be responsible for setting operational objectives and performance targets based on strategic goals .

The Management Committee will approve the following plans annually :

- a) Strategy Plan
- b) Financial Plan (Budget)
- c) Investment Programme

d) Five Year Financial Projection

Where appropriate, sub committees will monitor progress against the various objectives contained within these plans, with annual or quarterly summary reports presented to the Management Committee.

### **3.4 Management of Reputation**

The Management Committee is responsible for maintaining the good reputation of the Association and for setting high standards of conduct for staff and committee members .

All members of the Management Committee are required to participate in ensuring that the Association is open and honest in all areas of activity . Where appropriate , policies or procedures may be established to provide guidance and clarification for specific areas , but the absence of a policy or procedure document does not absolve the individual from acting with integrity and probity when on Association business .

The Management Committee will establish and review regularly :

- a) A Committee Code of Conduct
- b) A Staff Code of Conduct
- c) A policy on Conflicts of Interest
- d) A policy on Committee Members' expenses
- e) A policy on Gifts and Hospitality

Compliance with these policies is a condition of membership of the Management Committee .

### **3.5 Accountability**

The Management Committee retains overall responsibility to the organisation's stakeholders both internal and external .

#### 3.5.1 Membership

The Management Committee will establish and review the Association's policy on membership, actively seeking to ensure wide representation of the community .

All applications for membership will be considered by the Management Committee and approved in accordance with the Membership Policy.

The Management Committee will ensure that the organisation's activities comply with its Rules and will be responsible for :

- a) Open and fair elections of its membership
- b) Arrangements for the Annual General Meeting and any other General Meetings that may be required



- c) Selection of the external auditors for recommendation to the membership
- d) Approval of the Annual Accounts

#### 3.5.2 Residents

The Management Committee will ensure that residents receive the best service possible within available resources and will be responsible for :

- a) Approval and regular review of Recruitment Policies and procedures
- b) Approval and regular review of Resident Participation strategies
- c) Approval and regular review of a formal Complaints Procedure
- d) Approval and regular review of Customer Care strategies
- e) Approval and regular review of Customer Satisfaction surveys

In addition , the Committee will also ensure that residents and members receive regular Newsletters and a copy of the Annual Landlord Report .

#### 3.5.3 Housing Applicants

The Management Committee is responsible for ensuring that the Association operates an Allocation Policy that is based on housing need and is non-discriminatory .

To ensure these objectives are met, Committee will :

- a) Review the Allocations Policy on a regular basis
- b) Ensure ongoing monitoring of ethnic origin , gender and disability

#### 3.5.4 Scottish Housing Regulator

The Management Committee will ensure :

- a) The timeous and accurate submission of required financial returns
- b) Approval and timeous submission of the Charter Annual Return
- c) Compliance with all regulatory requirements and annual submission of a signed Assurance Statement approved by Committee.
- d) Compliance with all Performance Standards
- e) A considered response to all Audit Reports with action proposals where appropriate

#### 3.5.5 Financial Conduct Authority

The Management Committee will ensure :

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- a) Timeous and accurate submission of required returns
- b) Preparation of Annual Accounts in accordance with SORP
- c) Presentation of Annual Accounts to membership at AGM

### 3.5.6 Employees

The Management Committee is responsible for :

- a) Approval of the organisation's staffing structure
- b) Implementation of the Conditions of Service
- c) Compliance with all relevant employment legislation
- d) Regular review of a recruitment policy that is non-discriminatory
- e) Regular review of staff appraisal procedures
- f) Arranging the Chief Executive's annual appraisal
- g) Regular review of the Training Policy
- h) The Health, Safety and Welfare of all employees

## **3.6 Business Performance**

The Management Committee is responsible for all business activity throughout the organisation . Detailed operational issues may be delegated to relevant sub committees or working groups , but the Management Committee must ratify all policy decisions .

In addition to policy issues the Management Committee will retain responsibility for approval of the following :

### 3.6.1 Housing Management

- a) Nomination agreements with local authorities or other agencies
- b) Special Needs client groups
- c) Exceptional allocations and management transfers
- d) Rent increase levels
- e) Implementation of repossession / recovery decrees

### 3.6.2 Property Management and Maintenance

- a) Approved contractors for all maintenance work
- b) Cyclical / Planned maintenance programmes
- c) Tendering and quotation procedures
- d) Approved consultants for special maintenance projects

### 3.6.3 Finance

- a) Annual Budget and mid-year review
- b) Response to Management Letter
- c) Appointment of internal and external auditors
- d) Borrowing and investment

3.6.4 Development Activity

- a) Special projects
- b) Tendering and quotation procedures
- c) Approved contractors for development work
- d) Appointment and review of consultants/required resources

3.6.5 General

- a) Full legal and regulatory compliance
- b) Appointment and review of Internal Audit services
- c) Risk Management Strategies
- d) Equal Opportunities
- e) Information Technology Strategies
- f) Representation on External Bodies
- g) Appointment and Review of Legal Advisers
- h) Promotion and Marketing Strategies
- i) Constitutional Amendments and Issues