



# **STANDING ORDERS**

**FOR THE BOARD OF MANAGEMENT AND SUB-COMMITTEES**

**INCLUDING BOARD/SUB-COMMITTEE REMITS**

**AND DELEGATED POWERS TO OFFICE BEARERS & SENIOR STAFF**

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# **STANDING ORDERS, REMITS and DELEGATED RESPONSIBILITIES**

## **1.0 INTRODUCTION**

- 1.1 The objects of Almond Housing Association Ltd (AHA Ltd), and its authority to establish a Board of Management and Sub-Committees, are contained in its Rules.
- 1.2 This document describes the Board and Sub-Committee structure, proceedings, responsibilities and the delegated powers to Office Bearers and senior staff.
- 1.3 The Standing Orders establish guidelines for the conduct of AHA Ltd.'s business in accordance with its Rules. They provide an agreed flexible framework within which authorised decisions may be taken to enable the current aims and objectives to be met.

## **2.0 BOARD STRUCTURE AND REMITS**

- 2.1 The current Board structure consists of the following:
  - Board of Management
  - Audit & Finance Sub-Committee
  - Allocations Panel (Sub-Committee)
  - Staffing Sub-Committee
- 2.2 The Board may also from time to time establish 'ad hoc' Sub-Committees, known as 'Short Life Working Groups', to undertake a specific task within a specified timetable.
- 2.3 The remits for the Board of Management and each Sub-Committee are detailed in Appendices 1 to 4 attached.

The detailed remit for each Short Life Working Group will be agreed and formally minuted by the Board of Management when setting up the Group. Short Life Working Groups will be subject to these Standing Orders.
- 2.4 The Scheme of Delegation to Office Bearers and senior staff is detailed in Appendix 5. The Senior Management Team remit is detailed in Appendix 8.

## **3.0 BOARD MEMBERSHIP, MEETINGS AND QUORUMS**

### **3.1 Board of Management Membership**

The Board of Management has a minimum of 7 and a maximum of 15 members.

Any member of AHA Ltd., as defined in the Membership Policy, may be nominated and stand for election to the Board. Elections are held at the Annual General Meeting. The nomination and election procedures are explained in the information sent to every member before the AGM.

Board Members must support AHA Ltd.'s aims and objectives and bring a particular skill or perspective to the Board's business.

If vacancies remain after the AGM, the Board may co-opt individuals to bring their membership up to the maximum of 15, and/or to bring particular skills or professional experience to the Board. Co-opted members may serve until the next AGM, at which time they will stand down, but they will be eligible to stand for election if they are an AHA Ltd. member and are nominated.

Co-opted members shall not form part of a quorum but may participate in all the business of Board meetings, except for matters directly affecting AHA Ltd. membership, the election of Office Bearers or directly affecting the constitution (Rules).

Should a Board Member resign between AGM's, the remaining Board Members may appoint a casual member to fill the vacancy. A casual member will stand down at the next AGM, but will be eligible for nomination and election as a full Board Member.

The Rules describe the circumstances under which:

- a Board Member may be removed from office;
- a member may not be eligible for election or re-election;
- membership of the Board will cease, including retirement by rotation.

The Code of Conduct for Board Members, and the Payments, Entitlements & Benefits policy, together with the Rules, describe the responsibilities of AHA Ltd. and of individual Board Members regarding payments, benefits, gifts and hospitality.

### 3.2 **Board Members Training**

An annual review of Board Members' skills and experience will be carried out to identify corporate and individual learning needs, following which an annual Board training and development programme will be developed and implemented.

### 3.3 **Sub-Committee Membership**

Sub-Committees will have a minimum of either 3 or 4 and a maximum of 8 members. Where the number of elected Members is less than 8, and there are co-opted members on the Board of Management, the Board may subsequently appoint one or two of its co-opted members to a Sub-Committee.

At the first business meeting following the AGM, Board Members will be asked to indicate their preference(s) for membership of Sub-Committees.

Where more than 8 Board Members wish to be members of a Sub-Committee, a secret ballot will be held, and the 8 Members receiving the highest number of votes will be appointed.

### 3.4 Working Groups

Working Groups will have a minimum of 3 and a maximum of 6 members. Apart from the number of members, the arrangements for appointing Board Members to Working Groups will be as detailed in section 3.3 above for Sub-Committees.

### 3.5 Frequency of Meetings

The Board of Management will normally meet on the first Thursday evening each month, with the possible exception of October (Board Away Day) and January depending on the level of business. Dates of meetings may be altered, by arrangement between the Chairperson and the Secretary.

A special meeting of the Board may be called by a notice in writing given to the Secretary by the Chairperson or by any two other Board Members. The notice must specify the business to be transacted. The arrangements for holding the meeting are specified in the Rules.

The frequency of meetings of Sub-Committees will be as follows:

Audit & Finance	- at least three times per annum
Allocations Panel	- as required
Staffing	- as required

Additional Sub-Committee meetings may be held if required according to the level of business.

### 3.6 Quorums

The quorum for a Board meeting will be 4 elected Members (i.e. **not** including any Co-optees present).

The quorum for each Sub-Committee will be 3 elected Members (i.e. **not** including any Co-optees).

Working Groups will not have a formal quorum but it will be expected that at least 2 members will be present, for a meeting to proceed.

For any meeting, any elected Board Member who is able to participate by telephone conference link will be regarded as being present, and will count towards the quorum.

If there are insufficient elected Members present to form a quorum within half an hour after the time appointed for the meeting to commence, no business will be transacted and the meeting will be adjourned to either:

- the next meeting of the Board or Sub-Committee due to be held, **OR**
- if there are matters requiring a decision before the date of the next scheduled meeting, to the same day in the next week at the same time.

In very exceptional circumstances where there is no quorum and a decision on a particular matter is required that day, the Chairperson of the Board/Sub-Committee (or in the absence of the Board Chairperson, the Vice-Chairperson) may authorise the action required under the Scheme of Delegation (Appendix 5, section 2), with retrospective approval being given at the next meeting.

### **3.7 Meetings by conference call & email**

Subject to a quorum being present, the Board or a Sub-Committee may agree to discuss one or more matters by means of a telephone conference call, or by email, with any papers required either being circulated by email or placed on the Board portal for access.

This option may replace a scheduled meeting at the AHA Ltd. office, with formal minutes being produced for approval at the next meeting as normal. This option may also be an additional meeting in between scheduled meetings – normally only for items that require discussion with minimum delay, in which case the decision(s) made will be reported to the next scheduled meeting of the Board or Sub-Committee.

## **4.0 OFFICE BEARERS & SUB-COMMITTEE CHAIRPERSONS**

### **4.1 Office Bearers**

The Office Bearers are the Chairperson, Vice-Chairperson and Secretary.

The Chairperson and Vice-Chairperson require to be Board Members, will be elected by the Board of Management at the first meeting following each AGM, and will serve until the next AGM unless in the meantime they cease to be a Board Member. The Secretary is the Chief Executive of AHA Ltd.

Should an elected Office Bearer's post become vacant during the year, the Board will elect a replacement who will serve for the remainder of that year until the next AGM.

The Chairperson will serve for a maximum of five consecutive terms, and will not be eligible for election as an Office Bearer for a further period of 1 year. Thereafter he/she may again be appointed as an Office Bearer.

The Vice-Chairperson will serve for a maximum of five consecutive terms, and will then not be eligible for election to that post until a further year has elapsed, but will be eligible for election as Chairperson.

The Board may delegate its powers in terms of the Rules and in accordance with Appendix 5.

## 4.2 **Sub-Committee Chairpersons**

At their first meeting following the AGM, each Sub-Committee will elect a Chairperson from its elected Members. Each Chairperson will serve until the next AGM. Co-opted Members may not be appointed as Chairperson. The Chairperson of the Board may not be appointed as Chairperson of the Audit & Finance Sub-Committee.

## 5.0 **CONDUCT OF BOARD BUSINESS**

### 5.1 **Agenda and Papers**

The agenda and papers for each Board or Sub-Committee meeting will be issued by the Chief Executive or the appropriate Head of Section not less than 7 days before the date of the meeting. Papers will be sent to individual Board Members by email or in hard copy, and will be placed on the secure Board internet portal for access as required.

The Chief Executive or Head of Section will agree the composition of the agenda with the appropriate Chairperson, and thereafter will ensure that all minutes, reports and papers are produced in the current approved format by 4.00pm on the day before they are due to be issued.

The circulation or tabling of "late" papers will not normally be permitted. The Board/Sub-Committee Chairperson may however permit the addition of a late item to the agenda if the degree of urgency regarding the matter requires a report to be received or a decision to be made without further delay.

The proceedings of any meeting will not be invalidated by the non-receipt of the agenda and papers by any Board Member.

### 5.2 **Chairing of Meetings**

The Chairperson will normally chair Board meetings, unless absent or not able to participate in a particular discussion due to a declaration of interest. In the absence of the Chairperson, the Vice-Chairperson will chair the meeting. If the Vice-Chairperson is also absent, the elected Board Members present will appoint one of their number to chair that meeting.

Should the Chairperson arrive after the commencement of a meeting at which the Vice-Chairperson or another Board Member has taken the chair, that person will continue to chair the meeting until the agenda item under discussion has been completed, and thereafter will vacate the chair for the Chairperson.

The same principles will apply to the chairing of Sub-Committee meetings, except that, as there is no Vice-Chairperson, in the absence of the Chairperson the remaining elected Members will appoint one of their number to chair that meeting.

### 5.3 Length of Meetings & Adjournments

Meetings of the Board or Sub-Committees will not normally continue for more than 3 hours. At the end of that time the meeting will end unless a simple majority of those present vote in favour of a motion from the Chairperson, seconded by another Board Member, that the meeting should continue until either all the business, or the business which requires to be resolved that day, is concluded.

If there is insufficient support to continue, the meeting will either:

- be closed formally, with the remaining business being added to the agenda for the next scheduled meeting (this option will be followed if there are no matters requiring a decision before the next scheduled meeting):

**OR**

- be adjourned to the same day and time in the following week to complete the business, if there are matters requiring a decision before the next scheduled meeting.

### 5.4 Order of Business

Meetings will follow the order of the agenda, unless there is a request at the beginning of the meeting for the order to be re-arranged. To be approved, such a request will require the agreement of the majority of Board Members present.

Any business which is not on the agenda, but which a Board Member or Senior Management Team member wishes to raise (normally under Any Other Competent Business), will only be added to the agenda if a request is submitted at the beginning of the meeting with the agreement of the Chairperson, and the request is approved by the majority of Board Members present. Urgent items of a serious nature will automatically be approved.

Should consent to add the item be withheld, the business will be included in the agenda for the next scheduled meeting.

### 5.5 Declaration of Interest

An annual Declaration of Interest will be made as detailed in the Payments, Entitlements & Benefits Policy. In addition, at the beginning of each meeting, all Board Members will be asked to declare whether or not they have an interest in any of the items on the agenda.

Any Member who declares an interest will take no part in the discussion or decision on the item(s) concerned, and may also be requested to leave the meeting for the duration of the item(s).

Any declaration of interest will be recorded in the minutes of the meeting and in AHA Ltd.'s Register of Interests.



## 5.6 **Motions and Amendments - Current Agenda**

If any item of business requires to be formally adopted, approved or decided on by a vote, then the Chairperson or another Board Member, as appropriate, will submit a formal motion which will require to be seconded. The names of the proposer and seconder will be minuted. If the motion does not require further discussion, the Board will proceed to a vote.

If the motion requires discussion, the Chairperson will decide which Members are permitted to speak and on the order of speaking.

An amendment to a motion may be proposed by any Board Member at any time during the discussion. To be considered, the amendment will require to be seconded. If there is more than one amendment, each one will be considered and voted on in the order they are submitted. If an amendment is approved, it will become the motion on which any further amendments may be proposed.

All speakers will address the Chairperson, and all other Members will observe order when a Member is speaking. The time limit for individual speakers, and for the discussion of a particular item, will be at the discretion of the Chairperson.

All motions and amendments must be relevant to the subject under discussion, and the Chairperson of any meeting will have the power to rule out of order any motion or amendment which is, in their opinion, irrelevant or incompetent.

## 5.7 **Motions for Inclusion in a Future Agenda**

Notice of a motion for consideration at the following meeting may be given at any ordinary meeting of a Board/Sub-Committee, or in writing to the appropriate Chairperson not later than 4.00pm on the day before the agenda and papers are due to be issued.

If the Member submitting the motion is absent when the motion is due to be considered at the next meeting, the motion shall be carried forward to the following meeting. If the Member is again absent the motion shall fall.

A motion proposing an amendment or contradiction to a previous Board decision will require to be submitted in writing for inclusion on the appropriate agenda and be supported by at least one-third of the Members of the Board/Sub-Committee.

Such motions will not be permitted until at least 6 months have elapsed from the date of the adoption of the original decision. The only exceptions to this time limit will be if:

- new legislation, statutory regulations, or orders or guidance from the Scottish Housing Regulator affecting the decision have been introduced;
- new facts, which are ruled by the Chairperson of the meeting to be pertinent, have come to light since the original decision.

## 5.8 **Voting**

Voting will normally be by show of hands. A simple majority of those present and voting will decide the matter, except where the Rules require a different majority. In the event of a tie, the Chairperson will have an additional (casting) vote.

Any Board Member present may propose that a vote be taken by secret ballot. To be considered, such a proposal will require a seconder. There will be no discussion of the proposal and a vote by show of hands will be taken. To be carried, a simple majority of those present and eligible to vote on the matter will require to vote in favour.

Co-opted members will not be included or counted if the matter under consideration is one on which they are not entitled to vote (see para. 3.1).

## 5.9 **Points of Order**

Any Board Member may raise a point of order at any time during a meeting. All questions of order shall be decided by the Chairperson and the ruling will be final. No other Board Member will be able to speak to the point of order unless with the Chairperson's consent.

## 5.10 **Suspension of Standing Orders**

A motion to suspend Standing Orders will require to be formally proposed and seconded. To succeed, the motion will require to be supported by at least two-thirds of the Board Members present.

## 5.11 **Confidentiality**

All matters discussed at Board/Sub-Committee meetings will be regarded by both Board Members and any staff present as being in strict confidence.

Confidentiality will only be relaxed by the agreement of a majority of the Board Members present.

## 5.12 Minutes

The Chief Executive or appropriate Head of Section will be responsible for ensuring that the business of each Board or Sub-Committee is properly minuted.

The minutes will include:

- the names of Board Members present, any employees and others in attendance, and any apologies received;
- approval of the minutes of the previous meeting, with or without amendment;
- a description of each item of business considered, the major points raised in any discussion (including relevant comments from Board Members not present) and the Board/Sub-Committee's decision on each item;
- the names of those proposing and seconding any motion or amendment;
- the result of any vote, whether by show of hands or secret ballot;
- any declaration of interest by a Board Member.

The draft of the minutes will be circulated to Board/Sub-Committee Members with the agenda and papers for the following meeting. To be adopted, the minutes will require to be proposed and seconded by any two Members who attended the previous meeting, and approved by a majority of those present.

Minutes may be adopted "subject to" the inclusion of an amendment to correct or clarify a point. Any amendment(s) required must be formally proposed, seconded and approved by a majority of Members present, prior to the formal adoption of the minutes.

The original copy of the minutes (where appropriate, with any amendments included) will be signed by the Chairperson of the meeting at which they were approved.

The Chairpersons of Sub-Committees or Short-life Working Groups will report to the next scheduled Board meeting. After formal adoption the minutes of their meetings will be made available to all Board Members.

Any Board Member who disagrees with a majority decision made at a Board/Sub-Committee meeting may request that their dissent be recorded in the minutes.

A Member of the Board or of a Sub-Committee, who was not present at a particular meeting, may request clarification of a point in the minutes at the following meeting, but may not re-open the discussion on any item where a decision was made at the previous meeting.

A Board Member who is not a member of a particular Sub-Committee may request clarification of a point in the Sub-Committee minutes but may not re-open the discussion on any item, except where the Sub-Committee has referred an item to the full Board for consideration.

### 5.13 **Board Members' Conduct**

In conducting their business, Board Members will adhere to these Standing Orders, and to the Rules and Code of Conduct for Board Members. The Secretary will ensure that each year, following the AGM, Board Members are reminded of the Code of Conduct and that they sign the Code.

The Board and Sub-Committees will not take a decision which contravenes current legislation, statutory regulations, an approved Code of Practice, or their Rules.

## 6.0 **CONCLUSION**

- 6.1 The Chief Executive will ensure that the Board reviews these Standing Orders at least every three years, or earlier if required.
- 6.2 The Board, Sub-Committee and any current Working Group remits will be reviewed by the Board at the first meeting following each AGM, before any appointments are made to Sub-Committees or Working Groups.

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**APPENDIX 1****BOARD OF MANAGEMENT - REMIT**

1. The Board of Management is responsible for exercising proper control over the activities of AHA Ltd. as efficiently and effectively as possible, in the interests of tenants, members, employees, lenders, all other stakeholders and the wider community.
2. The Board will ensure that AHA Ltd. complies with:
  - all relevant legislation, statutory regulations, and related Codes of Practice;
  - its Rules;
  - Scottish Government funding conditions and general guidance;
  - the Scottish Social Housing Charter and any other standards or guidance published by the Scottish Housing Regulator
3. The Board's remit, including its powers under the Rules, is to:
  1. approve applications for membership of AHA Ltd. and approve the ending of membership;
  2. determine AHA Ltd.'s aims and objectives, ensuring that they are reviewed at least every 3 years;
  3. determine the overall strategy and priorities and ensure that these are updated annually;
  4. set objectives, targets and standards by which the strategy and priorities will be achieved, and monitor progress and performance through receipt of regular reports;
  5. establish a Sub-Committee structure and Scheme of Delegation appropriate to AHA Ltd.'s current requirements, with clear remits and standing orders, and review the structure at least every 3 years;
  6. approve changes to the overall organisation of AHA Ltd., for example establishing subsidiary companies and/or a group structure;
  7. buy, sell, build upon, lease or excamb any land, and accept responsibility for any related contracts and expenses;
  8. agree the terms of engagement and remuneration of anyone employed in connection with AHA Ltd.'s business;
  9. grant heritable securities over any land owned, and floating charges over any or all of AHA Ltd.'s property and assets, both present and future, including accepting responsibility for any related expenses;
  10. decide, monitor and vary the terms and conditions under which AHA Ltd.'s property is to be let, managed, used or disposed of;

11. authorise the use of the Seal and the signing of certain documents;
12. approve those policies not delegated to the Senior Management Team covering specified areas of activity and ensure that these are reviewed, updated and amended as necessary on a regular basis;
13. monitor compliance with policies through the receipt of regular reports;
14. approve AHA Ltd.'s Business Continuity arrangements;
15. establish a staffing structure appropriate to AHA Ltd.'s requirements, and arrangements for the recruitment and selection of employees, including participation in the interviews for the Chief Executive and Heads of Section;
16. set the terms and conditions of employment for all employees;
17. appoint and remove Solicitors, Consultants, Surveyors, Managing Agents and other similar providers of services, as required by AHA Ltd.'s business;
18. approve the criteria for the appointment of Consultants and Contractors where 'partnering' is being considered, and/or where a balancing quality & price process is to be followed, following recommendations from the appropriate Sub-Committee or Short Life Working Group;
19. approve the annual Business Plan, Budget, Property Rents, submission for new-build grant funding and Annual Accounts, following recommendations from the appropriate Sub-Committee or Short Life Working Group;
20. monitor AHA Ltd.'s financial position through the receipt of regular reports;
21. for individual items of expenditure, approve amounts over £25,000 in excess of the approved revenue budget, where there is no corresponding underspending;
22. approve expenditure on individual capital items of over £5,000 which are not included in the current budget;
23. approve cost overruns over 1% of contract value for development projects, and over 5% of contract value for planned maintenance projects;
24. accept tenders with a cost of over £50,000, and over £20,000 where the recommendation is not to accept the lowest tender.
25. approve the writing off of bad debts;
26. consider individual tenant's claims for compensation totalling £1,000 or more;
27. establish arrangements for hearing appeals by tenants against decisions made by employees or a Sub-Committee, and for hearing appeals by employees against decisions made by Heads of Section or the Chief Executive.
28. establish arrangements for the refunding of appropriate expenses as are wholly incurred by Board Members in connection with their duties;
29. compromise, settle, conduct, enforce, or resist either in a Court of Law or by arbitration any suit, debt, liability or claim by or against AHA Ltd.;
30. approve the formal notice calling each Annual General Meeting.

**The current version of this remit was reviewed in August 2017**

**APPENDIX 2****AUDIT & FINANCE SUB-COMMITTEE - REMIT****Introduction**

1. The role of the Audit & Finance Sub-Committee is to:
  - support the Board of Management in their responsibilities for issues of risk, control and governance, and associated assurance;
  - on behalf of the Board, oversee the key financial activities of AHA Ltd.
2. The Sub-Committee is subject to the AHA Ltd. Rules, to the overall authority of the Board, to the Standing Orders and to all the policies approved by the Board.

**Membership**

3. The Sub-Committee has a minimum of 4 and a maximum of 8 members. The members of the Sub-Committee for each year will be appointed by the Board at their first business meeting following the Annual General Meeting. The Board Chairperson may be a member of the Sub-Committee.

**Chairperson & Secretarial Support**

4. The members of the Sub-Committee will elect one of them as Chairperson in accordance with the current Standing Orders. The Board of Management Chairperson may not be elected as Chairperson of the Sub-Committee.
5. Secretarial support will be shared between the Head of Corporate Services and the Head of Finance, or provided by designated colleagues, who will ensure that agendas, reports and minutes are prepared in accordance with the current Standing Orders.

**Meetings**

6. The Sub-Committee will meet at least three times a year. The Sub-Committee Chairperson may convene additional meetings as he/she deems necessary.
7. The Board may also ask the Sub-Committee to convene further meetings to discuss particular issues on which they wish the Sub-Committee's advice.
8. For meetings to be deemed quorate, a minimum of 3 elected members must be present.
9. Sub-Committee meetings will normally be attended by the Head of Corporate Services and Head of Finance. Other employees may attend at the request of the Sub-Committee or at the discretion of the Chief Executive.

10. Where appropriate, a representative of internal audit and a representative of external audit may also attend Sub-Committee meetings, for discussion of audit matters.
11. The Sub-Committee may ask any or all of those who normally attend but who are not Board Members to withdraw, to facilitate open and frank discussion of particular matters.

### **Access**

12. The representatives of internal and external audit will have free and confidential access to the Chairperson of the Sub-Committee. It is expected however that the exercise of this right will be on an exceptional basis.

### **Reporting**

13. Following each meeting the Sub-Committee will formally report back to the Board (and to any Sub-Committee members not in attendance). The report may be in the form of a copy of the minutes of the meeting.

### **Responsibilities: Audit & Risk Management**

14. The Sub-Committee will advise the Board on:
  - (i) the strategic processes for risk, control and governance, including reviewing the Risk Management Strategy and Risk Map;
  - (ii) the AHA Ltd. accounting policies;
  - (iii) the AHA Ltd. accounts, including the process for the review of the accounts prior to submission for audit, levels of error identified, and management's letter or representation to the external auditors;
  - (iv) the planned programme and the results of both internal and external audit;
  - (v) the adequacy of the management's response to issues identified by internal or external audit activity, where the issues affect AHA Ltd.'s overall performance;
  - (vi) assurances relating to the corporate governance requirements for AHA Ltd.;
  - (vii) proposals for tendering for either internal or external audit services, including recommending to the Board the re-appointment or otherwise of the existing internal or external auditors;
  - (viii) proposals for the purchase of non-audit services from contractors who provide audit services.



### Information Requirements

15. To assist the Sub-Committee to fulfill their responsibilities, members will where appropriate be provided with the following information at each meeting:
- (i) a report on AHA Ltd.'s performance relating to risk management, including a summary of any changes to the risk register;
  - (ii) a presentation from the internal audit representative covering:
    - the work performed to date in the current programme
    - key issues emerging from the internal audit work
    - management responses to audit recommendations
    - significant changes to the audit plan
    - any resourcing issues affecting the delivery of internal audit objectives.
  - (iii) a progress report from the external audit representative summarising the work done and any emerging findings.
16. The following information will be provided at specific meetings, for approval as required:
- (i) proposals for the terms of reference for internal audit
  - (ii) the internal audit strategy
  - (iii) the internal audit plan of work (normally covering up to 3 years)
  - (iv) the internal audit annual opinion and report
  - (v) the draft annual accounts
  - (vi) the draft Statement on Internal Control
  - (vii) proposals to amend the Risk Management Strategy (for recommendation to the Board)
  - (viii) a report on any changes to accounting policies
  - (ix) the external audit plan of work, management letter and performance audit reports
  - (x) an annual report on fraud within AHA Ltd. (to be signed by the Sub-Committee Chairperson)
  - (xi) a report on any proposals to tender for audit functions
  - (xii) a report on co-operation between internal and external audit
  - (xiii) a quality assurance report on the internal audit function.

## Responsibilities: Finance

17. Operating within delegated authority from the Board, the Sub-Committee's remit is to:
- a) agree the draft of the annual budget, including proposed rent levels and 30 year projections, and submit these to the Board for approval;
  - b) ensure that the Annual Accounts are audited and prepared for the Annual General Meeting, and agree the draft accounts for submission to the Board prior to presentation at the AGM;
  - c) undertake a 6-monthly review of the annual budget, reviewing trends in income and expenditure and examining any major areas of concern, reporting to the Board on any action taken or submitting recommendations to the Board on action required including amendments to the annual budget;
  - d) recommend to the Board the formal arrangements for each private loan and monitor the draw-down of loans;
  - e) monitor the management of current funds and borrowings in accordance with the Treasury Management policy;
  - f) supervise and approve adjustments as necessary to current banking arrangements, in accordance with the Banking policy;
  - g) following the appropriate tendering exercises, recommend to the Board the awarding of contracts for legal services, financial services, insurances, and other similar non-annual contracts;
  - h) determine requests for the purchase or leasing of individual items of capital equipment costing over £5,000 each (excl. VAT) which have **not** previously been approved as part of the budget in the current year, or are extensions to items already approved, and/or which are **not** subject to formal tendering procedures;
  - i) approve individual budget expenditure variances in excess of the approved budget, where there is no corresponding underspending, from £10,000 up to a limit of £25,000 on each item of expenditure;
  - j) approve virements (whereby expenditure which exceeds budget in one heading is met from underspending in other headings) from £10,000 up to a limit of £25,000 on each item;
  - k) approve the writing-off of irrecoverable rent arrears and other charges (bad debt).

## Review of Sub-Committee Remit

18. The Sub-Committee's remit will be reviewed by the Board at their first business meeting following the Annual General Meeting, at which time any amendments required to the remit will be approved.

**The current version of this remit was reviewed in August 2017**

**APPENDIX 3****ALLOCATIONS PANEL (SUB-COMMITTEE) - REMIT**

1. The Allocations Panel is subject to the Rules, to the overall authority of the Board, to the Standing Orders and to all the Policies approved by the Board.
2. The Panel has a minimum of 3 and a maximum of 8 members and will meet as required. A quorum for a meeting to proceed is 3 elected members.
3. Operating within delegated authority from the Board, the Panel's specific remit is:
  - a) to consider proposed allocations which do not meet the overall conditions of the Allocations policy due to exceptional circumstances, as required by the Head of Housing Management;
  - b) to make a decision on such allocations;;
  - c) to report on any decisions made to the Board.
4. The Head of Housing Management will attend all meetings and ensure that reports and minutes are prepared in accordance with Standing Orders. Other employees may attend by request.

**Review of Sub-Committee Remit**

5. This remit will be reviewed by the Board at their first business meeting following the Annual General Meeting, at which time any amendments required will be approved.

**The current version of this remit was approved in October 2015**

**APPENDIX 4****STAFFING SUB-COMMITTEE - REMIT**

1. The Staffing Sub-Committee is subject to the Rules, to the overall authority of the Board, to the Standing Orders and to all the policies approved by the Board.
2. The Sub-Committee has a minimum of 3 and a maximum of 8 members. The Sub-Committee will meet as required and the quorum for a meeting to proceed is 3 elected members.
3. Operating within delegated authority from the Board, and where appropriate obtaining independent, professional advice, the Sub-Committee's specific remit is to:
  - a) determine the general Terms and Conditions of Employment for all employees, and recommend these to the Board for approval;
  - b) consider proposals for the appointment of additional permanent employees where the appointment has **not** already been approved as part of the current year's budget, and submit recommendations to the Board;
  - c) consider proposals for the regrading of individual employees or staff posts, where the proposal has **not** already been approved as part of the current year's budget, and submit recommendations to the Board;
  - d) consider requests for variations from the approved pay and grading structure, and submit recommendations to the Board;
  - e) act on behalf of the Board at the relevant stages in accordance with the AHA Ltd. Discipline, Appeals and Grievance Procedures, and where appropriate submit recommendations to the Board;
  - f) submit recommendations to the Board regarding the annual staff pay award;
  - g) submit recommendations to the Board on payments to be made under the AHA Ltd. bonus scheme, as appropriate;
  - h) undertake the Chief Executive's annual appraisal of performance, and report on the outcome to the Board;
  - l) receive reports from the Chief Executive on individual employees, as requested by the Board.
4. The Chief Executive will attend all meetings and ensure that agendas, reports and minutes are prepared in accordance with Standing Orders. Other employees may attend by request.

**Review of Sub-Committee Remit**

5. This remit will be reviewed by the Board at their first business meeting following the Annual General Meeting, at which time any amendments required will be approved.

**The current version of this remit was reviewed in August 2017**

**APPENDIX 5****SCHEME OF DELEGATION TO OFFICE BEARERS & SENIOR STAFF****1. INTRODUCTION**

It is recognised that the effective pursuance of AHA Ltd.'s work may from time to time require decisions to be taken without waiting for Board approval, and that many routine matters will fall to be decided by employees, in accordance with set policies and procedures.

This document describes the arrangements for delegating certain types and areas of decisions or actions to Office Bearers and/or to Senior Staff. The Board's purpose in approving this Scheme of Delegation is to ensure that the work of AHA Ltd. is not unnecessarily delayed while awaiting decisions which are clearly within the general terms of existing policy. Office Bearers and Senior Staff shall therefore seek to use delegated powers to maintain progress in the various areas of work, provided that no policy decisions are taken or major financial commitments entered into without the Board's approval.

**2. OFFICE BEARERS & SUB-COMMITTEE CHAIRPERSONS****Chairperson**

The Chairperson has delegated authority, in consultation with the Chief Executive, to take decisions as required between Board or Sub-Committee meetings, to ensure that there are no unnecessary delays in progressing the work of AHA Ltd., subject to each decision being in accordance with the Rules, Board/Sub-Committee remits and current policies. All such decisions will be reported to the next meeting of the Board or appropriate Sub-Committee.

The Chairperson has delegated authority to sign legal documents on behalf of AHA Ltd.

**Vice-Chairperson**

In the absence of the Chairperson, the Vice-Chairperson has delegated authority, in consultation with the Chief Executive, to take decisions as described above, and to sign legal documents on behalf of AHA Ltd. All such decisions will be reported to the next meeting of the Board or appropriate Sub-Committee.

## Secretary

The Secretary has delegated authority to undertake the duties and responsibilities as laid down in the Rules.

The Secretary has delegated authority to sign legal documents on behalf of AHA Ltd.

## Sub-Committee Chairpersons

Sub-Committee Chairpersons have delegated authority, in consultation with the Chief Executive, to take decisions which relate to the area of responsibility of their Sub-Committee, subject to any such decision being in accordance with the Rules, the specific Sub-Committee remit, and current policies. All such decisions will be reported to the next meeting of the relevant Sub-Committee.

## Emergency Arrangements

Where an urgent decision which has a policy implication is required, and when it is not possible to arrange a Board meeting, the Chief Executive will consult with the Chairperson and Vice Chairperson, or in the absence of an Office Bearer, with remaining Office Bearer and one other Board Member, and will take a decision which involves the least possible policy commitment on behalf of AHA Ltd. Any such decision will be reported to the Board as soon as possible thereafter for retrospective approval.

## 3. CHIEF EXECUTIVE

The Chief Executive, or in his/her absence the Head of Section designated to act for the Chief Executive, in consultation with the Chairperson, Vice-Chairperson or other Heads of Section as appropriate, has delegated authority to undertake the duties and responsibilities as detailed in their job description, and in the AHA Ltd. policies and procedures, including the following:

1. ensuring the routine day-to-day pursuance of AHA Ltd.'s business in accordance with all current policies and procedures;
2. authorising expenditure as provided for in the approved annual budget, including the signing of cheques, all in accordance with the Financial Regulations;
3. authorising urgent items of revenue expenditure **not exceeding** £10,000 in any one case - or such other sums as may be approved from time to time by the Board - which are not included in the annual budget, provided that the purpose of the expenditure is consistent with AHA Ltd.'s policies and that the circumstances are reported to the next meeting of the Board;
4. authorising virements between budget headings for amounts **up to** £5,000 on each item;
5. authorising expenditure on capital equipment which is over and above the approved annual equipment budget, up to a limit of £5,000.

6. authorising the disposal of non-property assets **up to** a net asset value of £3,000 per item or group of items in any one disposal.
7. determining claims for compensation from tenants **up to** £1,000 in value;
8. accepting tenders up to a value of £50,000 where the lowest tender is to be accepted, up to £20,000 where lowest tender is not to be accepted, and up to £10,000 only where there is only 1 specialist supplier;
9. appointing replacement employees to existing vacancies, and additional employees following Board approval of the post, below the level of Head of Section;
10. appointing temporary employees at any level for periods up to 6 months;
11. acting as Board Secretary:
  - Calling all Board or Sub-Committee meetings, ensuring that all necessary agendas, papers, reports and minutes are produced and issued in accordance with Standing Orders, to enable all Committees to fulfil their remits;
  - supervising the security and use of the Seal;
  - preparing and submitting all necessary reports to the Scottish Housing Regulator and all other relevant statutory bodies;
  - maintaining the register of AHA Ltd. members and other registers required under the Rules and current policies;
  - signing documents;
  - ensuring compliance with the Rules;
12. ensuring the implementation of decisions taken by the Board and Staffing Sub-Committee;
13. liaison with the media in connection with any area of current activities in pursuit of AHA Ltd.'s interests, in consultation with the Chairperson or Vice Chairperson as required;
14. taking disciplinary action, hearing appeals and grievances, in accordance with current policies and procedures;
15. approval of evictions;
16. ensuring that the Board review the Standing Orders at least every 3 years.

#### **4. HEAD OF CORPORATE SERVICES**

The Head of Corporate Services, in consultation with the Chief Executive, Office Bearers and other Heads of Section as appropriate, has delegated authority to undertake the duties and responsibilities as detailed in his/her job description, and in current policies and procedures, including the following:

1. issuing, on behalf of the Secretary, agendas, reports, minutes and any other information required to the Audit & Finance Sub-Committee, to enable it to fulfil its remit;
2. implementing Sub-Committee decisions, and Board decisions on corporate and governance issues;
3. co-ordinating the development of new policies for Board or Senior Management Team approval, and ensuring that existing policies are reviewed according to agreed timescales;
4. accepting tenders up to £5,000 where there is only 1 specialist supplier;
5. ensuring that AHA Ltd. complies with all current legislation and 'good practice' with regard to employee personnel matters;
6. authorising appropriate expenditure, including the signing of cheques, all in accordance with the Financial Regulations and within specified limits as agreed from time to time by the Board;
7. ensuring that all requirements relating to returns and statistics for the Scottish Government and/or Scottish Housing Regulator are dealt with according to the required timescales;
8. ensuring that all relevant reports are submitted to the Board according to agreed timetables;
9. managing the AHA Ltd. website and related social media activities.
10. co-ordinating the annual programme of internal audit inspections and AHA Ltd.'s response to internal audit reports.
11. promoting and co-ordinating AHA Ltd.'s tenant participation, tenant scrutiny and 'community engagement' activities.
12. co-ordinating the review and updating of the current Risk Map;
13. taking disciplinary action, hearing appeals and grievances, in accordance with current policies and procedures.



## 5. HEAD OF HOUSING MANAGEMENT

The Head of Housing Management, in consultation with the Chief Executive, Office Bearers and other Heads of Section as appropriate, has delegated authority to undertake the duties and responsibilities as detailed in his/her job description, and in current policies and procedures, including the following:

1. issuing, on behalf of the Secretary, agendas, reports, minutes and any other information required to the Allocations Sub-Committee, to enable it to fulfil its remit;
2. implementing Sub-Committee decisions, and Board decisions on housing management issues;
3. initiating proposals and action to ensure the efficient and effective management of AHA Ltd.'s properties;
4. authorising the allocation of properties in accordance with the Allocations Policy;
5. ensuring that all housing management and estate management policies and procedures are implemented by relevant employees and are monitored as required by each policy/procedure, with the necessary reports being submitted to the Board according to agreed timetables;
6. co-ordinating the development of new policies for Board or Senior Management Team approval, and ensuring that existing policies are reviewed according to agreed timescales;
7. authorising appropriate expenditure, including the signing of cheques, all in accordance with the Financial Regulations and within specified limits as agreed from time to time by the Board;
8. accepting tenders up to £5,000 where there is only 1 specialist supplier;
9. signing documents, including leases and protocols;
10. taking such emergency or short-term action as may be necessary to ensure the efficient implementation of AHA Ltd.'s housing policies, where necessary reporting on such action to the Board;
11. reviewing and approving the methods by which rent payments are made by tenants, in conjunction with the Head of Finance;
12. participating in the review of AHA Ltd.'s Design Guide and Standard Specification;
13. contributing to specific scheme designs and participating at appropriate stages in the design process;
14. liaising with tenants, representative groups etc. to promote the participation by tenants in the work of AHA Ltd. and the management of their homes;
15. taking disciplinary action, hearing appeals and grievances, in accordance with current policies and procedures.

## 6. HEAD OF ASSET MANAGEMENT

The Head of Asset Management, in consultation with the Chief Executive, Office Bearers and other Heads of Section as appropriate, has delegated authority to undertake the duties and responsibilities as detailed in his/her job description, and in current policies and procedures, including the following:

1. implementing Board decisions relating to asset management (development and property maintenance);
2. initiating proposals and action to ensure that AHA Ltd.'s properties are maintained to high standards, in accordance with current strategy and policies;
3. ensuring that all property maintenance policies and procedures are implemented by relevant employees and are monitored as required by each policy/procedure, with the necessary reports being submitted to the Board according to agreed timetables;
4. co-ordinating the development of new policies for Board or Senior Management Team approval, and ensuring that existing policies are reviewed according to agreed timescales;
5. initiating proposals for development projects for Board approval, and taking such emergency or short-term action as may be necessary to maintain progress on the current development programme, subject to the reporting of appropriate action to the following Board meeting in accordance with current policies;
6. recommending the appointment of Consultants for particular projects and briefing Consultants on each project;
7. contributing to specific scheme designs and participating at appropriate stages in the design process;
8. in consultation with the Chief Executive, approving adjustments to new-build development contracts which add no more than 1% to the works costs, subject to reporting on the action taken to the Board;
9. in consultation with the Chief Executive, approving adjustments to planned maintenance contracts which add no more than 5% to the works costs, subject to reporting on the action taken to the Board.
10. in consultation with the Chief Executive, approving adjustments to building contracts which result in savings to overall project costs, subject to submitting for Board approval any proposed savings which require a reduction in the current standard specification;
11. initiating regular reviews of AHA Ltd.'s Design Guide and Standard Specification for Board approval, in consultation with the Head of Housing Management;
12. authorising appropriate expenditure, including the signing of cheques, all in accordance with the Financial Regulations and within specified limits as agreed from time to time by the Board, and, for capital payments, in line with the requirements of the Scottish Government and private lenders, where appropriate;
13. accepting tenders up to £5,000 where there is only 1 specialist supplier;
14. signing documents;
15. taking such emergency or short-term action as may be necessary to ensure the efficient implementation of current asset management policies, where necessary reporting on such action to the Board in accordance with current policies;
16. liaison with tenants to promote their participation in choices regarding the maintenance of their properties;

17. taking disciplinary action, hearing appeals and grievances, in accordance with current policies and procedures.

## **7. HEAD OF FINANCE**

The Head of Finance, in consultation with the Chief Executive, Office Bearers and other Heads of Section as appropriate, has delegated authority to undertake the duties and responsibilities as detailed in his/her job description, and in current policies and procedures, including the following:

1. issuing, on behalf of the Secretary, agendas, reports, minutes and other information required to the Audit & Finance Sub-Committee to enable it to fulfil its remit;
2. implementing Sub-Committee decisions and Board decisions on financial matters;
3. initiating proposals and action to ensure the efficient and effective management of AHA Ltd.'s finances;
4. ensuring that all financial policies and procedures are implemented by relevant employees and are monitored as required by each policy/procedure, with the necessary reports being submitted according to agreed timetables;
5. co-ordinating the development of new policies for Board or Senior Management Team approval, and ensuring that existing policies are reviewed according to agreed timescales;
6. taking such emergency or short-term action as may be necessary to protect or promote AHA Ltd.'s financial position, where necessary reporting on such action to a Sub-Committee or the Board, in accordance with current policy;
7. initiating the annual rent and service charges review for Board approval;
8. in consultation with the Head of Housing Management, reviewing and approving the methods by which rent payments are made by tenants;
9. in consultation with the Senior Management Team, preparing the annual budget for Board approval;
10. establishing the requirements for private finance in support of development schemes, and negotiating on AHA Ltd.'s behalf with potential lenders;
11. authorising expenditure, including signing cheques, in accordance with the Financial Regulations and within specified limits as agreed from time to time by the Board;
12. accepting tenders up to £5,000 where there is only 1 specialist supplier;
13. managing the provision of ICT support to AHA Ltd. and co-ordinating the development of ICT services;
14. signing documents;
15. taking disciplinary action, hearing appeals and grievances, in accordance with current policies and procedures.

**The current version of this Scheme of Delegation was reviewed in August 2017**

**APPENDIX 6****ELECTION OF OFFICE BEARERS - PROCEDURES**

1. At the first meeting following the Annual General Meeting, the Board will elect a Chairperson and Vice-Chairperson.
2. To be eligible for nomination, an individual must:
  - be an elected Board Member;
  - have served on the Board as an elected Member for at least one year.
3. As well as requiring some experience of the work of Almond Housing Association Limited, each Office Bearer post places some requirements on the post-holder, as follows:

**Chairperson**

- a sound knowledge of AHA Ltd. and its Rules, and an understanding of its finances;
- available for meetings with the Chief Executive as required;
- available for signing documents, when required;
- able and willing to assume a public role, including representing AHA Ltd. at a wide variety of events and meetings;
- able and willing to take a lead, when necessary, with colleagues on the Board;
- previous experience of chairing meetings.

**Vice-Chairperson**

- a good knowledge of AHA Ltd. and its Rules, and an understanding of its finances;
- able and willing to take over the Chairperson's duties (sometimes with short notice) both in chairing meetings and in public events;
- available for signing documents, when required;
- preferably with some experience of chairing meetings, or willing to undertake any training necessary.

3. The elections will be conducted by the Secretary (Chief Executive).

The procedure will be as follows:

- 3.1 Nominations for the post of Chairperson will be invited verbally. Each nomination will require to be seconded, and the person nominated will require to confirm that they are willing to stand for election.
- 3.2 Only elected Members of the Board will be entitled to vote.

- 3.3 If there is only one nomination, the nominee will be elected if a majority of Board Members present vote in favour, by show of hands.
- 3.4 If there is more than one nomination, there will be a secret ballot and the nominee receiving the highest number of votes, using the “first past the post” system, will be elected.
- 3.5 If there is a tie for the highest vote, voting will continue until one of the two nominees receives a majority.
- 3.6 The same procedure will then be followed for the election of the Vice-Chairperson.
- 3.7 The names of those nominated, and of their proposers and seconders, will be minuted.

**APPENDIX 7****DELEGATED AUTHORITY TO INCUR EXPENDITURE****A. EXPENDITURE NOT INCLUDED IN THE BUDGET****1. Urgent items – revenue or capital**

- Up to £10,000 - may be approved by the Chief Executive
- Over £10,000 - may be approved by the Board, or by the Chairperson under delegated authority, depending on the urgency of the situation.

**2. Capital Equipment (extension to an item or heading already in the budget)**

- Up to £5,000 - may be approved by the Chief Executive
- Over £5,000 - may be approved by the Finance Sub-Committee, Board, or by the Chairperson under delegated authority, depending on the urgency of the situation.

**3. Cost overruns on committed development projects**

- Up to 1% of the contract value - may be approved by the Head of Asset Management in consultation with the Chief Executive.
- Over 1% of the contract value - may be approved by the Board, or by the Chairperson under delegated authority, depending on the urgency of the situation.

**B. EXPENDITURE INCLUDED IN THE BUDGET****1. Where there is only one specialist contractor or supplier**

- Up to £5,000 - may be approved by the relevant Head of Section
- Up to £10,000 - may be approved by the Chief Executive
- Over £10,000 - may be approved by the Board

**2. All other expenditure**

For a detailed list of delegated limits for budgeted expenditure, see the Authorisation of Expenditure procedure (Appendix 1 to the Financial Regulations).

**APPENDIX 8****SENIOR MANAGEMENT TEAM – REMIT**

1.0 The Senior Management Team consists of 5 members - the Chief Executive, Head of Corporate Services, Head of Finance, Head of Housing Management and Head of Asset Management.

**2.0 Remit**

The Team's remit is to:

- a. co-ordinate all aspects of the day-to-day management of AHA Ltd.'s business, providing leadership and direction to assist all employees in achieving current objectives and priorities;
- b. contribute to achieving effective internal communications across AHA Ltd;
- c. consider proposals for developments to, or changes in, the provision and/or management of AHA Ltd.'s services, including proposals for setting future strategy, and where required submit these to the Board for approval;
- d. prepare proposals for the annual budget, budget revisions and annual rent increase, and submit these to the Audit & Finance Sub-Committee and Board for approval;
- e. monitor income and expenditure against budget through the receipt of monthly reports highlighting any trends or major areas of concern, approve any action required to deal with areas of concern, prepare reports for the Audit & Finance Sub-Committee and Board according to current Board reporting cycles, and ensure that all statutory and other returns are submitted when required;
- f. review the Annual Accounts & External Auditors' Management Report, and agree any action required;
- g. propose the agenda for each Board meeting, approve draft Board papers and reports, ensuring that the required regular reports are provided on time according to the current Board timetable, and that Board decisions are actioned;
- h. consider drafts of new or reviewed policies, approve drafts under delegated authority under the current scheme of policy reviews, or submit required drafts to the Board for approval (via the relevant Sub-Committee or Working Group where required), approve drafts of new or revised procedures, and ensure that the annual policy and procedure review programmes are achieved;
- i. review and update the Risk Management Risk Map, review draft internal audit reports agreeing the management response and monitoring progress on implementing agreed action, and submit regular reports to the Audit & Finance Sub-Committee;
- j. review the results of internal 'self assessment' exercises, agree any action required and monitor implementation;
- k. draft the annual Business Plan for approval by the Board;

- l. review current staffing levels in relation to current and future workload and agree proposals for increases and/or internal changes, including employment of temporary staff, for approval by the Board where required (via the Staffing Sub-Committee), monitor staff absence levels and agree any action required;
- m. draft proposals for the content of and arrangements for the Annual General Meeting, Board information days, Tenants' Conferences and similar events;
- n. regular monitoring of current activities, including:
  - monthly arrears and repairs performance
  - current development schemes, maintenance capital programmes and any other projects
  - current insurance claims
  - complaints received, to identify any trends emerging.
- o. any other relevant issues, e.g.
  - considering appeals e.g. by a tenant against a decision not to approve an alteration
  - sale of garden ground
  - mortgage to rent proposals
  - legal actions, where appropriate.

### **3.0 Meetings**

- 3.1 The Team will normally meet twice each month, usually on a Tuesday. Meetings may be held on other days by agreement.
- 3.2 An additional meeting will be held once each month, attended by the Managers from each Section, to review current performance against targets.
- 3.3 Other employees may be asked to attend meetings, either on behalf of an individual Head of Section or for a specific item.
- 3.4 There is no quorum for a meeting, though normally at least 3 members will be present for a formal meeting to proceed.

**The current version of this remit was reviewed in August 2017**