

North Glasgow Housing Association Limited Standing Orders

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Introduction

1. These Standing Orders set out details of the governance structures, procedures and delegations of and within the Association. In the event of any dispute about the meaning, interpretation or application of the Standing Orders, the Rules and relevant statutory and regulatory requirements will prevail.
2. Policy approved by the Board shall be subject to statutory requirements, the Rules of ng homes and these Standing Orders. The Association's policies will be considered and approved by the Board in accordance with (and subject to) these Standing Orders.

Interpretation of Standing Orders

3. The ruling of the Chair as to the meaning, effect or application of these Standing Orders shall be final, subject to Clause 1 above.
4. The Board may alter, rescind or add to any part of these Standing Orders by decision of a majority of the Board Members present and voting at a Board Meeting but only where written notice of a proposed alteration, rescission or addition has been given in advance of a Board Meeting.
5. Unless otherwise specified, these Standing Orders apply to the Board and its Committees; references to the Board should be interpreted as applying equally to Committees (in which context references to the CEO should be interpreted as applying to the relevant Principal Adviser). These Standing Orders apply to all meetings, including special meetings.
6. The Board shall review the Standing Orders every two years or earlier in line with good practice guidelines or legislative or regulatory requirements; the Schemes of Financial and Non-Financial Delegation, contained within the Association's Financial Regulations, which form part of these Standing Orders at Appendix 2, shall be reviewed and approved annually.

General Meetings

7. General meetings of shareholding members will be called and conducted in accordance with Rules 23–36, by the Secretary giving not less than 14 days notice. At General Meetings only the business included in the notice calling the meeting may be discussed.
8. The following matters, together with others reserved to a General Meeting in the Rules, must be considered and, where required, approved by the shareholding members at the Annual General Meeting of the Association:
 - the Chair's report on the previous year's activities;
 - the annual accounts and the auditor's report;

- election and re-election of Board Members; and
- appointment or re-appointment of the External Auditors.

Responsibilities of the Board

9. The responsibilities of the Board are to lead and direct ng homes, as specified in the remit (to include delegated authorities) which forms part of these Standing Orders at Appendix 1A.

Delegation to the Chief Executive Officer

10. Subject to the express reservations to the General Meeting, the Board, Committees and subsidiaries set out in the Rules and these Standing Orders, the Chief Executive Officer (CEO) is authorised and empowered to lead and manage the Association, and to direct its operations. The CEO is responsible and accountable to the Board, to which they will act as Principal Adviser.

11. The responsibilities of the CEO are set out in the CEO's role description approved by the Board. In particular, the CEO is responsible for all matters delegated to them and, specifically, the effective implementation and operation of the Schemes of Financial and Non-Financial Delegation (as contained in the Financial Regulations), the effective delivery of the Association's business plan and the Association's legal and regulatory compliance. The responsibilities and authority delegated from the Board to the CEO must be reviewed and approved annually by the Board and are set out in the Financial Regulations which form part of these Standing Orders at Appendix 2.

12. The CEO may, consistent with these Standing Orders and the Schemes of Financial and Non-Financial Delegation, delegate such powers, responsibilities and authority to members of the Association's Directorate, consistent with their role descriptions, as the CEO may from time to time determine. Such delegations will be set out in the Financial Regulations. Directorate members are accountable to the CEO for the effective discharge of their responsibilities (delegated and other). The CEO has overall accountability to the Board for the effective exercise and implementation of all delegated authority.

13. The CEO, in consultation with the Chair, is responsible for the interpretation of the Association's policies and the CEO is responsible for their effective implementation.

The Office Bearers

14. The Board will appoint the Association's Office-Bearers annually, at the first Board meeting following the AGM, which will be held within twenty-one days of the AGM. Only an elected member of the Board, or a member appointed to fill a casual vacancy, may be an Office-Bearer. Office-bearers must be appointed in accordance with SO 35. The Chair of the Board may not serve for more than five years continuously, in accordance with Rule 59.11. Notwithstanding Rule 59.11, the Chair will hold office until their successor is appointed, unless they are no longer a Board

member, in which case the Vice-Chair will fulfil the Chair's responsibilities until a successor is elected. The Office-Bearers are Chair, Vice-Chair, Secretary and Chairs of Committees.

15. The Chair of the Board may not also be elected as Chair of any Committee, nor may they be appointed to chair the Board of any subsidiary of ng homes. No Board member may be elected as Chair of more than one Committee. The roles, skills, knowledge and experience required of the Office Bearers are set out in Appendix 3A and the procedure for their appointment are set out in Appendix 3B.

Execution of Documents

16. The Board will approve, as part of the Schemes of Financial and Non-Financial Delegation, those authorised to execute documents, classes of documents, payments and/or instruments on behalf of the Association.

Meetings of the Board and Committees

17. The Board shall have a minimum of seven and a maximum of fifteen members (including co-optees). The Board will use the processes outlined in more detail in the Association's Board Appraisal and Board Member Reviews Policy to identify and nominate for election to the Board up to five persons with relevant skills and experience to be Independent Board Members. The Board Appraisal and Board Member Reviews Policy will also inform the Board's decisions when considering the co-option of a Board member. The Board must observe Rule 43.1 when appointing co-optees.
18. Following the Annual General Meeting each year the CEO shall publish a calendar of Board Meetings and Committee Meetings for the next year. The Board shall meet at least six times per year and not more often than once in any calendar month.
19. Written notice of each Board and Committee meeting, the business to be transacted, together with supporting reports and information, will be provided to each member, via e-mail, electronic or other means, not less than seven days in advance, in accordance with Rule 50 and SO 29. In exceptional circumstances, the Chair may agree that one or more supporting reports may be issued separately / subsequently, provided always that members receive such information not less than twenty-four hours before a meeting.
20. A meeting of the Board or Committee can take place in any manner which permits those participating to hear and comment on the proceedings. The maximum time of Board Meetings will be two and a half hours, unless a motion to extend the meeting by thirty minutes is approved by a two thirds majority of those present. In the event that the business of the meeting cannot be completed in accordance with this Standing Order, the meeting may be adjourned to a date and time agreed by the majority of those attending. Only the business that remains outstanding may be transacted at the adjourned meeting, which should be notified to any Board member who was not in attendance when the decision to adjourn was taken. Alternatively, the Board members may agree that the outstanding business may be deferred until

the next scheduled meeting of the Board.

21. Subject to Standing Order 22, proceedings at all Board and Committee meetings, together with reports and other documents relative and/or submitted to such meetings will be treated as confidential, unless otherwise agreed.
22. Except for those items specified by the Chair, on the advice of the CEO, as confidential, there will be public circulation, after the meeting, of the minutes and reports of Board Meetings and Minutes of Committee Meetings.
23. Where it is not possible for business requiring the consideration of the Board to be deferred until the next scheduled meeting, an additional meeting (i.e. an extra meeting which is not included in the calendar published in accordance with Standing Order 19) may be called with the agreement of the Chair. Additional meetings must be called and the business to be transacted must be notified to the members of the Board in accordance with Rule 50 and Standing Order 20. This would also apply to Committee meetings.
24. A special meeting of the Board may be called in accordance with Rule 56 by the Chair, or by two Board Members. Only the business notified to the members may be transacted at a special meeting of the Board. A special Board meeting called in accordance with Rule 56 must be notified to the Scottish Housing Regulator.
25. The Chair will preside at all General Meetings and Board Meetings at which they are present. In the event that the Chair is not present, the Vice-Chair will act in their absence. Where neither the Chair nor Vice-Chair are present, the members will appoint one of their number to chair that meeting.
26. Any power or duty assigned to the Chair (including the chair of a Committee) in relation to the conduct of a meeting may be exercised by the person presiding over a Board Meeting or a Committee Meeting.
27. The person presiding at a Board Meeting shall decide all questions of order and relevance arising at the meeting. Any Board Member present may take exception to any ruling by the person presiding. In that event the person so presiding shall, without further discussion, submit the matter to the meeting and their ruling shall not take effect unless it is approved by a majority of those Board Members present and voting at the meeting.
28. Board and Committee members must follow the meetings etiquette as set out in appendix 5.

Proceedings of Board Meetings

29. Prior to meeting papers being issued to members there will be a pre-agenda meeting arranged between the Chair and the CEO (to include any other relevant person). Following the pre-agenda and not less than seven days before a Board Meeting, the Secretary (or Principal Adviser to a Committee) shall issue to every Board Member:

- a notice calling the meeting and stating the time and place or other means by which the meeting is to be held;
- the Agenda; and
- all reports and other documents referred to and/or to be read in conjunction with the Agenda subject to the provisions of SO 19.

30. The CEO (or Principal Advisor) may seek the agreement of the Chair to table an urgent item of business, that has not been previously notified to members of the Board, provided always that a majority of the Board members present at the meeting to which such a request is made agree to consider the matter. In the event that such agreement is not secured, the matter must be deferred until either the next scheduled meeting or to an additional meeting called in accordance with SO 23.

31. Board Members wishing to have an item included on the Agenda of a Board Meeting must give the Chair at least 14 days written notice of such item, who must approve the item's inclusion.

32. The quorum for Board Meetings is four members (elected or filling a casual vacancy). Co-optees do not count towards the quorum; the quorum for Committee meetings is three members (elected or filling a casual vacancy). Co-optees do not count towards the quorum). The quorum must be maintained at all times.

33. The Rules relating to co-optees and SO 35 shall apply to the Councillor appointed by Glasgow City Council.

34. Elected Board members, as set out in the Rules, and Board members appointed to fill a casual vacancy, have the right to attend Board meetings and to:

- speak on any item
- make proposals and second proposals
- make amendments and second amendments
- vote on any matter.

35. Co-opted Board members, as set out in the Rules, have the same rights as elected Board members with the exception that they may not vote on matters directly affecting the Rules, membership of the association or the election of Office Bearers.

Conduct of Meetings

36. Board Members shall conduct themselves in a business-like and courteous manner, observe the Code of Conduct and commonly accepted rules and conventions of debate and meetings (taking account of Appendix 5) and demonstrate their respect for the Association's values. All officers, advisers and others attending or present at any meeting shall also conduct themselves in a business-like and courteous manner, observe the Association's Code of Conduct and commonly accepted rules and conventions of debate and meetings and demonstrate their respect for the Association's values.

37. Board Members, officers and advisers must observe respect for the Chair and their role at all times.
38. The decision of the Chair on length of speeches, order and conduct of debate and closure of debate, is final.
39. The Chair will seek to ensure that all Board Members are given adequate opportunity to debate and discuss all items on the Agenda. Board decisions cannot be subsequently challenged by a Board member within 6 months of the original decision being taken, unless:
- new legislation or regulations affecting the decision has been implemented.
 - new facts ruled by the Chair of the meeting as relevant have come to light since the original decision was taken
 - on a resolution moved, seconded and supported by two thirds of the Board Members present.
40. The order of business at Board Meetings shall be as set out in the Agenda, which shall normally be in a standard format as presented at Appendix 4.
41. The CEO and members of the Directorate will normally attend Board meetings to present reports and otherwise advise and assist the Board. The CEO will identify other relevant staff and external advisers to attend meetings, in order to present reports and provide advice to the Board. Any Board member, officer or adviser who has an interest in a matter to be considered by the Board shall leave the meeting before the matter is discussed and the minute shall record their withdrawal. The Chair may instruct officers and advisers to withdraw from a meeting: normally the CEO will remain unless they have a personal interest or are otherwise individually concerned in the matter.
42. In the event that an issue of procedure shall arise at a meeting which is not dealt with in the Rules or these Standing Orders the Chair shall determine the issue and specify the procedure to be adopted. Any Board member can challenge the Chair's ruling. If a challenge is seconded, the Chair must stand down while the Vice Chair puts the issue to a vote which shall be decided by a majority of those present and eligible to vote at the meeting. The original Chair is allowed to vote and after same resume the chair.

Committees

43. The Board may from time to time appoint sub-Committees, in accordance with Rule 58 (referred to as Committees in these Standing Orders), to which it may delegate specific authority and responsibilities. At the first meeting following the AGM the remit, membership, and role of the chair of each of the Committees must be approved by the Board and are set out in Appendices 1B-D to these Standing Orders. The Committees established by the Board are:
- Audit Committee

- Human Resources Committee
- Regeneration Committee.

The Board may from time to time appoint sub-groups/working groups. Committees can also set up a working group which would not have any decision-making powers.

44. The CEO will appoint a member of the Directorate to act as Principal Adviser to each Committee. Principal Advisers are responsible for ensuring and maintaining effective liaison and communication with the relevant Chair in advance of meetings. This includes consultation in respect of agenda preparation, business and reports and in exceptional circumstances when a meeting date has to be changed (the Chair of the Board should also be consulted on any such change). Prior to meeting papers being issued to members there will be a pre-agenda meeting arranged between the Chair and the Principal Adviser (to include any other relevant person).
45. A Committee shall appoint one of its number to preside at a meeting if the Chair is not present to preside over the meeting.
46. The quorum for Committee Meetings is three members of the Board (elected or filling a casual vacancy). Co-optees do not count towards the quorum.
47. Arrangements for appointment of Committee Chairs are set out at SO 14.
48. At the first meeting following the Association's AGM and in accordance with SO 5, each subsidiary company shall elect a Chair, who must be a Board member, subject always to the approval of the Association's Board. A Vice-Chair may also be appointed who must also be a Board member.
49. A Committee member who has been granted special leave by the Board shall be excused from attending any Committee that they are a member of for the period covered by the leave of absence.

Residents Improvement Group

50. The Board has established a Residents Improvement Group (RIG), which is not a Committee as defined in the Rules and whose Terms of Reference and reporting requirements are approved on an annual basis.

Voting

51. Board decisions will normally be reached by consensus. Should the Board be required to vote on a particular matter in order to reach a decision, a majority vote of those Board Members present and voting at a meeting shall, except where otherwise required by law or by the Rules, determine every question.
52. Each Board Member has one vote. In the case of equality the Chair also has a casting vote; in the event that the Chair is required to exercise a casting vote in terms of

SO 55.3, they shall exercise that vote in favour of the status quo.

53. Voting shall be by electronic means or such other means as may be determined in advance by the Chair or decided by the agreement of those present and entitled to vote at the meeting.
54. Where a vote is to be held, the minute shall record the number of votes for and against; no account shall be taken of any abstentions unless the number of abstentions is equal to or exceeds 50% of those present and eligible to vote on the matter. In this event, the Chair shall rule that the matter cannot be determined and further consideration will be required before a subsequent vote is called, which may be at a future scheduled or additional meeting. Where the Rules or these Standing Orders require a specific level of agreement, approval or majority, the minute will record whether that level has been achieved.
55. Where a matter to be determined involves a choice between two or more options and/or where it is proposed that a resolution, proposal, request for approval or the like be amended, the procedure shall be as follows:-
- 55.1. Where the choice extends only to voting for or against a resolution the person presiding at the meeting shall call for votes for, and thereafter for votes against;
- 55.2. Any resolutions or amendments put forward to a meeting (other than any contained in a report which Board Members are considering) shall not be considered unless and until they have been both proposed and seconded by different Board Members who are eligible to vote on the matter;
- 55.3. Where the choice is between a resolution and one or more proposed amendments to same, the person presiding shall, in turn, put each of the amendments to the resolution or proposal to the vote. If a majority of votes of those Board Members present and voting at the meeting is in favour of an amendment to the resolution or proposal then the amended resolution or proposal shall become the substantive resolution or proposal. Any contradictory amendment then falls. Each remaining amendment shall, in an order determined by the person presiding at the meeting, be put against the then substantive resolution or proposal; and
- 55.4. When all of such amendments have been dealt with, there shall remain a single substantive resolution which the person presiding at the meeting shall then put to the vote.

Minutes

56. The relevant Principal Adviser is responsible for ensuring that minutes of the proceedings of the Board and Committees are taken and copies provided for the Board Members and Committee Members respectively. A draft minute will be provided to the Chair of the meeting within twelve working days for approval. The minutes shall be submitted for approval as a correct record, with or without amendment, to the next Board or Committee meeting. If so approved and signed by

the Chair of the meeting at which approval is given, the minutes shall then be conclusive evidence of any fact and decision recorded in them.

57. The draft minutes, whether or not yet approved by the relevant Committee, shall be submitted to the next Board Meeting for information.
58. Any Member can request that their dissenting view be recorded in the minutes of the relevant Board or Committee meeting, subject always to maintaining and upholding the requirements of collective responsibility and confidentiality.
59. The Secretary will make arrangements for the safe storage of all Board and Committee minutes.

Urgent Decisions and Delegation

60. The Financial Regulations set out the delegated authorities to Office Bearers, the CEO and staff. The Board and Committees may delegate authority to specific personnel in order to progress business between meetings. Such delegation will always be recorded in the relevant minute, together with reporting requirements. In the event that urgent and/or emergency action and/or decisions are required between meetings, the CEO, Deputy CEO and office-bearers are responsible for ensuring that all necessary actions are taken, including the implementation of the Association's Business Continuity / Disaster Recovery arrangements. Any such action shall be submitted for ratification at the next Board Meeting or Committee Meeting as appropriate.

Admission of the Public to Meetings

61. Shareholding members are eligible to attend and vote at all general meetings of ng homes; other guests may be invited to attend with the consent of the Board but may not participate or vote. Members of the public will not be admitted to Board Meetings or Committee Meetings.

Conduct of Board Members

62. Board Members and Committee Members must comply with and observe the Code of Conduct at all times.
63. Members of the Board and any Committee must ensure that their declaration in the Register of Interests is maintained accurately and comprehensively. A member of the Board or any Committee may not take part in or vote on any matter in which they have an interest and, in accordance with Rule 38.2 and SO 41, must declare any such interest at the start of a meeting and withdraw before the Board or Committee begins its consideration of the matter.
64. The Scheme of Non-Financial Delegation specifies who has authority for making public comment on behalf of the organisation. The Code of Conduct requires Board and Committee members to uphold, support and promote the values and interests

of ng homes and its subsidiaries at all times. Board Members may raise any concerns they have with the Chair (or other Office Bearers) and/or the CEO. ng homes has adopted a Whistleblowing Policy which is accessible to all staff and Board members.

Declarations of Interest

65. The Association endeavours to maintain high standards of conduct in keeping with the ethos of the voluntary housing movement and regulatory requirements. Members of the Board (and any Committee) may have personal and / or professional interests which could compromise (or be seen to compromise) their independence, and which may present a conflict of interest. Therefore, to avoid any cause for doubt or suspicion of improper conduct, all relevant interests must be recorded in the Register of Interests which is available for public inspection. Full details of interests which should be declared are set out in the Association's Declaration of Interest Policy. SOs 41 and 63 also apply.
66. The Board, CEO and staff must, in their decision-making and exercise of their delegated authority, take account of the Register of Interests in all procurement and contractual activities to ensure compliance with regulatory requirements and the policies of ng homes.

Governance Framework

67. The Board is ultimately responsible for the management of the group comprising the Association and the subsidiaries and retains certain powers, as set out below, such as the appointment and removal of subsidiary Board Members.
68. Management of the subsidiaries at an operational level is the responsibility of the subsidiary Boards and the respective powers and authority of the Association and the subsidiaries is set out in an Intra-group Agreement. However, where a Subsidiary is dormant, an Intra-group Agreement will not be required.

Appendix 1A – Board Remit

Name	ng homes Board
Quorum Requirement	4 Members (elected or filling casual vacancies)
Membership	Not less than 7 and not more than 15 members
Power to co-opt	Up to one third of Board membership; co-optees do not need to be shareholders
Frequency of Meetings	Minimum of six per annum
Principal Adviser	CEO
Accountable to	Shareholding Membership
Other Relevant Documents	Rules Standing Orders (incorporating Schemes of Delegation)

1. General

1.1 The Board of ng homes is ultimately responsible for the strategic leadership and direction, governance and overall control of ng homes. The Board will lead and direct ng homes in accordance with its Rules and will determine its strategy to ensure that the Association's Aims and Objectives are achieved.

1.2 To streamline its work, the Board may delegate some of its responsibilities to Committees and working or task groups, established in accordance with the Association's Rules, and to the CEO, in accordance with the Association's Standing Orders. The remit and membership of any such Committee or working group must be approved by the Board and can be varied only with the Board's approval. Board members are expected to join at least one Committee. The Board has established 3 Committees:

- Audit Committee
- Regeneration Committee
- Human Resources Committee

1.3 The Board will have at least seven and not more than fifteen members (including co-optees) elected or appointed in accordance with its Rules. All Board members are expected to attend and participate in meetings, in accordance with the Association's Rules, Standing Orders and Code of Conduct.

1.4 The Board will hold at least six meetings each year. The quorum for meetings is four members of the Board, excluding co-optees who will not contribute to the quorum.

1.5 The Board will be supported by the Association's CEO, who will ensure that the Board and its activities are effectively serviced and supported. The CEO will attend all meetings of the Board and will act as Principal Advisor; they and the Directorate (whose members will be in attendance at Board meetings as required) will provide advice and information to the Board, but do not have any voting rights. In the event of the CEO's absence, the Deputy CEO will act as Principal Advisor.

2. Purpose

2.1 The Board will exercise the responsibilities set out in the Association's rules (45-47). The Board is responsible for leading the development of the aims, objectives, strategy and planning of ng homes. The Board is responsible for monitoring their effective implementation, ensuring their achievement and overseeing performance.

2.2 The Board is responsible for ensuring that ng homes complies with all legal and regulatory requirements. The Board is also responsible for ensuring that ng homes is adequately resourced and effectively managed to meet its aims and objectives and its obligations and commitments to tenants and customers.

3. Aims, Objectives and Values

3.1 The Board will:

- Define and ensure compliance with the aims, objectives, values and standards of ng homes, in accordance with its Rules, legislation and regulatory expectations
- Uphold and promote the aims, objectives, values and standards of ng homes to customers, tenants, service users, staff, partners and stakeholders
- Agree, uphold and ensure compliance with a Code (or Codes) of Conduct for Board members and staff to meet the highest ethical standards of integrity and probity
- Ensure that the Association conducts its affairs openly, honestly and with integrity and that the values of equality, diversity and dignity at work are upheld and promoted

4. Governance

4.1 The Board will:

- Promote the highest standards of governance in all of the Association's activities and ensure compliance with regulatory expectations and good practice advice
- Establish a governance and reporting structure that supports good governance, strong assurance and effective accountability
- Elect the Chair and other Office-Bearers, including the Chairs of Committees established by the Board
- Approve the creation or dissolution of a subsidiary or any related organisation and the terms of any intra-group agreement(s)
- Establish a framework for developing, implementing, monitoring and reviewing policies and plans to achieve the objectives of ng homes
- Ensure that strategic plans, policies and operational practices are informed by the views of tenants, service users and other customers
- Promote and maintain an effective working relationship with the CEO and based on clear delegation and open communication
- Ensure that the Board has the necessary skills, knowledge and expertise to carry out its functions

- Approve, in accordance with the Rules, the nomination of Independent Board members to the AGM; approve the filling of casual vacancies and the co-option of additional Board members
- Approve the remits and/or terms of reference and composition of all Committees and working groups established by the Board and monitor their activities
- Develop, promote and maintain strategic alliances and partnerships with other bodies. Where ng homes is represented on outside bodies, the Board will approve the nature of the representation and will receive periodic reports.

4.2 The Board will adopt and implement a framework for the support, training and regular appraisal of the contributions of its members to ng homes' governance.

4.3 The Board will always act in and seek to promote the best interests of ng homes, its tenants and service users.

5. Strategy, Planning and Performance

5.1 The Board will develop, agree and oversee the implementation of the Association's strategic and corporate plans, including the:

- Business Plan and the Business Plan(s) of the subsidiaries of ng homes
- Treasury Management Policy
- Asset Management Strategy
- Strategy and Development Funding Plan/ Strategic Housing Investment Plan
- Medium and long-term financial forecasts
- Annual Budget
- Tenant Engagement Strategy
- Risk Management Strategy

5.2 The Board will:

- adopt and oversee the implementation of a framework for the development and review of policies to support the delivery of corporate objectives and ensure compliance with statutory and regulatory requirements
- ensure that the development and implementation of the Association's policies and plans are informed by the views of tenants, service users and stakeholders and that they comply with all relevant statutory and regulatory requirements and guidance
- agree targets for service delivery and business performance; ensure the establishment and implementation of an appropriate framework for monitoring their achievement that includes comparison of the Association's performance against those of relevant peer organisations; engage with the Residents' Improvement Group to ensure that tenants and other customers inform and influence services effectively
- adopt and ensure the effective implementation of appropriate frameworks to ensure robust internal control, the effective management of risk and clear delegation of authority to Committees and the CEO

- oversee the development and maintenance of effective strategic alliances and partnerships and ensure that ng homes contributes to the development of plans and strategies by other bodies that are relevant to the achievement of its own strategic aims and objectives
- approve any new initiatives, business partnerships or business activities that are introduced outwith the Business Plan

6. Resources

6.1 The Board will ensure that ng homes has the necessary financial, human and other resources to meet its aims, objectives and targets.

6.2 The Board will:

- Approve the terms of the Association's borrowing and investments and ensure that all such activities comply with legal and regulatory requirements, with the Rules of ng homes and internal policies and that all covenants are met
- Approve the granting and discharge of heritable securities and other charges
- Ensure the availability of sufficient grant and loan finance, on appropriate terms, to support the achievement of the Association's objectives
- Approve the terms of annual rent and service charge increase
- Approve the purchase and disposal of land and buildings
- Approve the offer and terms of any loans and any other financial or non-financial support advanced to the Association's subsidiaries and/or related organisation and ensure compliance with those terms
- Undertake all the functions associated with ng homes' role as an employer and establish and oversee the implementation of an appropriate framework for the recruitment, remuneration, support and employment of staff
- Appoint (and, if necessary, dismiss) the CEO; approve their salary, benefits and terms of employment and ensure that they are effectively supported and their performance appraised at least annually
- Agree the terms of any settlement agreements (or equivalent) and ensure appropriate specialist advice is obtained to support decision-making

7. Compliance, Control and Accountability

7.1 The Board will ensure that ng homes complies with its Rules and all statutory and regulatory requirements. It will ensure that ng homes applies good practice in all its activities.

7.2 The Board will establish and maintain a framework to provide ongoing assurance of ng homes' compliance with all legal, regulatory and internal requirements and specifically those relating to tenant and resident safety, governance and financial management.

7.3 The Board will approve all returns required by regulators and ensure that they are made accurately and submitted timeously.

- 7.4 The Board will receive the auditor's report, approve the audited accounts for recommendation to the AGM and agree the recommendation to be made to members in respect of the appointment or re-appointment of the Auditor.
- 7.5 The Board will ensure that ng homes has an effective programme of internal audit
- 7.6 The Board will approve an effective Whistleblowing policy and ensure its promotion amongst staff and Board members
- 7.7 The Board will authorise the use of the Seal, in accordance with Rule 63.

Appendix 1B – Remit for Audit Committee

Name	Audit Committee
Quorum Requirement	3 Members (elected or filling casual vacancies)
Membership	Up to 7 members
Power to co-opt	Up to one third of Committee Membership i.e. not more than 2; co-optees do not need to be shareholders
Frequency of Meetings	5 times per annum
Principal Adviser	Deputy CEO
Accountable to	Board
Other Relevant Documents	Rules Standing Orders (incorporating Schemes of Delegation)

1. General

- 1.1 The Board will establish an Audit Sub Committee (The Audit Committee). The Audit Committee has delegated authority to discharge the terms of this remit, within agreed budget provisions, without reference to the Board, except where the Rules and / or Standing Orders require specific Board approval
- 1.2 This Committee is the Audit Committee for the Association and will also review the financial affairs of the subsidiary in so far as they relate to ng homes.

2. Composition

- 2.1. The members of the Audit Committee will be appointed by the Board at its first meeting following the Annual General Meeting and will comprise of up to seven members
- 2.2. Not more than two members can be co-optees who may be nominated by the Committee for approval by the Board. Eligibility of co-opted members must meet the same criteria as the Board as set out in Rule 43.1.
- 2.3. The quorum will be three Board members (elected or filling a casual vacancy). Co-optees of the Committee do not count towards the quorum.
- 2.4. The Chair will be elected at the first Board meeting following the AGM as per Standing Order 15 and the process outlined in Appendix 3B. A Vice-Chair may also be appointed.
- 2.5. The Chair can be a member of the Audit Committee but cannot be the Chair or Vice-Chair of the Audit Committee.
- 2.6. All Audit Committee members must sign up to the Association's Code of Conduct.

3. Frequency of Meetings

- 3.1. The Audit Committee will meet five times per year: scheduled dates will be included in the Board's governance calendar.
- 3.2. At its first meeting following the AGM, the Audit Committee will note its terms of reference and determine its priorities for the year. From time to time the Audit Committee may make recommendations to the Board in respect of its terms of reference.
- 3.3. The Audit Committee will make an annual report to the Board on its activities and exercise of delegated authority: the report will be presented by the Chair of the Committee and may include recommendations in respect of its terms of reference.

4. Specific Responsibilities

- 4.1. The Audit Committee is authorised to investigate any activity of the Association within its terms of reference and in accordance with any advice or guidance from the Scottish Housing Regulator. It is authorised to seek such information it considers necessary from any Board Member, or member of staff of the Association, all of whom are required to co-operate with any request made by the Audit Committee which is consistent with its responsibilities.
- 4.2. The Audit Committee is authorised to obtain directly such legal or other professional advice which it considers relevant to its responsibilities. The costs of such advice are not, without Board approval, to exceed the budget allowed to the Audit Committee for those costs in each year.
- 4.3. The Principal Advisor to the Audit Committee will attend all meetings, with other relevant staff in order to provide advice and support to the Committee. The Audit Sub Committee may invite the CEO to attend meetings. The Internal and External Auditors and/or other advisers of the Association will attend meetings of the Audit Committee at the request of the chair of the Audit Committee. The Audit Committee has the right to meet in private without the attendance of any non-members or staff: at least once per year, the Committee will meet with the Internal and External Auditors without staff present.
- 4.4. Although the Board has overall responsibility for monitoring outcomes against Budget, it is the role of the Audit Committee to monitor actual expenditure and progress within its remit.
- 4.5. To advise the Board on the effectiveness of the Association's and the subsidiaries' management and control systems for ensuring value for money, propriety, economy, efficiency, competence and accountability.

- 4.6. To consider the auditor's report from the annual external audit and the management response before presenting to the Board; to monitor the implementation of approved recommendations.
- 4.7. To approve the annual programme of Internal Audit.
- 4.8. To initiate reports and investigations as it sees fit, having the right of access to all records, minutes, books, documents or any other information maintained within the Association, or its subsidiary, in any format. The Audit Committee may require staff and Board members to supply information, either written or verbal, on any matter relating to the Association's governance, management, compliance or finance. In addition the Audit Committee shall consider any incidents of fraud or attempted fraud, and the response of the management to such incident within the Association, referred to it by the CEO, Chair, Auditors, Regulators or whistle-blowers.
- 4.9. The Audit Committee may instruct an independent investigation to be conducted into any matter within its remit. The Committee may establish a working group to oversee the conduct of any investigation. Any such working group must have a minimum of three members and the Committee must approve its remit, budget, reporting requirements and delegated authority. The Audit Committee will receive all investigation reports and will report to the Board on the outcome of any investigation. The Audit Committee will be responsible for monitoring the implementation of all recommendations arising from an investigation.
- 4.10. The Audit Committee may require the attendance of any Board member or member of staff of the Association either prior, during or subsequent upon investigation. The Committee may also require any contractors, suppliers or consultants to contribute information and otherwise co-operate with an investigation.
- 4.11. To monitor the effectiveness of the external and internal audit services and their relationship with each other.
- 4.12. To review the Annual Return on the Charter, submitted to The Scottish Housing Regulator and annual financial returns to all Regulators, including financial forecasts and projections.
- 4.13. To review the risk management framework within the Association; to monitor the management of key risks and report to the Board at intervals of not more than six months; to approve and review the Association's operational risk registers; and to ensure the risk management cycle is rigorously applied.
- 4.14. To oversee the implementation of the treasury management policy
- 4.15. To review and oversee the quarterly management accounts and report

to the Board on any material variations and/or adjustment requirements.

4.16. To review and monitor the detailed financial implications of the Association's pension provisions and related issues for the organisation

4.17. To review the annual financial statements before they are presented to the Board focusing on:

- accounting policies;
- compliance with accounting standards, legal and statutory requirements;
- findings of the external auditors, including significant audit adjustments;
- review of the corporate governance framework; and
- review of the risk management framework.

4.18 Internal Audit:

- To instruct and keep under review the long-term plan for internal audit and to approve the annual plan and consider the internal Auditor's annual report
- To receive and review internal audit reports and the associated management responses, consider and advise on recommendations; agree subsequent actions and monitor their implementation
- To advise the Board on the organisation and resourcing of the internal audit service and make recommendations to the Board on the appointment of the Internal Auditor.
- The Internal Auditor shall have direct access to the Audit Committee at all times and, at their request, the Chair will convene a meeting of the Audit Committee, in accordance with the Standing Orders.

4.19 External Audit:

- To advise the Board on the appointment and remuneration of external auditors and the scope of their work.
- To communicate with the external auditor on audit approach, reporting, timetables and findings.
- To consider the Auditor's report and the Association's management response to the Auditor's annual Management Letter and advise the Board regarding such reports.
- The External Auditor shall have direct access to the Audit Committee at all times and, at their request, the Chair will convene a meeting of the Audit Committee, in accordance with the Standing Orders.

4.20 To ensure that all elements of the Association's compliance evidence are being

delivered, specifically those compliances covering:

- Scottish and UK legislation;
- Health and safety;
- commitments to tenants;
- legal contracts; and
- regulatory requirements and standards, including (but not exclusively) the requirements of the SHR's Regulatory Standards of Governance and Financial Management

4.21 To identify any areas of non-compliance; to instruct and oversee the implementation of corrective and/or improvement action within a specified time-scale.

4.22 The Audit Committee will monitor and review the effectiveness of the overall risk assessment and management system.

4.23 The Audit Committee will review the corporate risk register at least every six months.

5. Reporting Procedures

5.1 The Audit Committee will provide an annual report to the Management Board on the discharge of its remit.

5.2 The Audit Committee will make a regular report to the Board on its work and will advise the Board of any issues which it considers the Board should be made aware of. Where a matter requires consideration by the Board, the Audit Committee's Principal Advisor will prepare a report for consideration by the Board.

6. Role of the Chair of the Audit Committee

6.1 The Chair of the Audit Committee is responsible for ensuring that the Audit Committee discharges its responsibilities, in accordance with the remit for Committee Chairs contained at Appendix 3B.

7. Accountability

7.1 The Committee is accountable to the Board. The draft minutes, whether or not yet approved by the relevant Committee, shall be submitted to the next Board Meeting for information. In the event that the Committee requires or decides to refer a matter to the Board, the Chair of the Committee will instruct the Principal Advisor to prepare a report for the Board's consideration.

Appendix 1C – Remit for Human Resources Committee

Name	Human Resources Committee
Quorum Requirement	3 Members (elected or filling casual vacancies)
Membership	Up to 7 members 1. of whom a minimum of 4 will be Board members.
Power to co-opt	Up to one third of Committee Membership i.e. not more than 2; co-optees do not need to be shareholders
Frequency of Meetings	Not less than 4 times per annum
Principal Adviser	Director of Corporate Services
Accountable to	Board
Other Relevant Documents	Rules Standing Orders (incorporating Schemes of Delegation)

1. General

- 1.1 The Board will establish a Human Resources Committee which will be responsible for all people-related matters, including ng homes' responsibilities as an employer, as delegated by the Board and in accordance with this remit and ng homes' Standing Orders. The Board may delegate responsibility for any other HR matter to the Committee, from time to time.

2. Composition

- 2.1 The members of the Human Resources Committee will be appointed by the Board at the first Board meeting following the AGM and will comprise a maximum of seven of whom a minimum of four will be Board members.
- 2.2 Not more than two members can be co-optees who may be nominated by the Committee for approval by the Board. Eligibility of co-opted members must meet the same criteria as the Board as set out in Rule 43.1.
- 2.3 The quorum will be three Board members (elected or filling a casual vacancy). Co-optees of the Committee do not count towards the quorum.
- 2.4 The Chair will be elected at the first Board meeting following the AGM as per Standing Order 15 and the process outlined in Appendix 3B. A Vice-Chair may also be appointed.
- 2.5 All HR Committee members must sign up to the Association's Code of Conduct.

3. Frequency of Meetings

- 3.1 The HR Committee will meet not less than 4 times per year.

- 3.2 The quorum will be three Board members (elected or filling a casual vacancy). Co-optees do not count towards the quorum.
- 3.3 At its first meeting the HR Committee will note its terms of reference and determine its priorities for the year in line with the Business Plan; these will be reported to the next Board meeting.
- 3.4 The HR Committee will make an annual report to the Board on its activities and exercise of delegated authority: the report will be presented by the Chair of the Committee and may include recommendations in respect of its terms of reference.
- 3.5 The Committee has delegated authority to deal with all matters relating to the Association's people (staff, Board members and volunteers), as set out in this remit and taking account of Standing Orders. In fulfilling its remit, the Committee may incur expenditure on any specific matter, as laid out in the Financial Regulations, without reference to the Board.
- 3.6 The Director of Corporate Services will act as Principal Adviser to the Committee and will be responsible for liaising with the Committee Chair, including agreeing the agenda and preparing for each meeting in advance.

4. Specific Responsibilities

- 4.1 The Board has delegated authority to the HR Committee for the following:
 - ng homes Staff:
 - Approving and keeping under review all staffing-related policies, including:
 - Terms and Conditions of Employment
 - Reward and Remuneration
 - Well-Being
 - Performance and Support
 - Learning and Development
 - Recruitment
 - Disciplinary and Grievance
 - Agreeing and keeping under review the organisational structure and making recommendations for organisational change to the Board
- 4.2 Approving departmental restructuring, including the re-grading of individual posts, within the budget framework delegated by the Board annually
- 4.3 Advising the Board on the recruitment, support and development of the CEO
- 4.4 Ensuring that the annual programme of staff appraisals is conducted; considering and acting on feedback; advising the Board
- 4.5 Representing The Association's views in annual wage negotiations, in accordance with the agreed budget provision; seeking the Board's approval

to the proposed settlement, in the event that it exceeds the agreed budget

- 4.6 Monitoring people-related KPIs; agreeing and overseeing the implementation of any actions to address trends or other indicators. KPIs will include staff absence, turnover, learning and development; equalities and diversity
- 4.7 Monitoring the Corporate Services Risk Register on a quarterly basis
- 4.8 Maintaining effective succession planning in respect of the Leadership / Directorate / Senior Management Team
- 4.9 Commissioning and overseeing the conduct of periodic staff consultation / surveys to support the Associations objective of being a good employer; reporting to the Board on the outcomes and overseeing the implementation of agreed recommendations
- 4.10 Promoting and ensuring appropriate and effective engagement between the Board and The Associations staff
- 4.11 Maintaining and developing The Association's people-related accreditations, including overseeing renewal of existing accreditations and new applications
- 4.12 Acting as required in respect of recruitment of senior staff, in accordance with the Scheme of Delegation as specified within the Financial Regulations.
- 4.13 Fulfilling the Board's responsibilities in respect of grievance and disciplinary matters as set out in the Staff Terms and Conditions of Employment and Scheme of Delegation

5. Board Members

- 5.1 Overseeing the effective implementation of the Board's annual Learning and Development Plan
- 5.2 Ensuring the annual programme of Board Effectiveness Reviews is conducted effectively and reporting to the Board on the outcomes
- 5.3 Making recommendations to the Board in respect of Board succession planning and recruitment and induction
- 5.4 Recruiting Board members in accordance with ng homes agreed priorities
- 5.5 Overseeing the conduct of any investigation relating to an alleged breach of the Code of Conduct by a Board Member, ensuring that the investigation is conducted in an appropriate manner
- 5.6 Reporting to the Board on the outcome of any investigations

6. Role of the Chair of the Human Resources Committee

- 6.1 The Chair of the Human Resources Committee is responsible for ensuring that the Human Resources Committee discharges its responsibilities, in accordance with the remit for Committee Chairs contained at Appendix 3B.

7. Accountability

- 7.1 The Committee is accountable to the Board. The draft minutes, whether or not yet approved by the relevant Committee, shall be submitted to the next Board Meeting for information. In the event that the Committee requires or decides to refer a matter to the Board, the Chair of the Committee will instruct the Principal Advisor to prepare a report for the Board's consideration.

Appendix 1D – Remit for Regeneration Committee

Name	Regeneration Committee
Quorum Requirement	3 Members (elected or filling casual vacancies)
Membership	Up to 7 members 1. of whom a minimum of 4 will be Board members.
Power to co-opt	Up to one third of Committee Membership i.e. not more than 2; co-optees do not need to be shareholders
Frequency of Meetings	Not less than 4 times per annum
Principal Adviser(s)	Deputy Director of Property Services and Director of Housing Services
Accountable to	Board
Other Relevant Documents	Rules Standing Orders (incorporating Schemes of Delegation)

1. General

1.1 The Board will establish a Regeneration Committee.

2. Composition

2.1 The members of the Regeneration Committee will be appointed by the Board at the first Board meeting following the AGM and will comprise a maximum of seven of whom a minimum of four will be Board members.

2.2 Not more than three members can be co-optees who may be nominated by the Committee for approval by the Board. Eligibility of co-opted members must meet the same criteria as the Board as set out in Rule 43.1.

2.3 The quorum will be three Board members (elected or filling a casual vacancy). Co-optees of the Committee do not count towards the quorum.

2.4 The Chair will be elected at the first Board meeting following the AGM as per Standing Order 15 and the process outlined in Appendix 3B. A Vice-Chair may also be appointed.

2.5 All Committee members must sign up to the Association’s Code of Conduct.

3. Frequency of Meetings

3.1 The Regeneration Committee will meet not less than 4 times per year.

3.2 The quorum will be three Board members (elected or filling a casual vacancy). Co-optees do not count towards the quorum.

3.3 At its first meeting the Regeneration Committee will note its terms of reference and determine its priorities for the year in line with the Business

Plan; these will be reported to the next Board meeting. The Regeneration Committee will make an annual report to the Board on its activities and exercise of delegated authority: the report will be presented by the Chair of the Committee and may include recommendations in respect of its terms of reference.

- 3.4 The Committee has delegated authority to deal with all matters relating to regeneration activities as set out in this remit and taking account of Standing Orders. In fulfilling its remit, the Committee may incur expenditure on any specific matter, as laid out in the Financial Regulations, without reference to the Board.
- 3.5 The Deputy Director of Property Services and Director of Housing Services will act as Principal Advisers to the Committee and will be responsible for liaising with the Committee Chair, including agreeing the agenda and preparing for each meeting in advance.

4. Specific Responsibilities

4.1 The Regeneration Committee shall consider and deal with:

(a) Physical Regeneration

- Oversee implementation of the Association's Physical Regeneration programme in line with the Physical Regeneration Strategy and Regeneration Budget approved annually by the Board.
- Oversee ng homes' planned and cyclical maintenance programmes in line with the Asset Management Strategy, Investment Programme and budgets approved by the Board.
- Approve individual planned and cyclical maintenance projects and repairs where applicable in line with the approved Investment Programme and budget.
- Approve tenders for investment works or services and appointments of successful contractors and consultants.
- Referral of complex or potential high-risk projects for consideration by the Board, in accordance with the terms of this remit and delegated authority.
- Receive and consider regular reports on progress of current and planned projects on cost v budget and timescale etc.
- Receive and consider status reports on all construction and construction-related procurement including current measured term contracts and frameworks and any pending procurements.
- Receive and consider compliance status report on landlord health and safety requirements.

- Ensure effective tenant and resident consultation on investment projects and take account of feedback.
- Implement monitoring framework, including customer feedback to review project outcomes and contractor effectiveness.
- Consider and approve the Property Services Risk Registers quarterly.
- Review and approve investment-related operational policies and/or strategies. All policies will be reviewed in line with the timescales detailed in the Association's Policy Calendar or earlier in accordance with regulatory or legislative changes or good practice guidelines.

(b) Social and Economic Regeneration

- Oversee implementation of the Association's social and economic regeneration programme in line with the Regeneration Budget approved annually by the Board.
- Approve individual regeneration projects in accordance with the Strategy and Budget.
- Receive and consider regular monitoring reports on progress of current and planned projects.
- Approve targets and monitoring framework to measure project effectiveness and outcomes.
- Recommend the annual Regeneration Strategy to Board for approval.
- Consider and approve the Regeneration Risk Register quarterly.
- Review and approve regeneration-related operational policies and/or strategies. All policies will be reviewed in line with the timescales detailed in the Association's Policy Calendar or earlier in accordance with regulatory or legislative changes or good practice guidelines.

5. Role of the Chair of the Regeneration Committee

- 5.1 The Chair of the Regeneration Committee is responsible for ensuring that the Regeneration Committee discharges its responsibilities, in accordance with the remit for Committee Chairs contained at Appendix 3B.

6. Accountability

- 6.1 The Committee is accountable to the Board. The draft minutes, whether or not yet approved by the relevant Committee, shall be submitted to the next

Board Meeting for information. In the event that the Committee requires or decides to refer a matter to the Board, the Chair of the Committee will instruct the Principal Advisor to prepare a report for the Board's consideration.

Appendix 2 – Financial Regulations

– see [Financial Regulations 2021 03 31 14 49 33.pdf \(nghomes.net\)](#)

Appendix 3A – Roles of Office Bearers

(lifted from the ng homes Board Role Descriptions Pack. Last reviewed July 2024, next review July 2026).

ng homes Chairperson Role Description

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chairperson (Chair) of ng homes and to the Chairs of the Association's Committees. The responsibilities described here are additional to those set out in the Board members' role description. It should be considered alongside the Association's Rules, Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy.
- 1.2 This role description will be used to support the annual review of the Board's effectiveness. It will be used to appoint the Chair and Committee Chairs after each AGM. Board members who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here before the election takes place.
- 1.3 In the event that the Chair is unable to fulfil their responsibilities, the Vice-Chair will carry out the duties of the Chair.
- 1.4 As set out in the Standing Orders, the Chair of ng homes may not also serve as the Chair of a Committee and each Committee must elect a different Chair.
- 1.5 An overview of the Role of the Chair is outlined in **Rule 59.6** of the Association's Rules.
- 1.6 The Chair will be elected by the Board each year at the first Board meeting following the AGM. Whilst the Chair of ng homes can be re-elected, in accordance with Rule **59.11** of the Association's Rules, they cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five-year maximum term.
- 1.7 In the spirit of the Association's Rules, if an individual has served five years as Chair, they should not be subsequently re-elected as Chair at any point.

2. Key Responsibilities

- 2.1 The Chair must act, and be seen to act, at all times on behalf of the Board. The Chair's key responsibilities are:
 - To lead the Board, or Committee, constructively, provide direction and manage meetings effectively
 - To develop and maintain a constructive and positive working relationship between the Chair and the CEO and senior staff
 - To uphold the Association's Code of Conduct for Board members and promote

good governance

- Ensure decision making complies with Standing Orders and the Scheme of Delegation
- To be a positive and effective ambassador for the Association
- To ensure that the Association's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required
- To be accountable for the actions of the Chair

3. Leadership and Direction

3.1 The Chair is expected to:

- Lead by positive example and action
- Represent the Association positively and effectively
- Set the style and tone of Board, or Committee meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for the Association's Board
- Ensure that the necessary arrangements are in place to enable the Association to honour its obligations, achieve its objectives and meet agreed targets
- Demonstrate and support the principles of good governance at all times
- Ensure that the governing body has access to the range of skills, knowledge and experience necessary for the achievement of the Association's aims and objectives and for the fulfilment of the Board's responsibilities
- Ensure that the Board has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought
- Provide support to new and experienced Board members by promoting access to relevant induction, training and development opportunities

4. Working with the Chief Executive

4.1 The Chair should:

- Establish a constructive relationship with the Chief Executive and ensure that their respective roles of leading and managing are recognised and promoted effectively
- Committee Chairs should establish similar relationships with the relevant senior staff member
- Ensure that the conduct of the Association's business continues effectively between meetings of the Board and act under delegated or emergency authority when necessary
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a CEO, in accordance with the Association's agreed recruitment practices
- Carry out, supported by a suitably qualified external consultant (and with at least one other Board member), the Chief Executive's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the governing body
- Ensure that appropriate arrangements are in place and implemented effectively

for the support and remuneration of the Chief Executive Officer

- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Chief Executive Officer, in accordance with the Association's agreed procedures

5. Promoting Good Governance

5.1 The Chair is required to:

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

6. Conduct of the Association's Business

6.1 The Chair is expected to:

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

7. Monitoring and Review

- 7.1 This role description was approved by the Association's Board on 30 July 2024. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Board every two years or earlier in line with legislative or regulatory changes or good practice guidance.

ng homes Vice-Chairperson Role Description

1. Introduction

1.1. This role description sets out the particular duties and responsibilities that attach to Vice-Chairperson (Vice-Chair) of ng homes. The responsibilities described here are additional to those set out in the Board members' role description. It should also be considered alongside:

- the Role Description for the ng homes Chair;
- ng homes' Rules; and
- ng homes' Standing Orders

1.2. In the event that the Association's Chair is unable to fulfil their responsibilities, the Vice-Chair will carry out these duties.

1.3. The position of Vice-Chair will be elected by the Board, every year at the first Board meeting following the AGM.

1.4. When the Chair stands down, the Vice-Chair in post will be asked if they wish to stand for election to become Chair.

1.5. The role of Vice-Chair must be carried out by a Board member and may also be carried out by a former office bearer.

2. Role of Vice-Chair

2.1 The role of the Vice-Chair is to deputise, support and (where required) stand in for the Association's Chair. Therefore, this role description must be read in conjunction with the Role Description for the ng homes Chair.

2.2 When known in advance, the Vice-Chair should ensure that they are available for any Board meeting that the Chair is unable to attend – e.g. where the Chair has booked a holiday. Close liaison with the Chair is a key requirement of the role.

2.3 The individual holding the post of Vice-Chair will gain training and insight as to whether they would like to consider performing the role of Chair in the future.

3. Monitoring and Review

3.1 This role description was approved by the Association's Board on 30 July 2024. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Board every two years or earlier in line with legislative or regulatory changes or good practice guidance.

ng homes Secretary Role Description

1. Introduction

1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of ng homes. The responsibilities described here are additional to those set out in the Board members role description. It should also be considered alongside the Association's Rules and Standing Orders.

1.2 The role of the Secretary will be carried out by an Association Board member who will be elected by the Board, every year at the first Board meeting following the AGM.

1.3 Where appropriate, the Secretary's duties can be delegated to an appropriate employee of ng homes, with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner.

2. Duties of the Secretary

2.1 The Association's Rules specify the Role of the Secretary in detail.

2.2 The duties of the Secretary include:

- Calling and attending all Annual General Meetings, Special General Meetings and Board meetings
- Keeping the minutes for all Annual General Meetings, Special General Meetings and Board meetings
- Sending out letters, notices calling meetings and relevant documents to Members before a meeting
- Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator
- Ensuring compliance with the Association's Rules
- Keeping the Register of Members and other Registers required by the Association's Rules
- Supervision of the Association's seal

3. Monitoring and Review

This role description was approved by the Association's Board on 30 July 2024. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Board every two years or earlier in line with legislative or regulatory changes or good practice guidance.

Role Description for Committee Chair

1. Introduction

1.1. This role description sets out the particular duties and responsibilities that attach to the office of Chair of a Committee established by the Board of ng homes. Committee Chairs are Office Bearers of ng homes. The responsibilities described here are additional to those set out in the Board members' role description. It should also be considered alongside:

- ng homes' Rules; and
- ng homes' Standing Orders

1.2. This role description will be used to support the annual review of the Board's effectiveness. It will be used to appoint the Committee Chairs after each AGM. Board members who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here before the election takes place.

1.3. In the event that the Chair of a Committee is unable to fulfil their responsibilities, the Committee members present at the meeting will appoint another Board member to chair the meeting.

1.4. The position of Committee Chair, for each of the Committees established by the Board in accordance with the Rules and these Standing Orders, will be elected by the Board, every year at the first Board meeting following the AGM, in accordance with Standing Order 15 and Appendix 3B.

1.5. The role of Committee Chair must be carried out by a Board member, in accordance with the Rules, and may also be carried out by a former office bearer. A co-opted Board member cannot be elected or appointed to the role of Chair.

2. Role of the Committee Chair

2.1 The Committee Chair's key responsibilities are:

- To lead the Committee, constructively, provide direction and manage meetings effectively
- To develop and maintain a constructive and positive working relationship between the Chair and the Principal Adviser
- To uphold the Association's Code of Conduct for Board members and promote good governance
- Ensure decision making complies with Standing Orders and the Scheme of Delegation
- To be a positive and effective ambassador for the Association
- To contribute to ensuring that the Association's business is conducted effectively between meetings and act under delegated or emergency authority

when required

- To be accountable for the actions of the Chair

2.2 The Chair of the Committee and in their absence the Committee member appointed to chair a meeting of the Committee is responsible for the smooth running of the Committee meetings.

This includes:

- agreeing the agenda for each meeting with the Principal Adviser;
- ensuring that the meeting runs to time and that adequate time is allocated for each item;
- encouraging contributions and questions where appropriate from all members of the Committee;
- ensuring that the resolutions identified in the papers are tabled and dealt with;
- reporting to the Board on any matter that requires to be referred for their attention;
- ensuring that all Committee members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- ensuring that all delegated authorities are monitored, and reporting arrangements are implemented effectively
- presenting periodic and annual reports on the Committee's activities to the Board; and
- signing approved minutes as set out in SO 56.

3. Monitoring and Review

3.1 This role description was approved by the Association's Board on 4 February 2025. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Board every two years or earlier in line with legislative or regulatory changes or good practice guidance.

Appendix 3B - Procedure for the election of the Office Bearers

(see also SO 14)

1. At the first item of business at the first Board Meeting following each Annual General Meeting there will be elections of the Office Bearers (see also SO 14). There may be a need to elect an Office Bearer outwith the normal annual cycle, in which case this procedure should still be followed.
2. The election of the Chair of the Board of ng homes will be completed first, followed by the election of the Vice Chair. The process will be exactly the same for each position. Following these elections, the Chairs of each of the Committees will be elected.
3. Elected Board members and Board members who have filled a casual vacancy are eligible for nomination to an office-bearer's role. Nominations must be made by another Board Member. Self-nominations are not permitted. Nominations must be seconded by one other Board Member, having first obtained the prospective nominee's consent. Nominations must be submitted to the Secretary not less than fourteen days before the first Board meeting following the AGM. All nominations should be accompanied by signed confirmation from the nominee of their willingness to stand for election to the office-bearing role, together with a statement of their relevant knowledge and experience.
4. Nominators and their seconders should consider the skills, knowledge and experience identified in the relevant role description (and, in the case of nominations for Committee chairs, the remit of the relevant Committee) alongside those of a potential nominee before making or seconding a nomination.
5. All nominations and supporting statements will be circulated to all Board members eligible to vote not less than seven days before the Board meeting at which the elections are to be conducted. In the event that only one nomination for a position is received, the person nominated will be declared appointed. Only if there are no nominations in advance of the Board meeting, can nominations be taken at the meeting. A supporting statement from the Member wishing to stand should be given verbally.
6. In the event of two or more nominations for the same position, there will be an election by secret ballot at the Board Meeting, which will be conducted in accordance with SO 55.
7. The voting system will be by exhaustive ballot; that is, if no candidate has a majority of the votes cast on the first ballot, the nominee with the least number of votes will be eliminated. A second ballot will then be conducted and repeated as necessary until one nominee receives a simple majority of the votes cast. Where there is a tied vote, the following will apply:
 - 7.1 where there is a tied vote it will be decided by means of a

separate ballot; and

- 7.2 where there is a tied vote after a separate ballot, the successful candidate will be decided by the cutting of cards.

Appendix 4 – Board Agenda Template



AGENDA

Meeting: Board Meeting

Invitees Board

Location:

Date

Time

**Please submit any apologies to
Email:**

Telephone:




	Agenda	Paper	Lead Officer	Page Number
1.	Apologies			
2.	Declaration of Interest and Attendance			
3.	Minutes of the previous meeting			
	i) Matters Arising			
4.	For Approval			
a.				
b.				
c.				
5.	For Ratification			
a.				
6.	Chief Executive's Update			
7.	Chairs' Remarks			
8.	Delegates Feedback			
9.	For Noting			
a.				
b.				
c.				

10.	Minutes of Subsidiaries / Committees			
a.				
b.				
c.				
11.	AOCB			
12.	Date of Next Meeting -			

Enclosures

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Key for Colour Coding in Reports

-  Highlighting Good Performance
-  Requires Close Monitoring
-  Requires Urgent Attention

Appendix 5 – Meeting Etiquette

Before the Meeting

- The Chair / organiser to create an agenda (in a timely manner) and share it with all participants; include the purpose of the meeting within the invite and detail any preparation required
- The Chair / organiser to give notice of meetings, where appropriate e.g. being mindful of holidays, availability etc. and detail the type of meeting e.g. in-person, remote or hybrid
- Participants to confirm their attendance / apologies in advance to the Chair / organiser (For staff; provide the reason for your apologies and where appropriate identify and brief a replacement to represent you)
- Notify the Chair / organiser if you are going to be late or need to leave early
- The meeting organiser should arrange for technology to be set-up and tested before the meeting
- Everyone should be prepared; Read your papers/reports and submit any questions in advance, if possible

Meeting Rules / Conduct

- Be on time (if you are held up unavoidably notify the Chair as soon as possible)
- The Chair should clarify the purpose of the meeting at the outset
- Mobiles phones should be off/on silent (Unless agreed with the Chair e.g. in case of emergencies.) Advise the Chair if you're expecting a business or personal call during the meeting that you need to take
- Include those who have joined remotely; cameras to be kept on at all times (unless agreed otherwise) and microphones on mute when not speaking
- Respect the Chair and their control over the meeting, always act in a courteous and business-like manner This is detailed in the Association's Standing Orders (Conduct of Meetings; Standing Orders 36–42)
- Speak through the Chair; raise your hand to speak (for remote and hybrid meetings use the virtual hand)
- Contribute; be open and honest – don't be afraid to speak up
- Ask appropriate questions at the relevant time; seek clarity if you're unsure
- Speak confidently and clearly, be concise and avoid using jargon;
- Don't have separate conversations and don't speak over others; no-one should monopolise the meeting
- Dress appropriately (staff
- Don't eat during meetings (including remote meetings) unless agreed e.g. lunchtime or evening meetings or where food is provided
- Tidy-up after meetings

Process / Action

- Practice good time management; Follow the agenda and stick to the schedule
- Achieve your aims - Identify and record clear action points with responsibility and deadlines; share the load
- Respect and own collective decisions
- Fully consider/evaluate all options
- Seek solutions / positive outcomes

Behaviours / Attitude

- Have a positive, supportive attitude
- Be aware of your body language
- Practice active listening
- Respect and consider different viewpoints and opinions
- Challenge respectfully and be open to challenge