Remit and Authority of Yorkhill Housing Association's Committee of Management

Objectives

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

Reference Sources

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

Section 1 – Constitutional Obligations

1.1 The Management Committee is bound to comply with all provisions of the Rule Model most recently adopted by the Association's membership

1.2 The Management Committee must comprise between 7 and 15 elected members (**Rule 37.1**)

1.3 The Management Committee may co-opt additional members as long as the number of co-optees does not exceed one third of the number of elected members. (**Rules 42.1, 42.3**)

1.4 Co-opted members do not count towards a quorum, and may not vote on membership policy issues, nor participate in the election of office Bearers (**Rule 42.2**)

1.5 A minimum of one third of elected committee members must retire from office prior to the annual election of the Management Committee. Such retiring members may stand for re-election (**Rule 39.1**)

1.6 The Management Committee will establish a rota based on length of service to meet the provisions of Rule 39.1 to ensure that in the absence of voluntary retirals, there is a fair system of selection (**Rule 39.2**)

1.7 The Management Committee can fill a casual vacancy arising if an elected member leaves between elections. Members so appointed are full committee members until the Annual General Meeting when

they are required to stand down and then seek formal election if they wish to do so. (**Rule 39.1**)

1.8 A Committee member will cease to be a Committee member if they resign their position in writing, or if they miss four consecutive Management Committee meetings without a previously granted special leave of absence either at the member's request or exercised through Committee discretion. **[note that submitting apologies will still count towards the number of missed meetings] (Rules 44.1 and 44.3 respectively**)

1.9 A Committee Member **must** leave the Committee if the majority of the the members voting at a general meeting decide this. The members will then elect someone to take his/her place. If a replacement is not elected at the general meeting, the Committee may appoint another Committee Member. (**Rule 44.4**)

1.10 A Committee Member **must** leave the Committee if a majority of the remaining Committee Members vote in favour of this at a special meeting of the Committee convened for this purpose. The vote must relate to one of the following issues:

- *failure to perform to the published standards laid down by SFHA/SHR adopted and operated by the Association* (**Rule 44.5.1**)
- *failure to sign or failure to comply with the Association's Code of Conduct for Committee Members* (**Rule 44.5.2**)
- *a breach of the Association's Rules, Standing Orders or other policy requirements* (**Rule 44.5.3**)

1.11 Under **Rules 43.1.1 - 43.1.11**, a member of the Management Committee **must** resign under any of the following circumstances:

- *He/she becomes bankrupt or subject to sequestration proceedings*
- *He/she cannot attend meetings for the next twelve months due to illness*
- *He/she has an unspent conviction involving dishonesty*
- *He/she is a party to any legal proceedings by or against the Association*
- *He/she will be away from home for twelve months and be unable to attend meetings*
- *He/she has been removed from the committee of another RSL by the Scottish Housing Regulator*
- *He/she has been removed from a charity or another Registered Social Landlord during the last five years*
- *a Disqualification Order has been made against him/her under the Company Directors' Disqualification Act 1986*

1.12 A Management Committee member must not have any financial

interest in any profit-making company used by the Association . No financial payment can be made to a Management Committee member with the exception of genuine out of pocket expenses as described in the Committee Members' Expenses Policy. (**Rule 38.1**)

1.13 If a committee member has any interest in a contract, transaction or business matter to be discussed at a meeting, he/she must declare the interest and leave the meeting for the duration of the discussion. The member will not be allowed to vote on any matters relating to the issue for which they have a conflict of interest. If the member inadvertently remains in the meeting, their vote will not count towards the total. (**Rule 38.2**)

1.14 On an annual basis, Committee members must formally declare any external interests which could conflict with their ability to conduct their Committee affairs with integrity and transparency. (**Rule 38.2**)

1.15 The minimum requirement for a quorum is four elected members (**Rule 48**)

Section 2 Standing Orders

2.1 Election of Office Bearers

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

Office bearers shall be:

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

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

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

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

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

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

2.2 Frequency of Meetings

The Management Committee will meet no less than nine times a year and will agree a schedule of meetings at the first meeting of the committee following the AGM. Meetings may be held in person, remotely or by a combination in accordance with the majority wish of members.

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

There will normally be no Management Committee meeting in July or January. An additional meeting may be called in September of each year, specially convened to consider any nominations for the Committee ahead of the Annual General Meeting.

2.3 Administration Arrangements

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

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

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

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

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

2.4 Conduct at Meetings

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

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

Decisions taken by the Management Committee will be by a majority of

members present. All members are bound by all decisions taken in accordance with proper procedures.

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

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

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

Votes cannot be taken on resolutions which conflict with any provisions of the Rules or the law. (**Rule 28**)

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

2.5 Quorum / Adjourned Meetings

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

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

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

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

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

2.6 Sub Committees and Working Groups

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

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

The Management Committee may establish temporary or thematic working groups to explore specific matters in greater detail, including emerging priorities, complex issues, or strategic opportunities. These groups will operate under a clearly defined remit and delegated authority approved by the Committee. Membership may include elected Committee members, co-opted members (where appropriate), and relevant staff. All findings and recommendations must be reported back to the full Committee for consideration and decision-making.

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

2.7 Committee Servicing

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

Senior Staff will attend as required.

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

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

2.8 Duration of Meetings

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

Section 3 – Responsibilities

The Management Committee's core responsibilities are:

- **Strategic Oversight**: Define, monitor and maintain overall control of the Association's strategic direction and objectives, ensuring alignment with stakeholder needs and organisational goals.
- **Governance and Compliance**: Ensure adherence to legal, regulatory and constitutional requirements, maintaining the integrity and reputation of the Association.
- **Performance Monitoring**: Establish and review key performance metrics across all business activities, ensuring effective outcomes and continuous improvement.
- **Stakeholder Accountability**: Maintain transparency and accountability to residents, members, regulators, and other stakeholders

3.1 Control

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

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

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

All delegated authority should be clearly documented.

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

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

Remits and delegated authorities are included within Standing Orders.

3.2 Compliance with legal requirements

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

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

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

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

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

3.3 Strategic and Financial Planning

The Management Committee is responsible for setting, approving, reviewing and ensuring alignment with organisational, strategic and financial objectives based on the Association's short-, medium- and long-term goals. Business activities will be monitored to ensure these objectives are achieved. Detailed plans will be prepared by appropriate staff and presented for consideration or approval.

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

In conjunction with senior staff, the Management Committee will ensure that the organisation reviews performance, strategic risks and objectives annually. Strategies for short-, medium- and long-term periods will be agreed and included within the organisation's business plans.

Given that Committee's role is strategic in nature, they will annually approve both the Budget and Budget Review and the Five Year Financial Plans to ensure that strategies and objectives are financially viable.

Additionally, the Association's Loan Portfolio Returns will be seen by the Committee for approval before submission to the Regulator by senior staff.

Committee will also approve the Association's Strategic Business Plan, which will articulate in detail the key objectives of the Association and evaluate other risks, opportunities and threats to these objectives being achieved. This will be renewed on a 3-year cycle.

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

3.4 Strategic Risk Management

The Committee will adopt a proactive and strategic approach to risk management, ensuring the Association's long-term sustainability and resilience. Committee will focus on identifying and assessing risks that could impact the achievement of strategic objectives, while ensuring that effective mitigation measures are in place.

Key elements of Risk Management responsibilities will include:

- Risk Identification: Based on information provided by appropriate staff, regularly assess internal and external factors that could pose risks to the Association's strategic goals, including financial, operational, regulatory, reputational, and environmental risks.

- Risk Assessment: Evaluate the likelihood and potential impact of identified risks, prioritising those that could significantly affect the Association's ability to achieve its goals.

- Mitigation Strategies: Ensure that senior staff develop and implement robust strategies to minimise or eliminate risks, including contingency planning and compliance measures.

- Monitoring and Reporting: Establish clear processes for ongoing risk monitoring and reporting to the Committee, ensuring timely updates and informed decision-making.

- Accountability: Assign responsibility for specific risk areas to senior staff, sub-committees, or working groups, while retaining strategic oversight at the Committee level.

- Annual Risk Review: Reviews of the Strategic Risk Register to ensure it remains effective and aligned with the Association's evolving priorities and external environment.

3.5 Strategic Performance Monitoring

The Committee will ensure effective performance outcomes across all business activities through a structured approach to monitoring and evaluating operations, ensuring alignment with strategic objectives.

Key elements of the Performance monitoring approach will include:

- Defining measurable Key Performance Indicators across critical areas such as housing management, property maintenance, financial performance, resident satisfaction, and regulatory compliance.
- Regular Monitoring: Establish processes for the ongoing collection and analysis of performance data to track progress against strategic and operational goals.
- Benchmarking: Compare the Association's performance against industry standards and peer organisations to identify areas for improvement and best practices.
- Resident Feedback: Incorporate resident input such as survey responses and complaints data to ensure services meet community needs.
- Compliance Metrics: Monitor adherence to legal, regulatory, and financial standards, including submission deadlines and audit outcomes.
- Continuous Improvement: Use performance data to identify gaps and required corrective actions across the Association's operations.

3.6 Reputational Management

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

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

The Management Committee will establish and review regularly:

- A Governing Body Code of Conduct
- A Staff Code of Conduct
- A policy on Conflicts of Interest
- A policy on Committee Members' expenses
- A policy on Gifts and Hospitality

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

3.7 Accountability

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

3.7.1 Membership

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

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

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

- Open and fair elections of its membership
- Arrangements for the Annual General Meeting and any other General Meetings that may be required
- Selection of the external auditors for recommendation to the membership
- Approval of the Annual Accounts

3.7.2 Residents and Service Delivery

The Management Committee will ensure that residents receive the best service possible within available resources and will be responsible for monitoring residents satisfaction and ensuring the services delivered align with strategic goals. Operational policies and procedures will be developed and implemented by senior staff with Committee oversight.

In addition, Committee will ensure there are adequate measures in place to facilitate resident participation, complaints procedures and customer care and engagement strategies – all of which should be followed and complied with.

Similarly for prospective customers and housing applicants, Committee will ensure that a suitable, needs-based and non-discriminatory Allocations Policy is adopted and implemented

3.7.3 Scottish Housing Regulator

As part of ensuring the Association's compliance with legal and regulatory obligations and performance standards, the Management Committee will ensure:

- The timeous and accurate submission of required financial returns
- Approval and timeous submission of the Annual Charter Return
- The annual submission of a signed Assurance Statement
- Compliance with all Performance Standards
- A considered response to all audit reports with action proposals where appropriate

3.7.4 Financial Conduct Authority

The Management Committee will ensure:

a) Timeous and accurate submission of required returns

b) Preparation of Annual Accounts in accordance with the Statement of Recommended Practice

c) Presentation of Annual Accounts to membership at AGM

3.7.5 Employees

The Management Committee is responsible for:

- Approval of the organisation's staffing structure
- Implementation of the EVH Employment Conditions of Service
- Compliance with all relevant employment legislation
- Regular review of a non-discriminatory recruitment policy

- Regular review of staff appraisal procedures
- Arranging the Chief Executive's annual appraisal
- Regular review of the Training Policy
- The Health, Safety and Welfare of all employees

3.8 Business Performance

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

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

3.8.1 Housing Management

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

The Management Committee will set and review policies for housing management, ensuring they align with strategic objectives. Operational decisions will be delegated to senior staff, with regular performance reports provided to the Committee.

3.8.2 Property Management and Maintenance

The Management Committee will define strategic priorities for property management and maintenance. Operational tasks, including contractor approvals and tendering, will be delegated to senior staff, with periodic updates provided to the Committee. Through their approval of budgets however, they will have high-level oversight on maintenance budgets for capital and investment programmes.

Given the Association's significant Factoring commitment, especially in comparison to the number of properties for which it acts as a Registered Social Landlord, the Management Committee shall ensure that the interests of tenants are not compromised due to non-payment by factoring customers. In circumstances where shared repair costs are not met by owners, the Committee must ensure that tenants continue to receive necessary services and that any financial shortfall is managed in a way that does not disadvantage tenants. Strategic oversight must include contingency planning and proactive debt recovery measures to mitigate risks associated with factoring arrears.

3.8.3 Finance

- Annual Budget and mid-year review
- Response to External Audit Management Letter
- Appointment of internal and external auditors
- Borrowing and investment

3.8.4 Development Activity

The Management Committee will oversee the strategic direction of development activities, ensuring alignment with organisational objectives. Operational responsibilities, such as contractor approvals and tendering, will be delegated to senior staff.

3.8.5 General

The Management Committee will provide strategic oversight for IT, legal and equal opportunities compliance. Furthermore, the Committee will conduct the appointment and review of audit services, legal advisors or consultants and will have full approval on constitutional amendments or issues. Operational implementation will be delegated to senior staff, with regular updates provided to the Committee.
