

Standing Orders

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Version Control

Date	Owner	Version	Reason for Change
June 25	CEO	6.0	Cyclical Review

Summary of Changes

Section	Change
All	Updated the names of the old sub committees with the new sub committees.
1.6	Updated changes to the titles of the SHR Regulatory Standards and added in the new seventh Regulatory Standard.
2.1	Changed the Audit subcommittee and the Finance subcommittee to the Audit Finance and Risk Committee and the Business Performance and Compliance Committee.
3.1	Ark approach to recruiting and appointing new Board members updated.
3.4	Updated to reflect the change in the Rules on what constitutes a Board Members attendance at a meeting (can join remotely).
5.16	Updated to reflect the Board has considered potential impacts on people with protected characteristics.

Appendix 3	Deletion of the Audit Sub Committee Remit, replaced by the Audit, Finance and Risk Committee Remit
Appendix 4	Deletion of the Finance Sub Committee Remit, replaced by the Business Performance and Compliance Committee Remit
Appendix 6	LT Remit updated
Appendix 7	Scheme of Delegation, added in new role of Director of Workforce Strategy and Business Transformation
Appendix 8	Added in Scheme of Financial Delegation

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1.0 Introduction

The Association's authority to establish a Board of Management and Sub-Committees is contained in sections 37 and 58 of the [Association's Rules](#).

These Standing Orders describe the current Board of Management and Sub-Committee structure, Board proceedings and responsibilities, and the delegated powers to Office Bearers and senior staff.

The Standing Orders set out the guidelines for the conduct of the Association's business in accordance with its Rules. They provide an agreed framework within which authorised decisions may be taken so that the Association's aims and objectives can be met.

Nothing in these Standing Orders will allow, or be understood as allowing, the Board of Management, any Sub-Committee, any Board Member or any member of staff of the Association to act in contravention of the Association's Rules or any current statutory obligations that apply to the Association.

In these Standing Orders the words and expressions listed below shall have the following meanings:

'Association'	- Ark Housing Association Ltd.
'Board'	- the Board of Management of Ark Housing Association.
'Board Members'	- persons elected or co-opted to the Board.
'Delegated'	- remitted with power to exercise on behalf of the remitting body the function specified in the remit, to the same extent as the remitting body has the power to exercise such functions.
'Referred'	- remitted for consideration and reporting back to the remitting body, without powers to exercise any functions on behalf of the remitting body.
'Ratified'	- retrospective approval given to a decision, at a Board or Sub-Committee meeting that is held on a date after the decision has been made, by an individual or Committee with the required authority under the Scheme of Delegation.
'RSL'	- Registered Social Landlord (such as the Association).
'Group'	- The Association and its subsidiaries.

1.1 Legal & Regulatory Framework

These Standing Orders comply with the Scottish Housing Regulator Regulatory Standards of Performance and Financial Management.

Standard 1:	The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.
Standard 2:	The RSL is open about and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these priorities.
Standard 3:	The RSL manages its resources to ensure its financial well-being, while maintaining rents at a level that tenants can afford to pay.
Standard 4:	The governing body bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation's purpose.
Standard 5:	The RSL conducts its affairs with honesty and integrity.
Standard 6:	The governing body and senior officers have the skills and knowledge they need to be effective.
Standard 7:	The RSL ensures that any organisational changes or disposals it makes safeguard the interests of, and benefit, current and future tenants

2.0 Scope

These Standing Orders are for the Board of Management & Sub-Committees including remits and delegated powers to office bearers and senior staff.

3.0 Roles & Responsibilities

Committee structure & remits

The current committee structure consists of the Board of Management and the following Standing Sub-Committees:

- Executive Sub-Committee (see Appendix 2)
- Audit, Finance and Risk Sub-Committee (see Appendix 3)
- Business Performance and Compliance Sub-Committee (see Appendix 4)

The Board of Management may also from time to time establish Special Sub-committees

or Working Groups to carry out such functions as may be delegated or referred to them, normally within a specified timescale.

Any decision to:

- establish a Sub-Committee or Working Group;
- set a Sub-Committee or Working Group's initial membership, remit and delegated powers;
- amend a Sub-Committee or Working Group's remit and/or delegated powers;
- cease the meetings of a Sub-Committee or Working Group, either temporarily or permanently;

will be made at a quorate meeting of the Board of Management by a majority vote of those present and entitled to vote.

The remits for the Board of Management and each Standing Sub-Committee are detailed in Appendices 1 to 4 attached.

The remit for each Special Sub-Committee or Working Group will be agreed by the Board of Management at the time the Sub-Committee or Working Group is set up. Special Sub-Committees and Working Groups will be subject to these Standing Orders.

The Board of Management may at any time consider any matter which has been referred to a Sub-Committee or Working Group, whether or not a report from the Sub-Committee or Group on that particular matter has been submitted to them.

4.0 Related Policies, Procedures & Documentation

[Ark's Vision, Mission & Values](#)

FO4 Scheme of Financial Delegation
G01 Board Members Code of Governance
G02 Board Members Code of Conduct
G04 Membership of the Association
G05 Recruitment of Board Members
G07 Board Members Training and Development
G08 Risk Management
G09 Business Continuity
G11/G11a Entitlements, Payments & Benefits
G12 Complaints
G13 Openness and Confidentiality
G15 Computer System, Security, Email and Internet
G16 Signing and Witnessing of Documents
G18 Insurance Claims
G20 Fraud
G24 Data Protection
G32 Unacceptable Actions

G42 Board Members Training
G43 Board members Expenses
HS01 Health and Safety
Ark's [Rules](#).

5.0 Standing Orders

Membership, Meetings and Quorums

5.1 Board of Management Membership

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

Ark's approach to appointing Board Members is via a thorough and robust recruitment process and is in line with policy GO5, Recruitment of Board Members Policy. Once an individual successfully comes through the recruitment process for a Board position, they are proposed as new Board Members to the Board of Management and if accepted they may be co-opted to the Board prior to being confirmed as new Board Members at the Annual General Meeting. The recruitment and election procedures are explained in the information sent to every member before each AGM.

If vacancies remain after the AGM, or if an elected Board member resigns between AGMs, the Board of Management may co-opt individuals, whether Association members or not, to bring the Board membership up to maximum of 15 and/or to bring particular skills or professional experience to the Board. Co-opted members will not form more than one-third of the Board membership at any time. Co-opted members may serve until the next AGM, or until removed by the Board of Management, if sooner. At the next AGM, Co-opted members will stand down, but they will be eligible for nomination and election as a full Board member if they are an Association member.

Co-opted members will not form part of a quorum. They may participate in, and vote on, all the business of the Board, except for matters directly related to the Association's Rules, membership of the Association, or the election of Officer Bearers.

The Association's Rules describe the circumstances under which:

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

5.2 Sub Committee Membership

Each Sub-Committee will have a minimum of three and a maximum of six members. Co-opted Board members may be members of a Sub-Committee, but they must not exceed one-third of the Sub-Committee membership at any time.

Members of the Standing Sub-Committees will be appointed by the Board of Management at the first business meeting following each AGM and will serve for a year until the next AGM. The membership of any Special Sub-Committee that has been set up for a defined timescale that continues past the date of a particular AGM will be confirmed at the business meeting following that AGM.

Appointments will normally be achieved in discussion with the Chair of the Board and by Board members indicating their preference(s) for Sub-Committee membership. A Board member may not be a member of more than two Sub-Committees, unless the Board of Management agrees otherwise.

The Chair of the Board of Management will not be a member of the Audit, Finance and Risk Sub-Committee, but may be a member of, and may chair, any other Sub-Committee.

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

In the event that a vacancy arises on a Sub-Committee between AGMs, for example through the resignation of a Board/ Sub-Committee Member, the Board will, if necessary to support the efficient management of that Sub-Committee, appoint a new member to the Sub-Committee at the first business meeting following that vacancy arising. The mechanism for such appointment will be as set out above.

5.3 Frequency of meetings

The Board of Management will meet at least six times in each calendar year, normally on a Thursday. No meetings will be held on a Bank or Public Holiday. The meeting dates for each calendar year will be agreed at the first business meeting following each AGM. Where necessary dates may be altered, by arrangement between the Chair and the Secretary (Chief Executive).

A special meeting of the Board of Management may be called by a notice in writing given to the Secretary by the Chair, or by any two other Board members. The notice must specify the business to be transacted at the meeting. The arrangements for holding any special meeting is specified in the Association's Rules.

The frequency of Standing Sub-Committee meetings will normally be as follows:

- Executive - as required
- Audit, Finance and Risk - at least four times each year

- Business Performance and Compliance - at least four times each year

Additional meetings of the Board of Management or of any Standing Sub-Committee may be held if required by the level of business to be considered.

5.4 Quorums

The quorum for a Board of Management meeting will be four elected members (i.e. **not** including any co-optees present).

The quorum for the Audit, Finance and Risk Sub-Committee will be three elected members (i.e. **not** including any co-optees present).

The quorum for the Business Performance and Compliance Sub-Committee will be three elected members (i.e. **not** including any co-optees present).

Any meeting can take place in any manner which permits those attending to hear and comment on the proceedings, Board members will be regarded as being present and will count towards the quorum.

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

- a) the next meeting of the Board of Management or Sub-Committee due to be held

OR

- b) if there are matters requiring a decision before the date of the next scheduled meeting, to the same day in the next week at the same time, subject to sufficient elected members to form a quorum being able to attend.

In very exceptional circumstances, where there is no quorum and a decision on a particular matter is required that day, the Board of Management Chair (failing whom the Depute Chair), or the Sub-Committee Chair, may take the required decision, exercising their powers under the Scheme of Delegation (see Appendix 7). Any such decision will be ratified at the next meeting of the Board of Management or relevant Sub-Committee; whichever is held first.

5.5 Email Decisions

The Board and Sub-Committees may take decisions by exchange of e-mails, subject to the general provisions on approvals, decisions and quorums; with the number counting towards the quorum being the number of members commenting on the decision.

Office bearers and Sub-Committee Chairs

5.6 Office Bearers

The Association's Office Bearers are the Chair, Depute Chair and Secretary. The Chair and Depute Chair must be elected members of the Board of Management. The duties of the Secretary are delegated to the Chief Executive.

The role and responsibilities of the Chair, Depute Chair and Secretary are detailed in Appendices 3, 4 and 5 to the Code of Governance for Board of Management Members.

The Chair and Depute Chair will be elected by the Board at a specially convened meeting immediately following each AGM. They will serve until the next AGM unless in the meantime they cease to be a member of the Board (see Appendix 9 for details of the election process).

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

A Board member may be elected as Chair for a maximum of five consecutive years and at the end of five years will not be eligible for election as Chair for a further period of one year but will be eligible for election as Depute Chair.

A Board member may be elected as Depute Chair for a maximum of five consecutive years. At the end of five years, they will not be eligible for election to that post for a further period of one year but will be eligible for election as Chair.

5.7 Sub-Committee Chairs

At the first Board meeting following each AGM, Sub-Committee Chairs will be appointed. Co-opted members may not be appointed as Chair. Each Chair will serve until the next AGM.

In the event that a Sub-Committee Chair vacancy arises between AGMs, for example through the resignation of a Sub-Committee Chair from the Board, the Board will appoint a new Sub-Committee Chair at the first business meeting following that resignation. The mechanism for such appointment will be as set out above.

A Board member may be elected as Chair of a Sub-Committee for a maximum of five consecutive years. At the end of five years, they will not be eligible for election as Chair of that Sub-Committee for a further period of one year. Thereafter they may again be elected as Sub-Committee Chair.

Conduct of Board/Sub Committee Business

5.8 Agenda and Papers

The Chief Executive or appropriate Director/Officer will agree the composition of each agenda with the appropriate Chair and thereafter will ensure that the agenda and papers for each meeting are issued to all Board or Sub-Committee members at least 7 clear days before the date of the meeting.

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

5.9 Late Papers and Any Other Business

The circulation or tabling of 'late' papers will not normally be permitted and normally no business other than that on the agenda will be considered at each meeting.

If a Board member or a member of the Executive Team wishes to raise an item of business that is not on the agenda, normally under the heading of 'any other business', the item will only be added if the proposal is accepted by the Chair.

Items of serious or very urgent business will automatically be added to the agenda, with Chair ruling if an item is serious or very urgent in case of dispute.

5.10 Chairing Board of Management meetings

The Association's Chair will normally chair Board of Management meetings, unless they are absent or not able to participate in a particular discussion due to a declaration of interest. In the absence of the Chair, the Deputy Chair will chair the meeting, or take the chair for a particular item.

If the Deputy Chair is also absent, or is also unable to chair a particular item, the remaining elected Committee members will appoint one of their number to chair that meeting or specific item.

Should the Chair arrive after the commencement of a Board meeting at which the Deputy Chair or another Board member has taken the chair, that person will continue to chair the meeting until the agenda item under discussion has been completed and then will hand over to the Chair for the remainder of the meeting.

The main responsibilities of the Chair will be to:

- ensure the orderly and efficient conduct of business;
- decide all matters of order, competency and relevancy;
- ensure that every Board member has the opportunity to express their opinions and views on each item and that they are given a fair hearing by the remaining members.

Any decision by the Chair on a matter that is within their competency will be final and will not be open to discussion.

5.11 Chairing Sub Committee Meetings

The same principles as detailed in section 5.10 above will apply to the chairing of Sub-Committee meetings, except that, as there is no Sub-Committee Depute Chair, in the absence of the Chair the remaining elected members will appoint one of their number to chair that meeting.

5.12 Length of meetings

Board and Sub-Committee meetings will not normally continue for more than three hours. At the end of that time the meeting will end unless:

- 1) the Chair proposes that the meeting should continue until either all the business, or the business that needs to be considered that day, has been dealt with, and
- 2) the proposal is seconded by another Board member, and
- 3) the proposal is approved by a simple majority of those present.

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

- a) be closed, with the remaining business being added to the agenda for the next scheduled meeting, if there are no matters requiring a decision before the next scheduled meeting;

OR

- b) be adjourned (see para. 5.13 below) to the same day and time in the following week (or to another day and time agreed by all present) to complete the business, if there are matters requiring a decision before the next scheduled meeting.

5.13 Adjournment of Meetings

A motion to adjourn a meeting may be proposed by the Chair or any Board member at any time and will have precedence over all other motions. The motion will require a seconder.

The motion will not be discussed but will be submitted for a vote immediately. The motion will be approved if a simple majority of those present vote in favour.

Where a meeting is adjourned, those present will agree the date, time and location for the resumed meeting, failing which the Chair will set the date, time and location.

An adjourned meeting will be regarded as a continuation of the original meeting. No business will be dealt with at the additional meeting other than the matters left unfinished at the original meeting. All decisions etc. will be recorded as having been made on the date of the additional meeting.

5.14 Order of Business Alterations and Discussions

Meetings will normally follow the order set out in the agenda. However, the Chair will have

the right to alter the order of business at any stage of the meeting.

If a Board or Sub-Committee member wishes to amend the order of business, they must submit a request at the beginning of the meeting. If the Chair accepts the request the proposal will be put to a vote and will be approved if supported by a simple majority of the members present.

Members will ensure that any questions raised, comments or opinions expressed are directed through the Chair, with the Chair determining the order in which members will speak, if necessary.

5.15 Declaration of Interests

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

Any member who declares an interest will be required to leave the meeting while the matter is discussed and will not be allowed to vote on the matter or to stay in the meeting while any vote on the matter is being held. If that member is inadvertently allowed to stay in the meeting and vote on the matter, their vote will not be counted.

Every declaration of interest will be recorded in the minutes of that meeting and in the Association's Register of Interests.

5.16 Motions and Amendments – Current Agenda

For the majority of items requiring approval, it will be sufficient for the Chair to propose approval without a seconder being necessary.

Where an item of business requires to be proposed and seconded, for example the approval of the previous meeting's minutes, then the Chair or another Board member as appropriate will submit a formal motion which will require to be seconded. The names of the proposer and seconder will be minuted.

Motions will be dealt with as follows:

- a) If the motion does not require discussion the Board/Sub-Committee will proceed to a vote.
- b) If discussion is required, the Chair may ask the proposer to clarify any aspect of the motion before inviting discussion.
- c) Any Board member may propose a counter proposal to a motion under discussion. Any counter proposal must be phrased in terms that amend the original motion. To be considered, the amendment must be seconded.

- d) Where a motion or amendment has been seconded neither the motion nor any amendment may be altered in substance or withdrawn without the consent of the proposer and seconder.
- e) If an amendment to an original motion is proposed and seconded, no further amendments will be proposed until that amendment has been carried or rejected. If it is rejected a further amendment to the original motion may be proposed.
- f) If any amendment to an original motion is carried, then the amended motion will become the motion against which any further amendments may be moved.
- g) A motion for the approval of a minute of a meeting, or of any part of a minute, will be considered as an original motion, and any motion regarding the alteration or rejection of that minute or any part of it will be dealt with as an amendment.
- h) Any motion or amendment that is not seconded will not be put to the meeting and will not be recorded in the minutes.
- i) The Chair will have the right to decide which Board/Sub-Committee members may speak, on the order of speaking, and on the length of time for discussion of the motion and any amendments.
- j) All motions and amendments must be relevant to the subject under discussion. The Chair will have the power to rule out of order any motion or amendment which is, in their opinion, irrelevant or incompetent.
- k) Any Board/Sub-Committee member may ask that their dissent from any motion that has been carried is recorded in the minutes.

5.17 Notice of Motions

Any Board/Sub-Committee member may submit a notice of a motion for consideration at a future meeting.

To be considered, the notice of motion must be in writing and be received by the Secretary at least 14 calendar days before the meeting at which it is to be considered.

If the Board/Sub-Committee member concerned is not present at the meeting at which the motion is due to be submitted, another member may move the motion on their behalf.

5.18 Motions with no notice given

A Board/Sub-Committee member will be permitted to propose during a meeting that, as a matter of urgency, a motion of which no prior notice has been given be considered. To be considered, the motion will require to be seconded.

The Chair will determine whether or not the motion should be discussed before a vote is taken. The motion will be carried if it is supported by not less than two-thirds of those present.

5.19 Alteration or revocation of a previous decision

A Board/Sub-Committee member wishing to amend or revoke a previous decision must

submit a motion in writing to the Secretary for inclusion on the appropriate agenda.

No such motion will be permitted within six months following the date of the original decision, unless at least two-thirds of the members present (who must comprise an overall majority of the total membership of the Board or Sub-Committee) agree that it may be considered.

The only exceptions to the six-month time limit that will **not** require the agreement of two-thirds of the members will be if:

- new legislation, statutory regulations or orders or guidance from the Scottish Government, Scottish Housing Regulator or other statutory agency affecting the decision have been introduced;
- new facts, which the Chair rules are pertinent and which, if they had been known at the time may have resulted in a different decision, have come to light since the original decision.

The alteration or revocation of any decision will not affect or prejudice any proceedings, outcome or liability competently done or undertaken under any such resolution prior to its alteration or revocation.

5.20 Voting

Unless otherwise directed by the Chair, voting will normally be by show of hands. A simple majority of those present and voting will decide the matter, except where the Association's Rules or these Standing Orders require a different majority.

In the event of the votes of Board members being divided equally, the Chair will have a second and deciding vote.

Any Board/Sub-Committee member may propose that a vote be taken by secret ballot. If a simple majority of those present agree, a secret ballot will be held.

Where co-opted members are not permitted to vote on a matter (see section 3.1), they will not be included in any count of those present for determining a majority.

The number of votes cast for or against a motion or an amendment will be recorded in the minutes of the meeting.

Any Board/Sub-Committee member who disagrees with a majority decision may request that their dissent is recorded in the minutes.

5.21 Deputations

Deputations may only be heard by the Board of Management. An application asking the

Board to receive a deputation must be in writing, duly signed, addressed to the Secretary and received at least 3 working days before the meeting at which the subject concerned is to be considered.

Every application must state the subject on which the deputation wishes to be heard and the action (if any) which the deputation proposes the Board should take.

The Board will have the discretion to decide whether or not to hear a deputation. The deputation will be no larger than five persons and the number of those who will be allowed to speak will be no more than two, unless a majority of those Board members present agrees otherwise.

The deputation will be allowed a maximum of ten minutes speaking time, unless a majority of those Board members present agrees otherwise.

Any Board member may ask the members of the deputation any questions that are pertinent to the subject on which they have appeared. No Board member will express an opinion on or discuss the subject on which the deputation has been heard, until the deputation has withdrawn.

5.22 Points of Order

Any Board or Sub-Committee member may raise a point of order at any time during a meeting. All points of order will be decided by the Chair and their ruling will be final. Unless the Chair decides otherwise, no other Board member will be able to speak to the point of order.

5.23 Minutes

The Chief Executive or appropriate Director/Officer will be responsible for ensuring that the business of each Board of Management or Sub-Committee meeting is properly minuted.

Minutes will include:

- the names of Board/Sub-Committee members present, names and titles of staff members and any others present, and the names of any apologies received;
- approval of any additions to the agenda;
- any declarations of interest;
- submission and approval of the minutes of the previous meeting;
- a description of each item of business considered, the major points raised in any discussion (including any relevant comments submitted in advance by any Board/Sub-Committee members unable to be present) and the Board/Sub-Committee's decision or the outcome at the end of each discussion;
- the names of those proposing and seconding any motion or amendment;
- the result of any vote, whether by show of hands or secret ballot;

- the name(s) of anyone who requests that their dissent over a majority decision is recorded;
- a statement declaring that the BOM have considered potential impacts of decisions in relation to people with a protected characteristic.

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

Minutes of Standing or Special Sub-Committees will be submitted to the Board of Management for information only as they will be formally approved at the next meeting of that Sub-Committee.

Minutes may be approved 'subject to' the inclusion of an amendment to correct or clarify a point. Any amendment(s) must be formally proposed, seconded and approved by a majority of the Board/Sub-Committee members present at the previous meeting, prior to the formal adoption of the minutes.

One copy of all Board or Sub-Committee minutes will be signed by the Chair of the meeting at which they are approved.

A member of the Board of Management or of a Sub-Committee, who was not present at the previous meeting of that Board/Sub-Committee, may request clarification of a point recorded in the minutes when they are being submitted for adoption, but may not re-open the discussion on any item where a decision was made at the previous meeting.

A Board member who is not a member of a particular Sub-Committee may request clarification of a point in the Sub-Committee minutes before they are adopted, but may not re-open the discussion on any item, **except where** the Sub-Committee has referred an item to the Board of Management for consideration and/or approval.

5.24 Suspension of Standing Orders

Any Board member may propose a motion that Standing Orders be suspended. To be considered, the motion will require a seconder. The motion will be approved if at least two-thirds of the members present vote in favour.

5.25 Revision of Standing Orders

These Standing Orders may be amended by the Board of Management if the motion to amend or revoke a section is proposed, seconded and supported by at least two-thirds of the Board members present, so long as this number is also an absolute majority of the current Board membership.

5.26 Confidentiality

All matters discussed at Board and Sub-Committee meetings will be regarded by both Board and staff members present as being in strict confidence. Confidentiality regarding one or more items of business may be relaxed if a majority of Board/Sub-Committee members present approve a motion supporting relaxation.

5.27 Board Members Conduct

In conducting the Association's business all Board members will adhere to these Standing Orders, to the Association's Rules and to the Association's Code of Conduct and Code of Governance for Board of Management Members.

As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate code of conduct. Ark's Code of Conduct GO2, is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations, which the Scottish Housing Regulator (SHR) has confirmed fully meets its Regulatory Standards.

The Board of Management and any Sub-Committees will not take a decision that contravenes current legislation, statutory regulations, an approved Code of Practice or the Association's Rules.

6.0 Training & Monitoring Requirements

6.1 Training

Staff will have training appropriate to their needs and to the needs of the organisation. Ark will ensure that relevant employees have an awareness of this policy and receive adequate training to enable them to effectively fulfil their roles and ensure Standing Orders are adhered to at every meeting of the Board of Management, Standing or Special Sub-Committees.

Board members should have a sound working knowledge of the content of this policy and its application to how the Board operates. Ark will ensure that any changes to this policy are clearly explained to the Board, when seeking Board approval for such changes, this will ensure Board members knowledge on this policy is up to date. Board members should seek further guidance from the Chair or the Secretary on any part of this policy should that be necessary.

6.2 Monitoring

The Chief Executive, as Secretary of the Association, together with the Association Chair, is responsible for ensuring that these Standing Orders are adhered to at every meeting of the Board of Management, Standing or Special Sub-Committees.

Appendix 1 – Board of Management Remit

1. Introduction

The Board of Management is responsible for exercising proper control over the Association's and Group activities as efficiently and effectively as possible, in the interests of customers, members, staff, lenders and all other stakeholders, and the wider community.

The Board of Management, where it deems to be relevant, will establish systems of reporting to monitor how the Association and the Group operates within:

- all current legislation, statutory regulations and relevant Codes of Practice;
- its Rules;
- current guidance and requirements issued by the Care Inspectorate, Scottish Social Services Council, Scottish Housing Regulator, Office of the Scottish Charities Regulator and any other public agency that is involved in the Association's activities;
- Performance and compliance standards in Housing.

2. Membership, meetings & quorum

The Board of Management will have a minimum of 7 and a maximum of 15 members. The Committee will meet at least 6 times each year.

The quorum for Board meetings to proceed will be four elected members.

3. Remit

The Board of Management's remit, including its powers under the Rules, acting on behalf and in the interests of the Association as its governing body, is to:

- a) Approve applications for membership of the Association, consider appeals against a decision not to approve an application, and approve the ending of membership;
- b) Determine the Association's aims and objectives, ensuring that these are reviewed at least every three years;
- c) Determine the Association's overall strategy and priorities and ensure that these are updated annually;
- d) Approve the Group's annual overall corporate objectives and priorities;
- e) Determine and safeguard the values and principles through which the Association and the Group carry out their work;
- f) Monitor progress and performance through receipt of regular reports;

- g) Have visibility of Group performance through the corporate objectives progress report and the reports to the Audit, Finance and Risk and Business Performance and Compliance sub committees;
- h) Establish a Sub-Committee structure and Scheme of Delegation appropriate to the Association's and the Group requirements, with clear remits, and review the structure at least every three years;
- i) Approve changes to the Association's overall structure, for example establishing subsidiary companies and/or a group structure;
- j) Buy, sell, build upon, or exchange any land, and accept responsibility for any related contracts and expenses;
- k) Grant heritable securities over any land owned by the Association and floating charges over all or any part of property and assets both present and in future. This includes accepting responsibility for any related expenses;
- l) Decide, monitor and vary the terms and conditions under which property owned by the Association is to be disposed of;
- m) Authorise the use of the Association's Seal and the signing of certain documents;
- n) Approve all Governance policies, and ensure that these are reviewed, updated and amended as necessary on a regular basis;
- o) Approve the Association's and the Group consolidated Business Plan, Budget, Strategy & Development Funding Plan and Annual Accounts;
- p) Monitor the Association's financial position through the receipt of regular reports;
- q) Approve the Association's rent structure, and any amendments to the structure;
- r) Consider the allocation of a tenancy which comes under Ark's Entitlements, Payments and Benefits Policy;
- s) Refund any necessary expenses as are wholly necessary incurred by Board Members in connection with their duties;
- t) Compromise, settle, conduct, enforce or resist either in a Court of law or by arbitration any suit, debt, liability or claim by or against the Association;
- u) Approve the arrangements for and the formal notice calling each AGM;
- v) Agree the terms of engagement and remuneration of anyone employed in connection with the business of the Association and act as employer for anyone employed by the Association;
- w) Receive updates from the Executive Team on donations made to Ark from 3rd parties, in support of our activities.

The Board of Management may delegate authority to consider and/or decide on specific items from the above list to a specific Sub-Committee or to the Executive Team.

4. Attendance by staff

Members of the Executive Team will normally attend Board of Management meetings. Other staff may also be required to attend.

5. Review

The Board of Management will review this remit annually, normally at the first business meeting following each Annual General Meeting.

Appendix 2 – Executive Sub Committee Remit

1. Introduction

The Executive Sub-Committee is subject to the Rules of the Association, to the overall authority of the Board of Management, to the Board's Standing Orders and to all policies approved by the Board of Management.

2. Membership, meetings and quorum

The Executive Sub-Committee will consist of the Association's Chair, Depute Chair and the Chairs of any Standing Sub-Committees currently established. It will have a minimum membership of four members of the Board of Management. The Executive Sub-Committee may when appropriate invite other members of the Board of Management to sit as full voting members of the Sub-Committee.

The Sub-Committee will meet as and when required. The quorum for meetings to proceed will be three elected Board Members.

3. Remit

The Executive Sub-Committee will have delegated authority to:

- a) consider any business and make any decisions on any matter within the powers and remit of the Board of Management, where that business or those decisions are urgent and need to be considered or taken before the next scheduled meeting of the Board of Management;
- b) review in detail drafts of governance documents, for example the Board Members Code of Governance, Code of Conduct, Committee Standing Orders, and submit drafts for approval to the Board of Management;
- c) review those policies that fall to be considered by the Board of Management under its remit and submit final drafts for approval.

4. Reporting

Any decisions taken by the Executive Sub-Committee will be reported to the next meeting of the Board of Management and will require to be ratified by it. Minutes of Sub-Committee meetings will be submitted to the next meeting of the Board of Management.

5. Attendance by staff

The Chief Executive will normally attend Executive Sub-Committee meetings and will act as Secretary to the Sub-Committee. Other staff may also be required to attend.

6. Review

The Board of Management will review this remit annually, normally at the first business meeting following each Annual General Meeting.

Appendix 3 – Audit, Finance & Risk Sub Committee Remit

1. Introduction

The Audit, Finance and Risk Sub-Committee, hereinafter referred to as “the sub-committee” is subject to the Rules of the Association, to the overall authority of the Board of Management, to the Board’s Standing Orders and to all policies approved by the Board of Management.

The sub-committee will carry out the duties delegated to it by the Board of Management as listed at paragraph 5 below within the framework of priorities, programmes and policies agreed by the Board and any specific instructions given by the Board to the sub-committee.

The sub-committee will monitor and review internal and external audit functions; will advise the Board on issues of risk and control and will monitor all aspects of financial management/performance of Ark Group.

The annual report by the sub-committee to the Board will inform the Board’s decision in approving Arks Directors’ Report and Consolidated Financial Statements.

2. Membership & Chair

The sub-committee will have at least four members. The members will be appointed at the first Board meeting following the AGM each year. In the event that a vacancy arises on the sub-committee between AGMs, for example through the resignation of a Board/ sub-committee Member, the Board will, if necessary to support the efficient management of the sub-committee, appoint a new member, as set out at section 3.2 of the Standing Orders. The Chair of the Board of Management will not be eligible to be appointed to the Audit, Finance and Risk Sub-Committee.

3. Quorum

The quorum for meetings to proceed will be three sub-committee members.

4. Meetings

The sub-committee will meet four times per annum.

The sub-committee will meet the Internal and External Auditor for at least part of one meeting in each year without the presence of staff.

5. Delegated Responsibilities

The Audit, Finance and Risk Sub-Committee will have delegated authority to:

- a) Monitor the integrity of Ark's financial statements and any formal announcements relating to its financial performance.
- b) Scrutinise the Annual Report and Statutory Accounts and recommend approval by the Board of Management.
- c) Monitor Ark's financial position through the receipt of regular management reports.
- d) Report to the Board of Management on the organisation's financial position.
- e) Scrutinise the proposals for the 5-year financial plan, including the Annual Budget, Income and Expenditure Account, Balance Sheets and Cashflow Projection and recommend approval by the Board of Management.
- f) Scrutinise and approve the proposed rent level increase for consultation with Ark tenants.
- g) Scrutinise significant business development Business Cases and recommend approval by the Board of Management.
- h) Scrutinise changes to pension arrangements and recommend approval by the Board of Management.
- i) Receive reports on financial and other control systems and bring to the attention of the Board any issues of concern.
- j) Authorise and approve limits for cost overruns on committed capital projects set out within the Scheme of Financial Delegation.
- k) Approve the writing off, of bad debts, beyond levels delegated to the Executive Team set out within Scheme of Financial Delegation.
- l) Monitor the performance and effectiveness of the external and internal audit functions.
- m) Receive and evaluate internal and external audit reports, including the management letter.
- n) Commission special investigations into matters of particular concern relating to internal control, including any arising from 'whistle blowing'.

- o) Recommend to the Board the appointment of Ark's internal and external auditors.
- p) Approve the planned programme of work of the internal and external audit functions.
- q) Approve internal audit reports and agree onward reporting to the Board when necessary.
- r) Monitor and approve the Strategic Risk Register and confirm to the Board the satisfactory operation of the Group's risk management processes.
- s) Receive and scrutinise annual updates on Ark's Business Continuity and Disaster Recovery activities and assure the Board that Ark has effective Business Continuity and Disaster Recovery processes in place.
- t) Monitor the performance and effectiveness of Ark's Health and Safety Management system.
- u) Monitor the effectiveness of agreed actions to successfully manage all Exceptions that are reported to the sub-committee.
- v) Review its own Remit annually and recommend any changes to the Board, and at appropriate intervals evaluate its own performance against these Terms of Reference and best practice.

6. Powers

The Audit, Finance and Risk Sub Committee will have the following powers:

- (a) a right of access to obtain all the information it considers necessary from all departments and organisations within the Group;
- (b) a right to consult directly with the internal and external auditors of both Ark Housing Association and its subsidiaries;
- (c) a right to consult directly with the solicitors of both Ark Housing Association and its subsidiaries;
- (d) a right to require any member of both Ark Housing Association's and its subsidiaries' staff to present evidence to it.

7. Reporting

The sub-committee will present an annual report to the Board and the Boards of the subsidiaries, summarising their findings under any or all aspects of their remit.

The Sub-Committee may submit reports or provide a verbal report to the Board and to the Boards of the subsidiaries at any other time as requested by the Board.

Approved minutes of sub-committee meetings will be submitted to the next meeting of the Board of Management and when relevant to the Boards of the subsidiaries.

8. Attendance by staff

The Executive Team, the Head of Finance and the Head of Compliance and Improvement will normally attend the sub-committee meetings. Other staff may also be required to attend.

The Director of Finance and Digital Improvement will act as Secretary to the sub-committee.

9. Review

The Board of Management will review this remit annually, normally at the first business meeting following each Annual General Meeting.

Appendix 4 – Business Performance and Compliance Sub Committee Remit

1. Introduction

The Business Performance and Compliance Sub-Committee, hereinafter referred to as “the sub-committee” is subject to the Rules of the Association, to the overall authority of the Board of Management, to the Board’s Standing Orders and to all policies approved by the Board of Management.

The sub-committee will carry out the duties delegated to it by the Board of Management as listed at paragraph 5 below within the framework of priorities, programmes and policies agreed by the Board and any specific instructions given by the Board to the sub-committee.

The sub-committee will monitor all aspects of business performance as determined by the Board; will monitor Ark’s compliance with all relevant regulatory frameworks and key areas of governance as determined by the Board.

2. Membership & Chair

The sub-committee will have at least four members who can be counted towards the quorate for meetings. In addition, the committee can have non-quorate members to provide additional expertise and support for the members. The number of non-quorate members shall not exceed two. The members will be appointed at the first Board meeting following the AGM each year. In the event that a vacancy arises on the sub-committee between AGMs, for example through the resignation of a Board/sub-committee Member, the Board will, if necessary to support the efficient management of the sub-committee, appoint a new member, as set out at section 3.2 of the Standing Orders.

3. Quorum

The quorum for meetings to proceed will be three sub-committee members.

4. Meetings

The sub-committee will meet four times per annum.

5. Delegated Responsibilities

The Business Performance and Compliance Sub-Committee will have delegated authority to:

- a) Report to the Board of Management on the organisation’s business performance.

- b) Agree and monitor key business improvement initiatives and report the outcome to the Board.
- c) Monitor the performance and effectiveness of the Care and Support business and associated regulatory responsibilities.
- d) Monitor the performance and effectiveness of the Housing and Asset business and associated regulatory responsibilities.
- e) Monitor the delivery of the property Development programme.
- f) Monitor the compliance assurance reporting schedule.
- g) Monitor Ark's property safety compliance relating to Tenant and Resident Safety, as defined by the Scottish Housing Regulator.
- h) Monitor the performance and effectiveness of Ark's Complaints handling processes.
- i) Monitor compliance with SHR Regulatory Framework and matters of Governance as delegated by the Board of Management.
- j) Monitor the performance and effectiveness of the Policy and Procedure Review Group.
- k) Review its own Remit annually and recommend any changes to the Board, and at appropriate intervals evaluate its own performance against these Terms of Reference and best practice.

6. Powers

The Business Performance and Compliance Sub Committee will have the following powers:

- (a) a right of access to obtain all the information it considers necessary from all departments and organisations within the Group.
- (b) a right to consult directly with the solicitors of both Ark Housing Association and its subsidiaries.
- (c) a right to require any member of both Ark Housing Association's and its subsidiaries' staff to present evidence to it.

7. Reporting

The sub-committee will present an annual report to the Board and the Boards of the subsidiaries, summarising their findings under any or all aspects of their remit.

The Sub-Committee may submit reports or provide a verbal report to the Board and to the Boards of the subsidiaries at any other time as requested by the Board.

Approved minutes of sub-committee meetings will be submitted to the next meeting of the Board of Management and when relevant to the Boards of the subsidiaries.

8. Attendance by staff

The Executive Team, and selected members of the Leadership Team will normally attend the sub-committee meetings. Other staff may also be required to attend.

The Director of Care and Support will act as Secretary to the sub-committee.

9. Review

The Board of Management will review this remit annually, normally at the first business meeting following each Annual General Meeting.

Appendix 5 – Executive Team Remit

1. Introduction

The Executive Team is subject to the Rules of the Association, to the overall authority of the Board of Management, to the Board of Management's Standing Orders and to all policies approved by the Board of Management as they relate to the Association and all its subsidiaries (the Group).

2. Membership, meetings and quorum

The Executive Team (ET) consists of the Chief Executive, the Director of Finance and Digital Improvement, the Director of Workforce Strategy and Business Transformation, the Director of Care and Support and the Director of Development and Customer Experience

The ET will normally meet monthly. Meetings may be held on other days by agreement.

The quorum for a meeting will be 3, with at least one of those members being the CEO. The CEO may appoint another member of the ET to act in their role for the purposes of the meeting going ahead.

3. Remit

The Executive team will exercise leadership within the Group. It will support the Board by leading the development of the Group Strategy and strategic plans, to enable the Board to fulfil its role in setting and agreeing the Group Strategy. The ET will develop the strategic processes that ensure the Group achieves its stated intentions.

The Executive Team will have delegated authority to:

- a) Develop and monitor the Group's Strategic Plan, Corporate Objectives, including performance monitoring and reporting, Business Plan, and Financial Plan, for recommendation and reporting to the Board of Management.
- b) Review the Annual Report, Accounts and Annual Review for recommendation to the Audit, Finance and Risk Sub- Committee.
- c) Develop Due Diligence reports as required and report to the BOM.
- d) Appoint and remove solicitors, surveyors, consultants, managing agents and employees, as required by the Association's business.

- e) Develop and/ or amend staffing structures appropriate to the Association's requirements and set the terms and conditions of employment for all staff, for recommendation to the Board.
- f) Approve business development cases for review by the Audit, Finance and Risk committee for recommendation to the Board.
- g) Propose the agenda for each Board and all Group Subsidiary meetings: consider draft Board, Sub-Committee, and Group Subsidiary meeting papers and reports, ensuring that the required regular reports are uploaded to the Board portal on time according to the current meetings timetable and that decisions are actioned.
- h) Approve and provide oversight of the Operational Risk Management plan.
- i) Review the Group Strategic Risk Register for consideration by the Audit, Finance and Risk Committee.
- j) Approve internal audit reports, for consideration and approval by the Audit, Finance and Risk Committee.
- k) Draft proposals for the content of and arrangements for the Annual General Meeting, Board Strategy Sessions or Board information/training days, for approval by the Board.
- l) Monitor exceptions, complaints, Internal & External Audit actions, H&S Quarterly Reports and refer to the Audit, Finance and Risk Committee, and/or Board of Management as appropriate.
- m) Review applications for membership of the Association for approval by the Board of Management.
- n) Review Governance documents and policies as required, for submission to Executive Sub-Committee and subsequent approval by the Board of Management.
- o) Review and approve forecast amendments and unbudgeted requests within the limits set in FO2 Procurement policy and the Scheme of Financial Delegation (Appendix 8).
- p) Lead and direct day to day operational delivery of Ark, including making decisions that delivers good quality services, ensures the safety of customers and employees; manages risk and protects the reputation of the organisation.
- q) Lead the SHR Regulatory Framework Self-Assessment process and on completion report findings to the Business Performance and Compliance Committee.

r) Submit the Annual Assurance Statement to the Board for approval.

4. Review

The Board of Management will review this remit annually, normally at the first business meeting following each Annual General Meeting.

5. Secretary

The Secretary to the Executive Team is the PA to the CEO.

Appendix 6 – Leadership Team Remit

1. Introduction

The Leadership Team is subject to the Rules of the Association, to the overall authority of the Board of Management, to the Board of Management's Standing Orders and to all policies approved by the Board of Management, as they apply to Ark Housing Association and its subsidiaries ("the Group").

2. Purpose

The Leadership Team provides coordinated operational leadership across Ark, ensuring effective delivery of the Strategic Plan and Corporate Objectives. It acts as the principal forum for:

- Cross-directorate operational decision-making within delegated authority
- Performance, audit, risk, and compliance oversight at operational level
- Escalation of risks, issues, and recommendations to the Executive Team

2.1. Role within Governance Structure

The Leadership Team operates under delegated authority from the Executive Team and supports the Executive Team in discharging its responsibilities to the Board of Management and organisation. The Leadership Team supports in the development and setting of strategy and is also responsible for:

- Implementing and delivery of strategy action plans
- Managing operational performance
- Providing assurance and escalation to the Executive Team

3. Membership, meetings and quorum

The Leadership Team consists of the Assistant Director of Finance & Digital Improvement, Assistant Director of Care and Support, Assistant Director of Governance & Performance, Assistant Director of Housing & Customer Experience, Assistant Director of People & Organisational Development, and the Senior Investment and Sustainability Manager

In attendance will be the Director of People, Performance & Business Transformation who will act as Chair and Secretary to the group and will assign a designated deputy. Other officers may attend meetings by invitation where this supports the discharge of the Team's remit.

Administration of the team will be supported by the PA to the CEO or another People & Organisational Development Admin Support.

The group will normally meet monthly in person. Additional meetings may be held where required to support business needs, decision-making, assurance, or escalation.

The quorum for a meeting will be three members. Neither the Secretary nor attending visitors will form part of the quorate for the meeting.

4. Remit

The Leadership Team is responsible for the effective implementation of Ark's Strategic Business Plan, Corporate Objectives and Financial Plan through coordinated operational leadership across the Group.

The Leadership Team will operate within delegated authority and within approved budgets, policies and procedures. Matters that are strategic in nature, outside approved delegated authority, or which present significant financial, operational, regulatory, compliance or reputational risk, must be escalated to the Executive Team.

The Leadership Team will have delegated authority for:

4.1 Operational Leadership and Delivery

- a) Provide collaborative and coordinated operational leadership across directorates to support effective day-to-day management of the Group's business
- b) Hold operational areas of responsibility to account for delivery of agreed operational plans, priorities, targets, KPI's and performance standards
- c) Identify cross-directorate issues affecting service delivery, performance or organisational effectiveness, and agree corrective actions
- d) Review and refine operational proposals, service improvement actions and business cases before onward submission to the Executive Team, where Executive Team consideration or approval is required

4.2 Financial Oversight and Control

- e) Review and approve forecast amendments and unbudgeted requests within the limits set out in the relevant procurement procedures and the Scheme of Financial Delegation
- f) Monitor income and expenditure against budget through the receipt of regular financial reporting, identify trends, variances or emerging pressures, and ensure that appropriate management actions are taken, in partnership with Finance colleagues

4.3 Performance, Audit, Compliance and Assurance

- g) Ensure that the Leadership Team receives timely and appropriate reports, data and exception information to enable effective oversight, decision-making and escalation

- h) Monitor organisational performance against regulatory requirements, including those of the Scottish Housing Regulator, SSSC and the Care Inspectorate, and oversee progress against agreed actions
- i) Oversee the identification, management and reporting of notifiable events to the Scottish Housing Regulator, Care Inspectorate and other relevant regulatory bodies, ensuring compliance with statutory guidance, regulatory requirements and approved organisational procedures.
- j) Monitor and ensure delivery of management actions arising from the SHR Self-Assessment, internal audit, external audit, regulatory review, inspection, complaints, exceptions and other assurance activity
- k) Review the Organisational Checklist and ensure that statutory, regulatory and other required returns are prepared, reviewed and submitted on time
- l) Review exception reporting and oversee delivery of agreed actions to address control weaknesses, service failures, compliance issues or other matters requiring management attention
- m) Monitor and approve Ark's key operational registers relating to Disposals, Fraud, Entitlements, Payment & Benefits, Seal, Unacceptable Actions/Engagement, Undertaking and Membership.
- n) Monitor progress towards achievement of the Strategic Plan, Business Plan, Corporate Objectives and key operational priorities, and escalate any material underperformance or delivery risk

4.4 Risk Management and Assurance

- o) Develop, maintain, monitor and review the Operational Risk Register, ensuring that mitigating actions, controls and review arrangements are in place and operating effectively
- p) Ensure alignment of the Operational Risk Register with the Strategic Risk Register and contribute to the review of the Strategic Risk Register
- q) Escalate material or emerging risks to the Executive Team where these may affect strategic objectives, compliance obligations, financial sustainability, health and safety, service quality or organisational reputation

4.5 Governance Support and Reporting

- r) Support the preparation of agendas, high-quality papers, reports and assurance for the Executive Team, Board of Management and relevant Committees, ensuring that required information is available in line with the agreed reporting timetable
- s) Ensure that decisions of the Executive Team, Board of Management and relevant Committees are implemented, monitored and tracked within operational areas

4.6 Policies and Procedures

- t) Ensure that policies and procedures within operational areas of responsibility are developed, reviewed and updated in line with the approved review timetable and submitted through the Policy and Procedure Review Group in accordance with the relevant governance procedure

4.7 Workforce Governance

- u) Review workforce requirements within and across directorates, including vacancy, structure and resource pressures
- v) Submit proposals through the Vacancy Review Group and/or the Executive Team in line with approved workforce governance arrangements

4.8 Corporate and Governance Planning

- w) Contribute, as required, to the planning and operational delivery of the Annual General Meeting, Board Strategy Sessions, Board development sessions and other corporate governance events

4.9 Collective and Individual Accountability

Members of the Leadership Team are collectively accountable for decisions taken by the Team and individually accountable for delivery within their respective areas of responsibility.

In discharging this remit, members will:

- Act in the best interests of Ark as a whole
- Provide constructive challenge
- Ensure that significant risks, issues or control concerns are escalated promptly through the appropriate governance route

5. Review

This remit will be reviewed annually by the Executive & Leadership Team and in line with the review process for Ark's Standing Orders, or earlier where required to reflect changes to governance arrangements, organisational structure, delegated authority or regulatory expectations.

6. Secretary

The Secretary to the Leadership Team will be appointed by the Chief Executive and will also serve as Chair of the Leadership Team.

Appendix 7 – Scheme of Delegation to Officer Bearers & Senior Staff

1. INTRODUCTION

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

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

2. OFFICE BEARERS & SUB-COMMITTEE CHAIRS

2.1 Chair

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

In particular the Chair will have delegated authority to:

- sign legal documents on behalf of the Association.
- convene the Executive Sub-Committee to approve items of expenditure costing over the limits specified in Ark's Scheme of Financial Delegation (Appendix 8), which are not included in the current budget, where an urgent decision is required.
- convene the Executive Sub-Committee to approve cost overruns on committed capital projects over 5% of the project value, where an urgent decision is required.
- convene the Executive Sub-Committee to approve the acceptance of a quote or tender above the limit specified in F02a – Procuring Contracts Procedure.

2.2 Depute Chair

In the absence of the Chair, the Depute Chair will have delegated authority, in consultation with the Chief Executive, to take decisions as described in section 2.1 above and to sign legal documents on behalf of the Association. All such decisions will be reported to the next meeting of the Board of Management or appropriate Sub-Committee.

2.3 Sub-Committee Chairs

Sub-Committee Chairs will have delegated authority, in consultation with the Chief Executive and/or relevant Director, to take decisions which relate to the area of responsibility of their Sub-Committee, subject to any such decision being in accordance with the Association's Rules, the specific Sub-Committee remit, and current Association policies. All such decisions will be reported to the next meeting of the relevant Sub-Committee or to the Board of Management, whichever meets first.

2.4 Emergency Arrangements

Where an urgent decision which has a policy implication is required, and when it is not possible to arrange a Board meeting, the Chief Executive will consult with the Chair and Depute Chair, or in the absence of one Office Bearer, with the remaining Office Bearer and a Sub-Committee Chair, and will take a decision which involves the least possible policy commitment on behalf of the Association. Any such decision will be reported to the Board of Management as soon as possible thereafter for ratification.

3.0 SENIOR OFFICERS

3.1 Chief Executive

The Group Chief Executive will have delegated authority to undertake the duties and responsibilities as detailed in their job description, and in the Association's policies and procedures, and in those that pertain to the Group, including the following:

- leading the Executive and Leadership Teams, developing organisational and group strategy and ensuring effective co-ordination of the Association's day-to-day work.
- ensuring the routine day-to-day pursuance of the Association's business in accordance with all current policies and procedures.
- authorising expenditure as provided for in the approved annual budget, all in accordance with the Financial Regulations (F01) and Scheme of Financial Delegation (Appendix 8).
- authorising urgent items of expenditure **not exceeding** the limits specified in Ark's Scheme of Financial Delegation (Appendix 8), in any one case - or such

other sums as may be approved from time to time by the Board - which are **not** included in the annual budget, provided that the purpose of the expenditure is consistent with the Association's policies and that the circumstances are reported to the next meeting of the Board.

- authorising cost overruns on committed capital projects as detailed within the Scheme of Financial Delegation (Appendix 8).
- approving the acceptance of a quotation up to the limit specified in as detailed within the Scheme of Financial Delegation (Appendix 8).
- signing cheques on behalf of the Association.
- appointing replacement staff at level of Director to existing vacancies, including temporary staff where required, and appointing additional staff following Board approval of the post(s).
- taking disciplinary action, hearing appeals and grievances, in accordance with current Association policies.
- acting as Secretary of the Association:
 - ensuring that all Board or Sub-Committee meetings are called appropriately, and that all agendas, papers, reports and minutes are produced and issued in accordance with Standing Orders, to enable the Board and all Sub-Committees to fulfil their remits.
 - supervising the security and use of the Seal.
 - preparing and submitting all necessary reports to the Registrar, Scottish Housing Regulator, Office of the Scottish Charities Regulator, Financial Conduct Authority and other statutory agencies.
 - maintaining the register of Association Members and other registers required under the Rules and current policies.
 - signing specified documents.
 - ensuring compliance with the Rules.
- ensuring the implementation of decisions taken by the Board of Management.
- dealing with the media in connection with any area of the Association's activities, in consultation with the Chair as required.

3.2 Director of Care and Support

The Director of Care and Support will have delegated authority to undertake the duties and responsibilities as detailed in their job description, and in the Association's policies and procedures, including the following:

- the development of organisational and Group strategy; oversight of the performance of all Care and Support Services.
- appointing replacement staff to existing vacancies up to the level of the Leadership Team, including temporary staff, and new staff following budgetary approval of the posts.
- approving alterations to existing staffing establishments to improve service delivery and efficiency, within the overall approved budget.
- taking disciplinary action, hearing appeals and grievances, in accordance with current Association policies.

- authorising appropriate expenditure as provided for in the approved annual budget, all in accordance with the Financial Regulations (F01) and Scheme of Financial Delegation (Appendix 8).
- authorising expenditure of up to the limits as detailed within the Scheme of Financial (Appendix 8), where the item is not included in the current budget.
- approving a quotation for up to the limit as detailed within the Scheme of Financial Delegation (Appendix 8).
- issuing on behalf of the Secretary agendas, reports, minutes and any other information required to the relevant sub-committee to enable them to fulfil their remits.
- ensuring that Board and Sub-Committee decisions are implemented.
- contributing to the development of new policies for PPRG and Board approval and ensuring that existing policies are reviewed according to agreed timescales.
- approval of submissions for business tenders.
- act as Secretary to the Business Performance and Compliance Committee.

3.3 **Director of Finance and Digital Improvement**

The Director of Finance and Digital Improvement will have delegated authority to undertake the duties and responsibilities as detailed in their job description, and in the Association's policies and procedures, including the following:

- the development of organisational and Group strategy; oversight of the performance of the Group Finance, functions.
- appointing replacement staff to existing vacancies up to the level of Leadership Team, including temporary staff, and new staff following budgetary approval of the posts.
- approving alterations to existing staffing establishments to improve service delivery and efficiency, within the overall approved budget.
- taking disciplinary action, hearing appeals and grievances, in accordance with current Association policies.
- authorising appropriate expenditure as provided for in the approved annual budget, all in accordance with the Financial Regulations (F01) and as detailed within the Scheme of Financial Delegation (Appendix 8).
- signing cheques and making payments by Bankline and BACS.
- authorising expenditure of up to the limits as detailed within the Scheme of Financial Delegation (Appendix 8), where the item is not included in the current budget.
- approving a quotation for up to the limit as detailed within the Scheme of Financial Delegation (Appendix 8).
- taking such emergency or short-term action as may be necessary to protect or promote the Group and/or the Association's financial position, reporting as required to the Audit, Finance and Risk Sub-Committee, Subsidiaries or Board of Management.

- issuing on behalf of the Secretary agendas, reports, minutes and any other information required to the relevant sub-committee, to enable them to fulfil their remits.
- ensuring that Board and Sub-Committee decisions are implemented.
- contribute to the development of new policies for PPRG and Board approval and ensuring that existing policies are reviewed according to agreed timescales.
- establishing the requirements for private finance in support of the Association's activities and negotiating on the Association's behalf with potential lenders.
- act as Secretary to the Audit, Finance and Risk Sub-Committee.

3.4 Director of Workforce Strategy and Business Transformation

The Director of Workforce Strategy and Business Transformation will have delegated authority to undertake the duties and responsibilities as detailed in their job description, and in the Association's policies and procedures, including the following:

- the development of organisational and Group strategy and management of the performance of the Association's Organisational Development function.
- appointing replacement staff to existing vacancies up to the level of Executive Team and BoM, including temporary staff, and new staff following budgetary approval of the posts.
- approving alterations to existing staffing establishments to improve service delivery and efficiency, within the overall approved budget.
- Overseeing all disciplinary action, hearing appeals and grievances, in accordance with current Association policies.
- negotiating on general staff terms and conditions, and on specific staff issues, with Trade Union officers, and preparing recommendations for the Board as required.
- authorising appropriate expenditure as provided for in the approved annual budget, all in accordance with the Financial Regulations (F01) and as detailed within the Scheme of Financial Delegation (Appendix 8).
- signing cheques and making payments by Bankline and BACS.
- authorising expenditure of up to the limits as detailed within the Scheme of Financial Delegation (Appendix 8), where the item is not included in the current budget.
- approving a quotation for up to the limit as detailed within the Scheme of Financial Delegation (Appendix 8).
- ensuring that appropriate Board decisions are implemented.

3.5 Director of Development and Customer Experience

The Director of Development and Customer Experience will have delegated authority to undertake the duties and responsibilities as detailed in their job description, and in the Association's policies and procedures, including the following:

- the development of organisational and Group strategy and management of the performance of the Association's Asset Management, Property Development and Housing Services functions.
- appointing replacement staff to existing vacancies up to the level of Leadership Team, including temporary staff, and new staff following budgetary approval of the posts.
- approving alterations to existing staffing establishments to improve service delivery and efficiency, within the overall approved budget.
- taking disciplinary action, hearing appeals and grievances, in accordance with current Association policies.
- authorising appropriate expenditure as provided for in the approved annual budget, all in accordance with the Financial Regulations (F01) and as detailed within the Scheme of Financial Delegation (Appendix 8).
- signing cheques and making payments by Bankline and BACS.
- authorising expenditure of up to the limits as detailed within the Scheme of Financial Delegation (Appendix 8), where the item is not included in the current budget.
- approving a quotation for up to the limit as detailed within the Scheme of Financial Delegation (Appendix 8), ensuring that appropriate Board decisions are implemented.
- co-ordinating the development of new policies for Board approval and ensuring that existing policies are reviewed according to agreed timescales.
- act as Secretary to Ark's Subsidiary Companies, Ark Services Ltd. and Ark Commercial Investment Ltd.

Appendix 8 – Scheme of Financial Delegation

1. INTRODUCTION

The Scheme of Financial Delegation (“the Financial Scheme”) is designed to set out the delegation of financial authority by the Ark Board of Management to the Chief Executive, Executive Team, and employees of Ark Housing Association and its subsidiary companies.

It applies to all third-party expenditure in relation to goods, services and works. This includes purchases for routine supplies and services through to more complex projects for buildings and refurbishments.

It does not cover the setting of the staffing establishment or the incurring of staff costs through the approval to appoint permanent or temporary staff. These are covered by our Financial Regulations [F01] and our policy and procedures on Recruitment and Selection [HR01].

The Financial Scheme documents the delegated financial authority levels for each level of employee and business area. That is, the level of expenditure each can approve without more senior approval.

The provisions of the Financial Scheme are intended to assist in the principle of subsidiarity whereby decisions to incur and approve financial expenditure will be delegated as close to the point of service delivery as is appropriate in the circumstances.

When authorising any expenditure, it is the responsibility of the individual signing any order or invoice to be accountable for that expenditure by confirming that the expenditure is legitimate, justified, and conforms to existing policies and procedures.

All delegated limits should be considered to be inclusive of Value Added Tax (“VAT”). This policy complements Ark’s Procurement policy [F02].

2. DEFINITIONS

2.1 Revenue Expenditure

Revenue expenditure is expenditure incurred in the transacting of normal business operations, as approved by the Board of Management as part of the annual budget.

Revenue expenditure should be made through the purchase requisitioning system wherever possible.

Revenue authorisation limits by department are set out in Section 3 below.

2.2 Capital Expenditure

Capital expenditure relates primarily to the purchase of goods or services which last for more than one financial year, including the capital property investment programme, new build projects, and non-property investment including ICT/Office equipment.

The authority to approve financial commitment refers to projects that have been included in the annual budget and Five-Year Financial Plan, as approved by the Board of Management.

Financial commitments should only be incurred under the terms of a contract which has been previously entered into under Ark's procurement policy and procedures.

Capital authorisation limits by department are set out in Section 3 below.

3. AUTHORISATION LIMITS BY DEPARTMENT

3.1 Care & Support Services

Approver	Revenue	Capital
	£	£
Board of Management	Over 500,000	Over 500,000
Chief Executive	500,000	500,000
Director	100,000	100,000
Assistant Director of Care & Support	25,000	25,000
Regional Manager	10,000	-
Practice Development Manager		
Operations Manager	5,000	-
Care & Support Manager	2,000	-

3.2 Housing Services

Approver	Revenue	Capital
	£	£
Board of Management	Over 500,000	Over 500,000
Chief Executive	500,000	500,000
Director	100,000	100,000
Head of Housing & Customer Experience	25,000	25,000
Housing & Customer Services Manager	10,000	-
Neighbourhood & Partnership Manager		
Housing & Neighbourhood Services Officer	1,000	-
Customer Services Officer		

3.3 Reactive Repair Work Orders

Approver	Revenue	Capital
	£	£
Board of Management	Over 500,000	-
Chief Executive	500,000	-
Director	100,000	-
Head of Housing & Customer Experience	25,000	-
Housing & Customer Services Manager	10,000	-
Neighbourhood & Partnership Manager		

Housing & Neighbourhood Services Officer	1,000	-
Customer Services Officer		
Customer Services Advisor	500	-

3.4 Asset Compliance & Cyclical Work Orders

Approver	Revenue	Capital
	£	£
Board of Management	Over 500,000	-
Chief Executive	500,000	-
Director	100,000	-
Asset & Compliance Manager	25,000	-
Asset Compliance & Contracts Officer	5,000	-
Asset Officer		

3.5 Core Programme Property Investment (including Strategic Asset Management)

Approver	Revenue	Capital
	£	£
Board of Management	-	Over 1,000,000
Chief Executive	-	1,000,000
Director	-	500,000
Asset & Compliance Manager	-	50,000

3.6 New Build Development & Stage 3 Adaptations

Approver	Revenue	Capital
	£	£
Board of Management	-	Over 1,000,000
Chief Executive	-	1,000,000
Director	-	500,000
Development Manager	-	250,000

3.7 Central Overhead Departments

Approver	Revenue	Capital
	£	£
Board of Management	Over 500,000	Over 500,000
Chief Executive	500,000	500,000
Director	100,000	100,000
Head of Department	25,000	25,000
Head Office Manager	10,000	-
Business Partner	5,000	-
Officer	1,000	-

4.0 EXPENDITURE NOT INCLUDED IN THE ANNUAL BUDGET

Where expenditure is unbudgeted, one-off in nature or relates to a capital project (whether for development or otherwise) it will require preparation of a business case, as set out in procedure [G52]. Section 4.1 sets out authorisation limits for unbudgeted expenditure.

4.1 Non-Budgeted Expenditure Limits

Approver	Revenue	Capital
	£	£
Executive Committee or by the Chair/Depute Chair under delegated authority, depending on the urgency of the situation	Over 50,000 per item	
Chief Executive	Up to 50,000 per item, and up to a cumulative total 250,000 per annum	

5.0 Authorisation and Approval Limits for Cost Overruns on Committed Capital Projects

Cost overruns, although unwelcome, are an inherent risk associated with large scale capital projects. Acknowledging this risk, the table below sets out approval limits for authorisation of these additional costs.

5.1 Authorisation and Approval Limits for Cost Overruns on Committed Capital Projects

	% / £
Audit, Finance and Risk Sub-Committee (or the Executive Committee under delegated authority, depending on the urgency of the situation)	Over 15% of project value or £100,000
Chief Executive	Up to 15% of project value or a maximum of £100,000
Director	Up to 5% of project value or a maximum of £50,000

5.2 Authorisation and Approval Limits for Writing off Bad Debts

	% / £
Audit, Finance and Risk Sub-Committee (or the Executive Committee under delegated authority, depending on the urgency of the situation)	Above £10,000
Chief Executive	Up to £10,000
Director	Up to £5,000

Appendix 9 – Election of Office Bearers

1. At the first meeting following the Annual General Meeting, the Board of Management will elect a Chair and a Depute Chair for the following year.
2. To be eligible for nomination, an individual must:
 - be an elected Member of the Board;
 - have served on the Board as an elected Member for at least two years (for Chair) or one year (for Depute Chair).
3. Each Office Bearer post places some requirements on the post-holder, as follows (for further details see the Code of Governance for Board Members - Appendix 3 - Chair – Role and Responsibilities and Appendix 4 - Depute Chair – Role and Responsibilities):

Chair

The Chair is responsible for the leadership of the Board and ensuring its effectiveness in all aspects of the Board's role and to ensure that the Board properly discharges its responsibilities as required by law, the Rules and the standing orders of the Association. The Chairperson will be delegated such powers as is required to allow the Chairperson to properly discharge the responsibilities of the office. Among the responsibilities of the Chairperson are that:

- they have a good knowledge of the Association's organisation, Rules and how it operates;
- they have an understanding of Association finances;
- they are available for meetings with the Chief Executive as required;
- they are available for signing documents, when required;
- they are able and willing to assume a public role, including representing the Association at a wide variety of events and meetings;
- they are able and willing to take a lead, when necessary, with colleagues on the Board;
- they have previous experience of chairing meetings;
- the Board of Management works effectively with the senior staff;
- an overview of business of the Association is maintained;
- the agenda for each meeting is set;
- meetings are conducted effectively;
- minutes are approved and decisions and actions arising from meetings are implemented;
- the standing orders, code of conduct for Board members and other relevant policies and procedures affecting the governance of the Association are complied with;
- where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings;

- the Board of Management monitors the use of delegated powers;
- the Board of Management receives professional advice when it is needed;
- the Association is represented at external events appropriately;
- appraisal of the performance of Board members is undertaken, and that the senior staff officer's appraisal is carried out in accordance with the agreed policies and procedures of the Association; and
- the training requirements of Board members, and the recruitment and induction of new Board members is undertaken.

Depute Chair

- an adequate knowledge of the Association's organisation, Rules and how it operates;
- an understanding of Association finances;
- able and willing to take over the Chair's duties (sometimes with short notice) both in chairing meetings and in public events;
- available for signing documents, when required;
- preferably with some experience of chairing meetings, or willing to undertake any training necessary.

4. The election of the Chair will be conducted by the Chief Executive, acting as Secretary of the Association.

The procedure will be as follows:

- 4.1 Nominations for the post of Chair will be invited verbally. Each nomination will require to be seconded, and the person nominated will require to confirm that they are willing to stand for election.
- 4.2 Only elected Members of the Board will be entitled to vote.
- 4.3 If there is only one nomination, the nominee will be elected if a majority of Board Members present vote in favour, by show of hands.
- 4.4 If there is more than one nominee, there will be a secret ballot and the nominee receiving the highest number of votes, using the "first past the post" system, will be elected.
- 4.5 If there is a tie for the highest vote, voting will continue until one of the two nominees receives a majority.
- 4.6 The same procedure will then be followed for the election of the Depute Chair, which will be conducted by the Chair.
- 4.7 The names of those nominated, and of those proposing and seconding each nominee, will be minuted.