



GROUP STANDING ORDERS

POLICY IMPLEMENTATION CHECKLIST	
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Version number:	3.0
Governing Body Approval:	April 2016
Effective from:	April 2016
Date of Last Review:	December 2025
Date of Next Review:	December 2028
Diversity compliant:	Yes
Equality Impact Assessment required:	
Data Protection compliant:	Yes
Health & Safety compliant:	N/A
Procedure implemented:	Yes
QL system changes made:	None Required
KPIs / reporting arrangements implemented:	Yes
Training Completed:	
Posted on intranet:	Yes
Posted on website:	Yes
Publicity material issued:	N/A
Business Services – Implementation Review:	

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INTRODUCTION

- 1 This document comprises the Group's Standing Orders. The Group comprises Caledonia Housing Association Limited ("Caledonia") and its constitutional partner Cordale Housing Association Limited ("Cordale"). Within the Group, Caledonia is the parent and Cordale is a subsidiary. For the avoidance of doubt, in Cordale's Rules, Caledonia is defined and referred to as the 'partner'.
- 2 In addition, the use of the words "the Group" or "Group members" in these Group Standing Orders is used to describe both Caledonia and Cordale or either of them, as the case may be. When we refer to the Governing Body of a Group member, we mean the Caledonia Management Board or the Cordale Management Committee.
- 3 Group members are controlled and managed in accordance with applicable statutory and regulatory requirements and the provisions of their respective Rules. These Rules are based upon the Charitable Model Rules (Scotland) 2020 provided by the Scottish Federation of Housing Associations. In the case of Cordale's Rules, Caledonia is able to exercise constitutional control by having the power to appoint and remove members from Cordale's Management Committee.
- 4 These Group Standing Orders set out additional provisions relating to how the Group members will be controlled and managed. They do so in greater detail than the Rules and specify the governance structures, procedures and delegation powers of each Group member. For the avoidance of doubt, in cases of conflict or inconsistency between these Group Standing Orders and the Rules of either Group member, the Rules of the relevant Group member and any applicable legal and regulatory requirements will take precedence over the provision of these Group Standing Orders that gives rise to the conflict or inconsistency.
- 5 The Group Standing Orders themselves pertain to legal and regulatory issues. The Group Policy on Financial Regulations details the financial policies of the Group and are set out in a separate document, but they are drawn up in conjunction with and are deemed to be part of the Group Standing Orders. All policy statements approved by the Governing Bodies of each Group member are likewise deemed to form part of the Group Standing Orders and shall be complied with in all respects by the relevant Group member to which they relate.
- 6 The Group Standing Orders include references to the Code of Conduct for Governing Body Members and the Code of Conduct for Staff, by which is meant the codes of conduct that have been adopted by the Group members and that are based on the Model Codes of Conduct as developed by the Scottish Federation of Housing Associations (SFHA) and approved by the Scottish Housing Regulator (SHR).
- 7 Any of these Group Standing Orders may be suspended at a general meeting of Caledonia or Governing Body meeting of Caledonia, provided that the meeting is quorate and a specific decision to that effect is taken. Suspension of Group Standing Orders should be a comparatively rare occurrence, and if it is found to be required frequently, the governing body of Caledonia shall consider altering, rescinding or adding to Group Standing Orders, in order to minimise the incidence of suspension of Group Standing Orders.

INTERPRETATION OF GROUP STANDING ORDERS

- 8 For clarity, it should be stated that within these Standing Orders – and unless specifically stated otherwise - no reference to officers employed within the Group implies that they have the authority to make decisions. The Group recognises that the power to make decisions within the Group lies ultimately with the Governing Body of each Group member. Specific delegations to officers,

largely to manage routine business matters, are clearly defined in these Group Standing Orders, and the separate Group Policy on Delegated Authority and Group Policy on Financial Regulations.

- 9 The ruling of the Chair of the Governing Body of Caledonia as to the meaning or application of any of these Group Standing Orders shall be final, with due regard given to advice on acting in the best interests of the Group as offered by senior officers in attendance.

COMMENCEMENT, AMENDMENT AND REVOCATION OF GROUP STANDING ORDERS

- 10 These Group Standing Orders are effective from the date of their adoption by the Caledonia Governing Body. From that date, they will supersede and replace any previous version of the Standing Orders.
- 11 Caledonia's Governing Body may alter, rescind or add to any part of these Group Standing Orders by a simple majority vote of those present at its Governing Body Meeting. Caledonia's Chair, in conjunction with the Group Chief Executive, shall periodically consider the need for amendments to Group Standing Orders. Where Cordale's Governing Body has considered and wishes to propose any alterations, these should be reported to Caledonia's Governing Body, who in turn will consider the proposals in conjunction with the Cordale Governing Body
- 12 Reviews of Group Standing Orders will be undertaken at least every three years, or earlier if necessary.

CONTROL WITHIN THE GROUP

- 13 Control of each Group member is exercised by that Group member's Governing Body. Membership of the Governing Bodies, including their composition, eligibility to join and the process for appointing members, is governed by each Group member's Rules.
- 14 The Group Membership Policy provides further details on the rights of members to stand for election to the Governing Body of each Group member.
- 15 The Governing Bodies within the Group are responsible for directing the business of their respective organisations and can do anything necessary to fulfil that responsibility, except in the case of certain matters that by law and by their respective Rules can only be dealt with at general meetings of the organisation (or, in the case of Cordale, which require the agreement or approval of Caledonia as the partner). These include the standard items of business to be considered at Annual General Meetings, such as the Chair's Report and Annual Accounts, and the Election of the Governing Body members; or at Special General Meetings, such as proposed Rule Changes. At all times the Governing Bodies will strive to achieve the highest standards of accountability and openness.
- 16 Each Group member's Rules lists some of the Governing Bodies' most important powers. Each of the Governing Bodies is permitted to delegate its powers to sub committees, staff or Office Bearers. These provisions are elaborated upon in the Governance Structure – Terms of Reference, a copy of which is included in these Group Standing Orders at Appendix 1. Notwithstanding this permissive power, it is Group policy to normally manage all of its business through each of the Group member's Governing Bodies, excepting the Group Audit & Risk Management Committee, Group Remuneration Committee and Group Development Committee, which are standing sub committees of Caledonia. These arrangements are explained in further detail below and in the Appendices.

VERIFYING MEMBERSHIP APPLICATIONS

- 17 Each of the Group member's Rules sets out eligibility criteria for becoming a member of the relevant organisation. These Rules, and the separate Group Membership Policy, set out how to apply for membership of each organisation and how the relevant Governing Body will consider applications received. Before an application is presented to a Governing Body for consideration, the Group Chief Executive or their nominated staff member, is required to verify by a check of appropriate records that the person applying fulfils the applicable membership criteria.

GENERAL MEETINGS

- 18 General meetings of each Group member must be held in accordance with the relevant Group member's Rules, which set out the matters that must be dealt with at general meetings and how they must be called and conducted. The arrangements relating to general meetings are covered in detail in each Group member's Rules and therefore are not repeated in full in these Group Standing Orders.
- 19 At general meetings, only the business included in the notice calling the meeting may be discussed.

Members or their proxy can attend general meetings in person or online via Microsoft Teams if the meeting is hybrid.

- 20 Only admitted members or their proxy, where a proxy application has been made in compliance with the Rules of the relevant Group member, will be entitled to attend general meetings of the organisation. The exception to this will be where a decision has been made by the Governing Body at a meeting prior to the general meeting to allow other predetermined persons to attend. The Group Chief Executive or their nominated staff member will be entitled to verify membership or other relevant details before allowing entry to the meeting.
- 21 In the case of Caledonia Housing Association, at least one-tenth of the Association's members must be present, either in person or online, or be represented by a representative approved by them, again attending either in person or online, for the meeting to take place.
- 22 In the case of Cordale Housing Association, at least seven members must be present, either in person or online, or be represented by a representative approved by them, again attending either in person or online, for the meeting to take place.
- 23 Members and proxies joining online will have their microphones muted during the meeting; however, there will be a pause at two points during proceedings to allow questions to be asked. Members and proxies present in person will be asked to raise their hand to ask a question. Members and proxies attending online will be asked to use the "raising hand" icon to raise a question. Alternatively, questions can be submitted through the Chat function within Microsoft Teams. The meeting moderator will then direct any questions (or requests to ask a question) to the Chair of the meeting.
- 24 If the meeting requires a vote to take place, members attending in person will be asked to raise their hands. Members attending online will be asked to vote using the raised hand icon on their screen.
- 25 Changes to the Rules of each Group member can only be decided in accordance with the relevant organisation's Rules, and at a Special General Meeting. For Cordale, any changes it proposes to its Rules also require the prior written consent of Caledonia HA's Governing Body.

- 26 The Governing Bodies in the Group cannot amend their Rules without referring them to a Special General Meeting of their members, and securing the necessary 75% majority of attendees in favour of the proposed Rule changes.
- 27 Matters that cannot be dealt with by the Governing Bodies and must be dealt with at every Annual General Meeting are detailed in each Group member's Rules.

GOVERNANCE STRUCTURE

Composition of Governing Bodies

- 28 The Governing Bodies will have a minimum of 7 members and a maximum (including co-optees) of 12 members. In accordance with its Rules, Caledonia's governing body will have a maximum of 10 members nominated and elected in accordance with its Rules and not more than 2 members who can be appointed by the Governing Body for a specified term of office.
- 29 Up to one-third of Governing Body members can be co-optees at any one time. The appointment of co-optees will be considered as appropriate alongside other appointed members of each Group member's Governing Body, to provide a balance of required skills and resident representation. The presence of co-opted Members does not count towards the quorum for Governing Body meetings. Co-optees do not need to be Members of the Association, but they can only serve as co-optees until the next Annual General Meeting or until removed by the Governing Body. A person co-opted to the Governing Body can also serve on any sub-committee but, again their presence does not count towards the quorum for that sub-committee. Co-optees cannot stand for election, nor can they be elected as an Office Bearer.
- 30 Should a Governing Body Member stand down between Annual General Meetings, this creates a casual vacancy and the Governing Body can appoint an Association Member to take their place until the next Annual General Meeting. Members filling a casual vacancy must be a Member of the Association and can stand for election at the next Annual General Meeting. Their presence at Governing Body and sub-committee meetings counts towards the quorum for that meeting.

Governing Body Meetings and Quoracy

- 31 In accordance with the Rules, Governing Bodies must meet at least six times each calendar year. There must be at least four Governing Body Members present (excluding any co-optees), with a majority of the Governing Body Members presented being Elected Members, for the meeting to be quorate. Members can attend Governing Body meetings in person or online via Microsoft Teams. Elected Members attending online count towards the quorum requirements.

If attending via Microsoft Teams, members should ensure that their setup is such that the privacy and confidentiality of the meeting is maintained, and that discussions cannot be overheard by anyone who is not a member. Members joining remotely should keep their camera turned on wherever practicable to demonstrate their participation in the meeting.

- 32 Governing Body meetings will be held in accordance with each Group member's Rules, and these Group Standing Orders.
- 33 Governing Bodies may adjourn their meetings to any other time and place.

- 34 Special Governing Body meetings may be requested at any time either by the Chair or by two Governing Body members. Apart from electing a Chair if necessary, special Governing Body meetings are only permitted to deal with the business contained in the Notice of the Meeting.

Sub-Committees and Working Groups

- 35 Subject to the provisions of each Group member's Rules, each of the Governing Bodies may establish sub committees or working groups. All sub committees and working groups must act in accordance with the remit given by their respective Governing Body. In accordance with each Group member's Rules, decision-making authority can be delegated by the Governing Body to a sub-committee, as set out in standing orders or some other scheme of delegation. In contrast, working groups, unless they are established as formal sub committees, will not normally have decision making powers (and will not have such powers where their membership includes persons who are not Governing Body members) but will have specific remits and timescales in which to report to, and where appropriate, make recommendations to the Governing Body. Both sub committees and working groups will be governed by the provisions in these Group Standing Orders relating to the regulation of meetings. Working Groups may include Governing Body Members, staff, tenant representative group members and contributions from external bodies or individuals, if appropriate. Apart from the Group Audit & Risk Management Committee, the Group Remuneration Committee and Group Development Committee, which are the established sub committees of Caledonia, it is envisaged that the creation of Sub Committees or Working Groups will be used only sparingly and for significant issues or matters of expediency, with Group policy being to ensure that, as far as is practicable, all Governing Body members participate in relevant decision-making, and to seek to avoid Governing Body members becoming involved in operational matters.

Sub-Committees

- 36 Caledonia's Governing Body shall appoint a Group Audit & Risk Management Committee, a Group Remuneration Committee and Group Development Committee, all of which are to be sub-committees of Caledonia's Governing Body. Terms of reference for these committees are contained within the Appendices. One place will be reserved on each of these Committees for members of Cordale's Governing Body, who in turn will select its appointee. Terms of Reference will be agreed by Caledonia's Governing Body in conjunction with Cordale's Governing Body for any other sub-committees or working groups established. The Caledonia Governing Body will ensure that all Governing Body Members and staff members are aware of them.
- 37 Caledonia's Governing Body will appoint the Chair of each of the sub committees but this will not be the same person as the Chair of either of the Governing Bodies of Caledonia or Cordale. As the role of Chair of the Audit & Risk Management Committee meeting is remunerated, only Caledonia governing body members can be appointed to this role. People who have been co-opted to the Governing Body or to sub-committees may not be elected to preside as Chair.
- 38 The quorum for all sub-committee meetings is three.

Working Groups

- 39 From time to time, the Group Governing Bodies or sub-committees may establish working groups to consider specific issues and provide advice to the Governing Body or the sub-committees. All working groups must be established in accordance with these Standing Orders and must elect a Chair who will hold the position until the working group is concluded (or until he/she leaves the Governing Body, if sooner).

- 40 Membership of working groups will be determined by the Governing Body or sub-committee. Membership may be drawn from the Governing Body or sub-committee, Caledonia staff members and tenants.

Terms of Reference for working groups will be agreed by the Governing Body.

- 41 In establishing a working group, the governing body or sub-committee must record the membership of the working group, its remit and objective(s), and the timescale for its completion. Working groups will only make recommendations to the Governing Body or sub-committee and have no decision-making power of their own.
- 42 A working group should not normally exist for longer than twelve months. In the event of a longer period being required to complete its deliberations, its remit should be reviewed after the initial period of twelve months and at intervals of six months thereafter. Once a working group has fulfilled its remit, it must be formally wound up by the governing body or sub-committee.

Circulation of Agendas and Papers

- 43 Normally, Governing Body and sub-committee Members should receive papers for a meeting at least 7 days before the meeting is held. The following must be issued to every member of the Governing Body or sub-committee:
- A notice calling the meeting and stating the time and place/ manner of attendance.
 - A statement of the business to be transacted (the agenda).
 - All reports and other documents referred to or to be read with the agenda.
- 44 Agenda items will be categorised as for “Approval”, “Consideration” or “Information”. Standing items on the Agenda will be Apologies, Declarations of Interest and consideration and approval of previous meeting minutes, together with matters arising from these minutes.
- 45 All agenda items will be supported by a written report presented in a standardised format. The purpose of each report will be made clear on the first page.
- 46 Business will normally be conducted following the order of the Agenda, however, the order may be changed, subject to the agreement of Members,
- 47 In exceptional circumstances, reports and/or documents tabled at the meeting will be considered at the meeting, subject to the agreement of a majority of the Members present, if they relate to matters which are either:
- Referred to in the agenda; or
 - are of such urgency or importance that it is desirable that the report or document receives consideration at the meeting.
- 48 Members of the Governing Body wishing to have items included on the agenda must give the Group Chief Executive – or, in the case of sub committees, the Secretary - at least 14 days written notice of the item. The Group Chief Executive, or Secretary, will consult the Chair of the relevant Governing Body or sub-committee as to the item’s inclusion.
- 49 Any matter that is not included on the agenda may be discussed or decided at a Governing Body or sub-committee meeting unless a majority of the Members present object. Due regard will be given to advice on acting in the best interests of the organisation as offered by senior officers in attendance. Governing Bodies/sub-committees may agree that specific matters be considered at a subsequent meeting if there are issues arising from discussion or a new idea is proposed.

Apologies

- 50 Governing Body and sub-committee Members unable to attend should notify the Chair or Secretary in advance of the start of a meeting.

Procedure at Governing Body and Sub-committee Meetings

- 51 Prescribed rules for the conduct of members at meetings are laid down in the Rules and the Governing Body Members Code of Conduct. Governing Body and sub-committee Members are expected to conduct themselves in a business-like and courteous manner and to observe the commonly accepted rules of debate and meetings.
- 52 Governing Body Members, sub-committee members and employees will be given the opportunity to declare an interest in any item on the agenda at the beginning of the meeting. Declarations of interest must be repeated at the time the item is discussed. If there is a clear and substantial conflict of interest, a Governing Body Member or employee will be required to leave the meeting while the matter is discussed. (See 'Declaration of Interests' section below for further details).
- 53 Governing Body and sub-committee members will observe respect for the Chair at all times. The Chair's decision on length of speeches, debate and closure of debates will be final, however the Chair will ensure that all Members are given adequate opportunity to debate all items on the agenda.
- 54 The Group Chief Executive, members of the Executive Management Team, administrative staff, other officers of the organisation and external advisers shall attend Governing Body and sub-committee meetings to present reports and otherwise advise and service the meeting as required. Such persons shall leave the meeting if they have a conflict of interest or they are asked to do so by the Members. Should all staff be excluded from a section of a Governing Body or sub-committee meeting, the Chair will arrange for discussions and/or decisions to be recorded and minuted.
- 55 The Chair has the discretion, subject to the agreement of the meeting, to allow items to be included in the agenda as "Any Other Business". Items taken as "Any Other Business" must be within the remit of the Governing Body or sub-committee.

Order of Debate

- 56 The Chair of the meeting determines the order of debate and a member is not normally permitted to speak more than once on the same issue, unless to reply to a question or with the permission of the Chair. The proposer of a motion shall have the right to reply before a vote is taken but may not introduce any new matter at that stage.

Points of Order

- 57 Any Member may raise a point of order in the course of the meeting with all points of order decided by the Chair of the meeting. No other Member is permitted to speak to the point of order, except with the Chair's permission.

Voting

- 58 When taking a decision on an agenda item all Members must have been present throughout the material part of the deliberations that preceded the taking of the decision. If Members have not

been present through the preceding deliberations, they will be excluded from taking part in the decision-making process.

- 59 The majority of the Governing Body Members present at a Governing Body or sub-committee meeting shall, except where otherwise required by statute or by the Group member's Rules, determine every question. Each Governing Body Member has one vote. In accordance with the Group Member's Rules, if there are an equal number of votes for and against a decision, the Chair will have a second and deciding vote.
- 60 Voting shall be by a show of hands with members attending online using the "raised hand" function.

Length of Meeting

- 61 Meetings will continue for no more than two hours beyond the stated starting time (excluding any break for refreshments) except with the approval of a majority of Members present. Should the meeting time reach 3 hours, the meeting should be adjourned and re-convened at a date agreed by the majority of members present.

Minutes

- 62 Minutes of the proceedings of the Governing Body and all sub-committees are prepared by the staff member fulfilling the secretariat role according to the Governing Body/sub-committee Terms of Reference. The draft minutes are then circulated to staff members present at the meeting for consideration before being issued to the Chair of the governing body/sub-committee for comment. Once considered by the Chair, the draft minutes are then circulated to governing body/sub-committee members for information.
- 63 The minutes are then submitted to the next meeting of the same body for approval. If there are no objections from Members, the minutes are taken as an accurate record with or without amendment and signed by the Chair of the Meeting at which they were accepted. The minutes are then conclusive evidence of any fact recorded in them.
- 64 The draft minutes of all sub-committee meetings are submitted formally to the next Governing Body meeting for information.
- 65 Minutes are not a verbatim record of discussions at a meeting. They record the item under consideration, any amendments and the decisions taken. Any members of a Governing Body or sub-committee can request that their dissenting view are recorded in the minutes of the relevant Governing Body or sub-committee.
- 66 The Secretary will arrange the safe storage of all signed Governing Body and sub-committee minutes.
- 67 The Group will comply with the Freedom of Information (Scotland) Act 2002 (FOISA) and/or the Environmental Information (Scotland) Regulations 2004 with regards to making information about the work of the governing bodies publicly available. As a minimum, this will include publishing approved minutes of meetings on the Association's website, subject to the application of any available exemptions that are considered to be appropriate. Minutes will be published within 3 days of the minutes being approved and retained on the website for a minimum of 2 years.

Admission of the Public to Meetings

- 68 Members of the general public will not normally be admitted to general meetings and Governing Body meetings unless this has been agreed at a meeting of the Governing Body prior to the meeting in question. Governing Body Members of one Group member ("Group member A") can attend Governing Body meetings of the other Group member ("Group member B") in an observer capacity, unless the Chair of Group member B, with the benefit of advice from the Group Chief Executive, considers there to be specific reasons why that may be inappropriate and not in the best interests of Group member B. Members of staff and prospective Governing Body members may also observe a Governing Body Meeting with the approval of the Chair.
- 69 The Governing Body may accept deputations from tenants, staff or other members of the public, as long as requests are made in writing and delivered to the Secretary 3 days in advance of the meeting in question. The request must state the subject on which the deputation desires to be heard and the action they are proposing the Governing Body should take. Acceptance of such deputations is entirely at the Governing Body's discretion. No deputation authorised shall exceed 5 persons in number. Questions may be put to the deputation by Governing Body members, but a full discussion and decision will only take place after the deputation has withdrawn. Outcomes of the discussion will be forwarded to the deputation in writing after the meeting.
- 70 Provisions for publicising the decisions of each of the governing bodies are detailed at 67 above.

DECLARATIONS OF INTEREST

- 71 This matter is also dealt with in the Group Entitlements, Payments and Benefits Policy and is linked to the Group Codes of Conduct for Governing Body members and staff. It is a requirement for all Governing Body Members to agree to and sign the Code of Conduct before they can take up their place on the Governing Body.
- 72 If a Governing Body Member or a staff member has a direct or indirect financial interest in any contract or proposed contract or any other matter, which is the subject of consideration, the fact shall be disclosed to the meeting. Those Governing Body Members and staff declaring such an interest shall leave the meeting before any discussion or voting on that matter.
- 73 Any interests that are not financial, but which could influence judgement or give the impression that a Governing Body Member or member of staff may be acting for personal motives (such as personal interest, kinship, friendship, membership of an organisation or other relationship) should be disclosed in a similar way. The Governing Body will decide whether the Governing Body Member or member of staff should leave the meeting before any discussion or voting on the matter, or if remaining in attendance, whether they should refrain from discussion or voting on the matter. The Chair of the relevant Governing Body has the discretion to decide and direct on the appropriate course of action, with due regard given to advice on acting in the best interests of the organisation as offered by senior officers in attendance
- 74 If a Governing Body or staff member fails to disclose a financial or other interest in a contract or other matter, they may be subject to disciplinary procedures in the case of a staff member, or in the case of a Governing Body Member, to the procedures set out in the Protocol for Dealing with a Breach of the Code of Conduct.
- 75 In the case of a payment made or benefit granted in contravention of regulatory guidance, except those covered by any special exception granted by Scottish Ministers or the Scottish Housing Regulator, the Group member may, and if so directed by the Scottish Housing Regulator shall, effect recovery of such payment or benefit

- 76 Where an interest is declared in accordance with 84 and 85 above at any Governing Body or sub-committee meeting of the Group member, the declaration must be recorded in the minutes of that meeting together with any action taken.
- 77 The Secretary will record all such declarations of interest in a Register specifically held for that purpose. The information in the Register will be supplemented on an annual basis through requiring all Governing Body Members and employees to confirm that their entry is accurate and up to date.
- 78 Notwithstanding the terms of these Group Standing Orders, any Governing Body Member of a Group member having an interest in the tenancy of a house belonging to that Group member may take part in the general discussion of housing matters that might affect that tenancy, provided they have declared that interest, but they cannot vote should a decision be required. An exception will be any matter which is *solely* concerned with the particular tenancy from which their interest derives. In this case the member will declare such an interest and shall leave the meeting before any discussion or voting on that matter.
- 79 These requirements (to declare an interest) shall not apply to an interest in a contract or other matter which a Governing Body or staff member may have:
- as a Council Taxpayer or inhabitant of an area or as an ordinary consumer of gas, electricity or water
 - by reason only of them being a member of a company or other private body if they have no beneficial interest in any share in that company or body
 - by reason only of their holding shares in a private company or other body (excluding a public company) where the nominal value of those shares does not exceed £5,000 or 1% of the total nominal value of the issued share capital of that company, whichever is lower
 - by reason only of them holding shares in a public company where the nominal value of those shares does not exceed 1% of the total nominal value of the issued share capital of that company.

ELECTION OF OFFICE BEARERS

- 80 Office bearers are elected annually at the governing body that follows the Annual General Meeting. The same person may be re-elected but, in the case of the Chair and Vice Chair, must not hold office continuously for more than five years.
- 81 If there is an interval between the AGM and the election of office bearers, the previous incumbents will continue to fulfil their duties of the role until the next Governing Meeting is held. If the Chair retired at the AGM and is no longer a member of the Governing Body, the Vice Chair will act as Chair until elections take place.

Appointment and Role of Chair

- 82 The appointment of the Chair of each of the Governing Bodies will be made in accordance with each organisation's Rules. Under the terms of the Intragroup Agreement, the appointment of Cordale's Chair must be approved by Caledonia's Governing Body.
- 83 The Chair is responsible for the leadership of the Governing Body and ensuring its effectiveness in all aspects of the Governing Body's role and to ensure that the Governing Body properly discharges its responsibilities as required by law, the Rules and the Standing Orders of the organisation. The

Chair will be delegated such powers as are required to allow the Chair to properly discharge the responsibilities of the office. Among the responsibilities of the Chair are:

- to ensure the Governing Body works effectively with the senior staff;
- to maintain an overview of business of the Group member
- to finalise the agenda for each meeting;
- to ensure efficient management of meetings;
- to approve minutes and ensure decisions and actions arising from meetings are implemented;
- to ensure that the Standing Orders, Code of Conduct for Governing Body members and other relevant policies and procedures affecting the governance of the Group member are complied with;
- to ensure that, where necessary, decisions are made under delegated authority for the effective operation of the Group member between meetings;
- to ensure that the Governing Body monitors the use of delegated powers;
- to ensure that the Governing Body receives professional advice when it is needed;
- to represent the Group member at external events from time to time;
- to undertake appraisal of the performance of Governing Body Members, and to ensure that the Chief Executive's appraisal is carried out in accordance with the agreed policies and procedures of the Group member; and
- to oversee the training requirements of Governing Body members, and the recruitment and induction of new Governing Body Members.

84 The Chair of the Caledonia Management Board is a remunerated position and the role description is set out at Appendix 6.

85 The Chair of the Governing Body of each Group member will preside at all general meetings of the organisation and at meetings of the Governing Body at which they are present.

86 The Chair of the Governing Body of each Group member will be responsible for ensuring the smooth running of the meetings of the governing body and general meetings by:

- Finalising the agenda for each meeting
- Making sure those who wish to, are allowed to contribute
- Allocating adequate time for contributors to speak
- Ensuring voting procedures are in place and that these are followed
- Announcing votes at meetings

87 In accordance with each Group Member's Rules, if the Chair is not present at a Governing Body meeting or is not willing to act, those Governing Body Members present will elect another Governing Body Member to be Chair for that meeting. The person presiding over the meeting may exercise any power or duty assigned to the Chair as regards the conduct of a meeting.

88 The person presiding at the meeting shall decide all questions of order and relevance arising at the meeting. Any Governing Body Member present may take exception to any ruling by the person presiding. In that case the person presiding over the meeting shall without further discussion submit the matter to the meeting and their ruling shall not take effect unless the majority of the Governing Body Members present supports it. Due regard will be given to advice on acting in the best interests of the organisation as offered by senior officers in attendance.

Appointment and Role of the Vice Chair

- 89 Each of the Governing Bodies will also have a Vice Chair, and the appointment of the Vice Chair will be made in accordance with the provisions of each organisation's Rules in relation to the appointment of Office Bearers. When the Chair stands down, the Vice Chair will be asked if they wish to stand for election to become Chair.
- 90 The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair of the Governing Body. When known in advance, the Vice Chair should ensure that they are available for any governing body meeting that the Chair is unable to attend, e.g. where the Chair has booked a holiday. Close liaison with the Chair is therefore a key requirement of the role.
- 91 The individual holding the post of Vice Chair will gain training and insight as to whether they would like to consider performing the role of Chair in future.

Appointment and Role of the Secretary

- 92 The Group Governing Bodies have assigned the role of Secretary to the Director of People & Governance of Caledonia and therefore the annual election of the Secretary is not required.
- 93 The duties of the Secretary include:
- Calling all Annual General Meetings, Special General Meetings and governing body meetings
 - Keeping the minutes for all Annual General Meetings, Special General meetings and governing body meetings
 - Sending out letters, notices calling meetings and relevant documents to Members before a meeting
 - Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator
 - Ensuring compliance with each Group members' Rules
 - Keeping the Register of Members and other Registers required by each Group members' Rules
 - Supervision of each Group members' seal.
- 94 Each Group members' Rules specify the Role of the Secretary in detail.

Appointment and Role of the Chair of the Group Audit & Risk Management Committee

- 95 This is a remunerated post and, as such, can only be held by a Caledonia Governing Member. The Chair of the Group Audit & Risk Management Committee will be elected to office annually at the first meeting of the Caledonia Management Board following the AGM. The same person may be re-elected, but must not hold office continuously for more than five years. The Caledonia Chair cannot also hold the post of Chair of the Group Audit & Risk Management Committee.
- 96 The role of the Chair of the Group Audit & Risk Management Committee is set out at Appendix 7.

Appointment and Role of Other Office Bearers

- 97 Any other office bearers that are identified by the Governing Bodies as being necessary will be appointed in accordance with the Group member's Rules, with the election process for these roles reflecting those applicable to the position of the Chair and Vice Chair.

URGENT DECISIONS AND DELEGATION

- 98 The Chair (and in the absence of the Chair, the Vice Chair) with advice and support from the Group Chief Executive, or any member of the Executive Management Team, shall have delegated authority, (where the nature of the circumstances require immediate or early action), to exercise any of the responsibilities of the functions of the Governing Body.
- 99 Except in extreme circumstances, decisions under “Decisions by the Chair” should:
- Be taken in conjunction with at least one other Governing Body member.
 - Only be used where the matter is sufficiently urgent, and falls between scheduled meetings.
 - The facts and decisions taken should be communicated to all Governing Body members as soon as possible in writing.
 - Be reported to the next Governing Body meeting and recorded in the Minutes thereof.

Delegation of Powers to the Group Chief Executive

- 100 The Group Chief Executive is responsible to the Governing Bodies for the implementation of Group policy and for the day to day running of all aspects of the Group’s activities. The Governing Body of each Group member delegates authority to the Group Chief Executive in all matters to enable the discharge of the Group Chief Executive’s responsibilities expeditiously, without necessarily referring individual matters to the Governing Body for approval or decision. The delegation of such authority can be done in a manner that is deemed appropriate by the relevant Governing Body, except where specific circumstances or requirements are contained in the Rules, elsewhere in these Group Standing Orders, Group Codes of Conduct and Group Scheme of Delegated Authority, or as expressly decided from time to time by each of the Governing Bodies.
- 101 The Group Chief Executive is responsible for the interpretation and implementation of the Group policy in all current policy areas. The Group Chief Executive may delegate responsibilities to other members of staff directly or through the Executive Management Team. The Group Scheme of Delegated Authority sets out the explicit delegation of responsibilities to different levels of staff, and any changes or updates to the same must be reported to each Governing Body for approval.

LETTINGS TO GOVERNING BODY MEMBERS, STAFF AND THEIR RELATIVES

- 102 The Group Entitlements, Payments and Benefits Policy provides guidance on interpreting the granting of benefits to Governing Body members and staff.
- 101 One of the provisions applies to lettings to Governing Body and staff members and their close relatives.
- 102 In cases where a letting may be permitted by the exceptions determined in the Policy the Group Chief Executive, or their designated officer, must prepare a report outlining the circumstances of the proposed let and its compliance with regulatory guidance on the granting of benefits. The report must be submitted to the relevant Governing Body for consideration and decision before any tenancy is granted.

USE OF THE ORGANISATION’S CONTRACTORS, ADVISERS ETC BY GOVERNING BODY AND STAFF MEMBERS

- 103 The Group has a well-earned reputation for integrity and honesty and is committed to acting with transparency, honesty and propriety and avoiding any public perception of improper conduct. In

order to help us maintain our excellent reputation it is important that our people do not misuse their position to gain benefits that would not be available to other members of the public.

- 104 At the same time the Group does not want to see staff and Governing Body members face unreasonable restrictions that put them at a disadvantage compared to other members of the public. Where in their personal/home life a Governing Body member or member of staff need a service from a supplier or contractor linked to the Group or any Group member that they are connected to, if it causes no disadvantage or inconvenience to avoid using that contractor then the Group requires that such use is indeed avoided.
- 105 It is extremely important that, where a Governing Body member or member of staff wishes to use one of the contractors linked to the Group member which the Governing Body member or member of staff are connected to, the person follows the steps outlined in the Group Entitlements, Payments and Benefits Policy, which will help protect both the person and the Group Member.

CONDUCT OF GOVERNING BODY AND STAFF MEMBERS

- 106 Governing Body members shall comply with the Group's Code of Conduct for Governing Body Members, which will be determined by Caledonia HA's Governing Body from time to time, taking account of any views of the other Group members' respective Governing Bodies.
- 107 Staff members shall comply with the Group's Code of Conduct for Staff, which will be determined by Caledonia HA's Governing Body from time to time, taking account of any views of the other Group members' respective Governing Bodies.
- 108 Governing Body members and staff are required to read, agree and sign their respective Codes of Conduct on an annual basis.
- 109 No Governing Body or staff member when acting in a private capacity shall, without the consent of their Governing Body or, in the case of staff, the Group Chief Executive, enter into any correspondence or address any meeting relating to the policy, business or property of the Group.
- 110 The Codes of Conduct shall be reviewed every three years, or earlier if necessary. The outcome of the review and any proposed changes will be brought before each Governing Body and if approved, subsequently brought to the attention of all Governing Body and staff members.
- 112 Dealing with alleged breaches of the Rules, Group Codes of Conduct or the Group Standing Orders will pay due regard to protocols contained in Model Codes of Conduct produced by the SFHA and approved by the SHR. In addition, alleged breaches should be reported to the Chair or the Group Chief Executive. The Chair will appoint two or more Governing Body members to a panel to investigate, dependent upon the nature of the complaint. Caledonia reserves the right to direct the nature of the investigation where it relates to any of Cordale's business. In the event that the alleged breach concerns the Chair of a Group Member, one of the other office bearers of that Group Member will act to fulfil the responsibilities ascribed to the Chair in terms of these Standing Orders.
- 113 The panel will take reasonable steps to establish the facts and ensure that the Governing Body member against whom the allegation is made is given a fair opportunity to put their case, in writing or in person. They may be accompanied by a representative.
- 114 The panel shall notify its conclusions to the whole Governing Body. Caledonia reserves the right to direct the treatment and circulation of the outcomes of any investigation where it relates to any of Cordale's business.

PAYMENTS AND BENEFITS TO STAFF AND GOVERNING BODY MEMBERS

- 115 The Group will put in place policies to cover the payment of expenses to staff and Governing Body Members and how gifts and hospitality should be dealt with in accordance with regulatory guidance on Entitlements, Payments and Benefits. Each Governing Body is entitled to make decisions about the application of this guidance. Further details are contained within the Group Codes of Conduct for Governing Body Members and Staff, the Group Entitlements, Payments and Benefits Policy and the Group Governing Body Members Expenses Policy.
- 116 Caledonia's Rules and the Group Entitlements, Payments and Benefits Policy permit payment to non-executive Management Board members of Caledonia Housing Association. Caledonia Housing Association has in place a Board Remuneration Policy that sets out its approach to the remuneration of Board members, how it determines remuneration, how remuneration will be reviewed and how the performance of those Board members who receive remuneration will be assessed.

ATTENDANCE OF GOVERNING BODY AND STAFF MEMBERS AT CONFERENCES ETC

- 117 The attendance of Governing Body members at conferences, training sessions, seminars etc. will be actively supported and encouraged. Attendance at all training and personal development events will be in line with agreed collective and individually assessed training needs.
- 118 The Group Chief Executive or relevant line manager shall be responsible for approving the attendance of staff members at such events, giving due regard to budget availability

REGULATORY COMPLIANCE AND PERFORMANCE

- 119 In seeking to achieve the highest standards, the Group shall ensure that it adopts and complies with all relevant statutory and regulatory requirements and the standards of governance and financial management as set out by the Scottish Housing Regulator. Group members will seek to fully consult with their tenants to establish service standards and relevant performance targets.

COMPLIANCE STATEMENT

- 120 *It is important that all members of staff, in carrying out their duties for the Group, do so in accordance with the Group's policy framework. Our policy framework ensures we comply with laws and regulation, while giving guidance to inform operations and decision-making. Our policies have been designed to be clear and easy to understand, and are available on our website and intranet. If any member of staff is unclear as to their responsibilities under this policy, then they should refer to their line manager and / or the policy author for further guidance. A failure to comply with Group policies can have serious consequences for the Group. Should an employee become concerned about serious non-compliance with the policy, they should speak to their line manager or refer to the guidance set out in the Group Whistleblowing policy.*

CALEDONIA GROUP**Governance Structure – Terms of Reference****INTRODUCTION**

These Terms of Reference apply to the Caledonia Group which currently comprises Caledonia Housing Association Limited (the parent/partner organisation), a charitable Registered Social Landlord (RSL); and Cordale Housing Association Limited (a subsidiary of Caledonia and a charitable RSL).

Governance is defined as the leadership, strategic direction and control of an organisation to ensure it achieves its aims and objectives and serves the best interests of a wide range of stakeholders. Robust governance is vital to drive an organisation forward, whilst still maintaining prudent control and accountability for its activities. Management of an organisation is concerned with putting into action the strategic aims and objectives. Strong collaboration between governing bodies and management structures is required to establish a governance structure which identifies and distinguishes between these roles.

In establishing an appropriate structure and associated policies for the Caledonia Group, consideration has been given to applicable legal and regulatory requirements; the importance of establishing methods and opportunities for service users and tenants to feedback and inform priorities and policy; and the principles of good governance contained in guidance notes and other publications of the Scottish Housing Regulator (SHR).

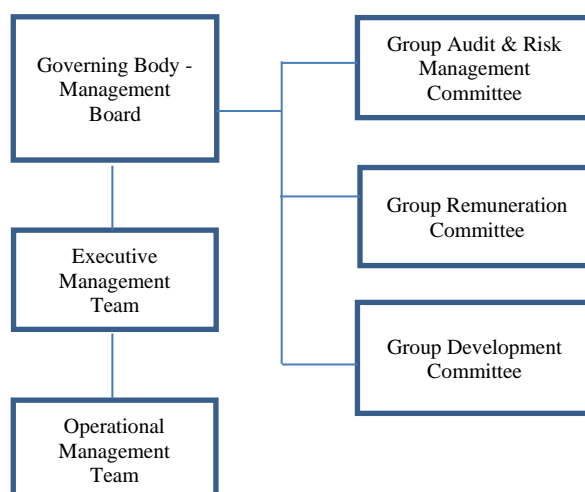
The SHR has defined a governing body's most important functions as providing strategic direction and monitoring performance. Governance arrangements and systems should reflect this, so that the main focus of each of the Group's Governing Bodies is on its organisation's strategy and overall performance. These terms of reference set out how good governance is to be achieved in the Caledonia Group and the delineation of responsibilities and duties between the leadership and management functions of the business of the Group's organisations. It also explains how these two aspects of the business work to complement each other to deliver desired objects and highest standards in all of the Group's organisations.

PURPOSE OF THE ORGANISATIONS IN CALEDONIA'S GROUP

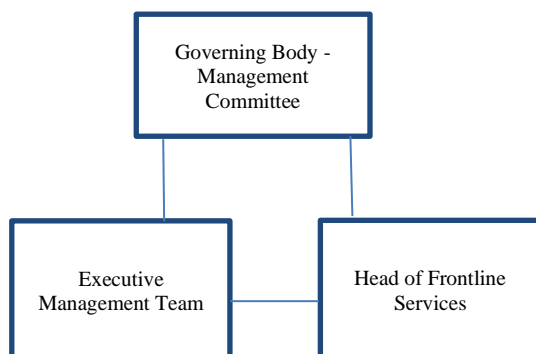
Governing body members must act in the best interests of their organisation and service users and tenants at all times. The activities of the Group's charitable RSLs are closely defined by legislation, including charity law, regulation and their Rules. However, their main purpose and associated activities are aimed at supporting the provision and management of housing for those in need. These core landlord and management services will be delivered through both Caledonia and Cordale Housing Associations.

While recognising the applicable regulatory and legislative requirements, the services and activities of the Caledonia Group will be underpinned by a commitment to focus on people, value and quality at the heart of its decision making.

CALEDONIA HOUSING ASSOCIATION - GOVERNANCE STRUCTURE



CORDALE HOUSING ASSOCIATION - GOVERNANCE STRUCTURE



Governing Bodies

The roles and responsibilities of the Governing Bodies are governed by each Group member's Rules, and by the Group Standing Orders, as well as regulation and legislation. But in essence there are two main functions which the Governing Bodies must undertake:

- Provision of leadership, development of the future direction and strategy, and monitoring performance of the organisation, in accordance with Group Business Planning arrangements and organisational functions detailed in the Intragroup Agreement
- Control of the organisation's affairs

In discharging these functions, the Group's governing bodies are supported by the Executive Management Team (EMT). Management of Group members is delegated to senior staff with the delegation of duties governed by the Group Policy on Delegated Authority and the Group Financial Regulations. It is also governed via the development and approval by the Governing Body of policies that provide staff with guidance on the delivery of services.

There are matters and responsibilities that must be retained by Caledonia's Governing Body, and that are reflected in the Group Policy on Delegated Authority and Disciplinary Policies; and these include:

- Appointment of Executive Management Team members
- Termination of employment contracts of Directors and the Group Chief Executive
- Appeal against dismissal involving the Group Chief Executive
- Legal responsibilities as an employer

There are matters and responsibilities that must be retained by each of the Governing Bodies and these include:

- Health and Safety obligations
- Legal and regulatory duties and responsibilities
- Ensuring systems are in place to allow for the monitoring and delivery of key performance standards in accordance with group objectives, business plans and strategic documents, policy, and Departmental and Organisation Plans.

A detailed Governing Body Terms of Reference document provides further clarification on areas of responsibility and core functions to be discharged as individual Governing Body Members and collectively as a Governing Body. In addition, a Code of Conduct sets out the standards and behaviours expected of Governing Body Members.

Role of Office Bearers

The primary role of the Chair of each Group member is to create the conditions that allow their Governing Bodies to operate effectively. The Chair is also responsible for setting the Group member's business agenda; ensuring the provision of timely and clear information to Governing Body members; ensuring effective communications with members; arranging for the periodic review of the Governing Body's performance; and, in the case of Caledonia's Chair, arranging for the periodic review of the performance of the Group Chief Executive.

In the absence of the Chair, the Vice Chair will fulfil these obligations.

The role of Secretary of the companies in Caledonia's Group is performed by the Executive Director of People & Governance.

Delegation of Powers

The Group members recognise that in order to conduct business efficiently, they need to consider arrangements for delegation of powers. The Group has identified three broad sets of circumstances in which the powers of each of the Governing Bodies will be delegated – delegations of appropriate powers for dealing with business through Committee structures; delegation of powers for urgent decision-making and for routine business requiring the authorisation of individual Governing Body members; and delegation of powers to officers via the policies of delegated authority and financial regulations.

The exercising of any delegated authority for decision making from the Governing Body, by Committees, individual Governing Body members, and officers of the organisation, will be limited by the budgets and any risk parameters approved by their respective Governing Bodies.

Each Governing Body in the Group will further reserve decision-making powers for the following categories of business: -

All statutory responsibilities where decision-making lies with the Governing Body, such as health and safety issues; the Co-operative and Community Benefit Societies Act 2014 and the Charities and Trustee Investment (Scotland) Act 2005 and associated legislation.

Any regulatory requirements where decision-making lies with the Governing Body.

Approval where necessary of statutory returns such as those required by the Financial Conduct Authority.

All financial and business strategic issues that could impact materially on the viability of the organisations in the Group.

All activities, including policy implementation and the entering into contracts in accordance with the Group Scheme of Delegated Authority and Financial Regulations, the Business Plan and budget availability, and compliant with all relevant procurement legislation.

All projects of a competitive nature where the bid requires the formal approval of the relevant Governing Body prior to submission, including full project assessment with financial and risk analysis in accordance with the Group Scheme of Delegated Authority and Financial Regulations.

Any decisions falling within the scope of regulatory guidance on the granting of payments and benefits

Any items that may be deemed as potentially contentious, would leave Group members exposed to significant risk, bad publicity, or could damage their reputation.

Delegation of Powers: Urgent Decisions

The Governing Bodies recognise that arrangements are necessary to ensure that the work of the Group is not unnecessarily delayed for decisions that are of an urgent nature or of a routine business nature that require authorisation. The Chair or in his/her absence the Vice Chair, or other nominated Governing Body member, or Chair of a sub-committee, will have the general remit to consult with the Group Chief Executive to ensure that all necessary urgent decisions are taken in between meetings as appropriate, provided that:

- no new policy decisions are taken
- decisions are in line with budgets
- no new major financial commitments are entered into without the prior approval of the Governing Body or relevant sub committee

As far as possible such decisions and urgent actions will be reported to the following Governing Body or sub-committee meeting.

Caledonia - Executive Management Team

The Executive Management Team (EMT) consists of the Group Chief Executive, the Executive Director of Finance, the Executive Director of Operations and the Executive Director of People & Governance. The EMT will meet on a monthly basis to discharge its functions and responsibilities. The key role of the EMT is:

- to provide advice, guidance and support to the Group Governing Bodies;
- to inform and assist in the development of strategic plans;
- to implement each of the organisations' strategic plans;
- to manage the organisations' operations and service delivery;
- to control, monitor and report on performance against objectives and targets
- to consider matters impacting across Caledonia's Group;
- to ensure that Caledonia's responsibilities for delivering central business support and specialist services across the Group, are achieved in line with the Group objectives and targets.

The EMT has the authority to establish and monitor other operational management teams as required. Such operational management teams will have detailed Terms of Reference clarifying areas of responsibility and core functions to be discharged.

The Group Staff Code of Conduct sets out the standards and behaviours expected of staff.

Cordale – Head of Frontline Services

The Head of Frontline Services will provide direct strategic and governance support to the Cordale Governing Body.

SUB COMMITTEES

Each of the Governing Bodies can delegate certain duties and responsibilities to sub committees to undertake on their behalf, and report accordingly. Each sub-committee will be covered by Terms of Reference outlining key responsibilities and duties, which will be set and reviewed annually by the Governing Body.

However, it is the policy for the Group members to retain as much decision-making as possible to their Governing Bodies. This recognises the central role of all Governing Body members, acting both individually and collectively, for their responsibility and accountability for the performance of their organisations. This is a legal responsibility for Governing Body members of the charitable RSLs in the Group; and accords with good practice. It also ensures the active involvement of all Governing Body members in considering all aspects of business, ensuring meaningful scrutiny is not restricted to the limited number of Governing Body members working in sub committees of Governing Bodies.

In accordance with good practice however, Caledonia will operate with three Group Sub Committees covering Audit & Risk Management, Development and Remuneration. This recognises the key role of audit in providing a 'quasi-independent' scrutiny role in particular for the key risks confronting the Group members. The Group Remuneration Committee ensures that in line with developing good practice and regulatory guidance, impartiality can be secured for the Group in considering the terms and conditions in particular of its senior staff but also remunerated Governing Body members, where this is Group policy. Caledonia will also operate a Development Committee that will support the governing bodies in the Group in the discharge of their duties relating to the appraisal of new build development projects and the oversight of committed and pipeline projects.

Group Audit & Risk Management Committee

The Group Audit & Risk Management Committee will meet quarterly to receive reports on the Group's systems of control, effectiveness of risk management and governance arrangements and to scrutinise the Group's Risk Map. The Group Audit & Risk Management Committee will be primarily responsible for scrutinising control systems, risk management and receiving Internal Audit reports. Amongst its duties will be:

- agreeing an annual programme of internal audit inspections
- making recommendations for improvement
- reporting to Governing Bodies on findings

Terms of Reference have been prepared to support the work of the Group Audit & Risk Management Committee and are included at Appendix 3.

Group Remuneration Committee

The Group Remuneration Committee will meet at least three times a year to (a) fulfil tasks regarding the appointment and remuneration of senior staff, defined as members of the EMT and (b) (where it is Group policy to remunerate any Governing Body members) to oversee those remuneration arrangements and monitor the performance of the Governing Body members who are being paid in light of Group policy and the contractual agreements entered into with the relevant Governing Body members, and to report to the Governing Body. Given the nature of the work to be undertaken by this Committee, it is likely that external advice will be sought to support decision making as required.

Terms of Reference have been prepared to support the work of the Group Remuneration Committee and are included at Appendix 4.

Group Development Committee

The Group Development Committee will meet quarterly to:

- appraise the viability of potential sites and developments and assess which projects should be prioritised and progressed further
- review and consider the Project Risk Appraisal of all new development projects, assess the financial impact of new developments on the business plan and agree recommendations to be made to the Caledonia Management Board
- Receive update reports on committed developments, review their progress against the programme and costs against budget and identify issues to be progressed or highlighted to the Caledonia Management Board
- Evaluate completion of developments, including contractor performance, quality of properties and costs, and agree areas for improvement or good practice that should be incorporated into policy or procedures.

Terms of Reference have been prepared to support the work of the Group Development Committee and are included at Appendix 5.

VALUES

Good governance means promoting values for the whole Group and demonstrating values of good governance through behaviour. The Codes of Conduct for Governing Body Members and Staff set out the behaviours expected and are linked to the values of the Group. Governing body members and staff will be expected to review and sign the Codes of Conduct annually and where this is breached, such breaches will be fully investigated.

The Caledonia Group will seek to follow Nolan's seven principles of public life:

Selflessness: staff and Governing Body members will act solely in their organisation's interests and for the benefit of tenants, and not seek to gain financial or material benefit for themselves or their family.

Integrity: staff and Governing Body members must act at all times in line with policy and procedures and not place themselves in a position whereby external parties may seek to influence decisions.

Objectivity: decisions made must be above challenge and in line with approved policies and procedures.

Accountability: staff and Governing Body members are accountable for their decisions and actions in discharge of their duties.

Openness: the Group will make information available on its decisions and actions unless it is commercially sensitive or would breach legal and statutory duties.

Honesty: staff and Governing Body members have a duty to declare any private interest which might impact on the performance of their duties or where financial gain may be attained.

Leadership: senior staff and Governing Body members will support and promote these principles through their actions and behaviours.

MANAGING RISK AND PERFORMANCE

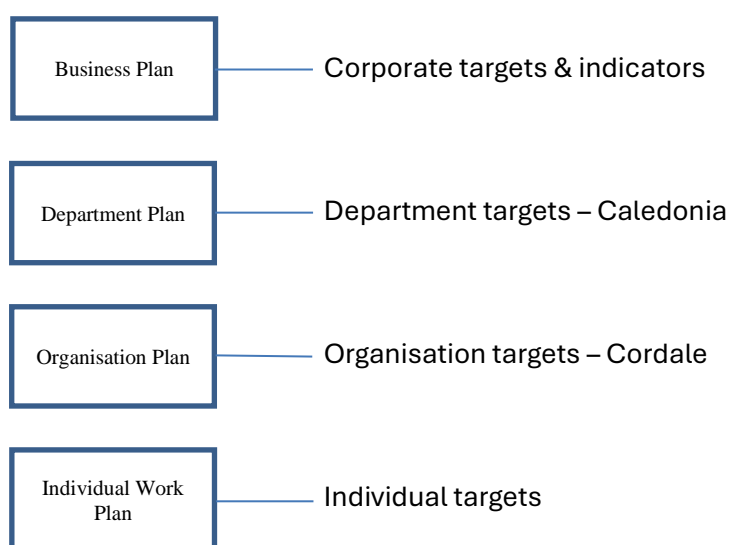
The Governing Bodies of each of the Group members have responsibility for managing and monitoring risk to ensure that their organisations are not unduly overexposed to strategic, operational or financial risks. In addition, Caledonia's Governing Body will manage and monitor risks to the Group as a whole. Governing Bodies' risk management responsibilities will be supported through a Group Risk Management Policy and through reports, information and advice at Governing Body meetings from the EMT and external parties as required. Risk will be explicitly considered as part of the reporting and decision-making process. It will also form part of the internal audit function.

Annually each Governing Body will make a statement in its organisation's annual accounts regarding the effectiveness of internal controls and risk management.

Performance management is an integral function of each Governing Body to ensure that its organisation is well managed, financially robust and can achieve its strategic objectives. A Performance Management framework sets out how this will be managed across the Group, at Governing Body, senior officer and operational levels.

The Group will adopt a collaborative approach to its business planning arrangements. The Governing Bodies will participate in an annual Business Planning event. The EMT will work closely with Cordale's Governing Body to prepare for these events and ensure that both organisation's specific business planning and budgetary requirements are assessed and articulated at the Group business planning event; and in the subsequent Group Business Plan, Strategic Documents and budgets drafted as a result of these Group business planning events. The Group Business Plan will be presented to Cordale's Governing Body in February each year before being presented to the Caledonia governing body for approval later that same month. Budgets will be prepared and presented to each Group governing body in February each year; however, in line with the Intragroup Agreement, Cordale's budget cannot be adopted until it has been approved by the Caledonia governing body.

Targets and indicators will be established to assist with monitoring the delivery of the Group Business Plan. This will then be cascaded through department plans and individual work plans.



Each governing body will receive regular information on the following:

- Management Accounts and financial information
- Performance against approved Corporate Key Performance Indicators (KPIs) as appropriate across departments, or as regards Cordale, for the organisation as a whole
- Performance against Business Plan targets and indicators
- Customer Satisfaction and Feedback
- Performance against Service Standards

Senior officers will be responsible for review of performance and reporting on trends, comparison with other RSL's and action to be taken to address poor performance.

Operational, departmental and organisational KPIs will be reviewed by senior officers. This will include:

- delivery of department and organisation plans
- operational, departmental and organisational KPIs
- service level agreements between departments and between Caledonia and Cordale
- customer satisfaction and feedback

CAPACITY AND CAPABILITY OF GOVERNING BODIES

The range of skills and experience required on each Governing Body will be reviewed regularly in line with the strategic planning process. This will ensure that skills, knowledge and experience can be aligned with the strategic direction of the Group member and appropriate action taken to fill gaps or develop existing Governing Body member skills. The Group Governing Body Membership Policy sets out how new Governing Body members will be recruited to fill vacancies.

ACCOUNTABILITY

Group members have a legal responsibility to develop tenant participation structures and policies which allow and encourage tenants and service users to be involved. Each Group Members' Tenant Participation Strategy will set out the structures, methods for engagement and information which will be made available.

Group members are subject to the Freedom of Information (Scotland) Act 2002 ("FOISA") and the Environmental Information (Scotland) Regulations 2004 ("EIR") and are committed to the principles of openness and transparency underpinning FOISA and EIR and will comply fully with the requirements of the legislation. The Group will publish a wide range of information through its Publication Scheme and will respond to any request for information that we receive.

The Group will also abide by all legislative requirements relating to Data Protection.

The Group recognises that its stakeholders comprise residents, local communities, local authorities and other partners, together with our funders and our Regulator. We will take all necessary steps to keep our stakeholders informed of our business activities.

The Group recognises the need to ensure its information is widely accessible. It will aim to understand the barriers that can prevent equal access to information and to identify appropriate ways of removing them.

Supporting Governance Documents

- Individual Organisations' Rules
- Group Business Plan
- Caledonia Board Remuneration Policy
- Code of Conduct - Governing Body
- Code of Conduct – Staff
- Group Conflict of Interest Policy
- Group Corporate Performance Management Policy
- Group Data Protection Policy
- Group Delegated Authority Policy
- Group Entitlements, Payments & Benefits Policy
- Group Financial Regulations
- Group Freedom of Information & EIS Policy
- Group Governing Body Appraisal Policy
- Group Governing Body Members Expenses Policy
- Group Governing Body Membership Policy
- Group Governing Body Recruitment, Selection and Succession Policy
- Group Information Risk Management Policy
- Group Membership Policy

- Group Notifiable Events Policy
- Group Serious Complaints Against the Group Chief Executive Policy
- Group Risk Management Policy
- Group Standing Orders
- Group Terms of Reference - Governing Body
 Group Audit & Risk Management Committee
 Group Remuneration Committee
 Group Development Committee
- Group Whistleblowing Policy

Governance Registers – for each individual organisation

Codes of Conduct
 Control of Payments and Benefits
 Corporate Tenders
 Declaration of Interest
 Fraud
 Gifts and hospitality
 Governing Body Members Expenses
 Members
 Notifiable Events
 Sponsorship and Donations

CALEDONIA GROUP**Governing Bodies – Terms of Reference**

The Governing Bodies in Caledonia's Group will not normally delegate powers to sub committees, excepting the Group Audit & Risk Management Committee, Group Remuneration Committee and Group Development Committee. Any sub committees will comprise such Group Governing Body members and other co-opted persons as the Governing Body thinks fit, which shall in exercising the functions entrusted to them, conform to the instructions given to them in writing by their respective Governing Body.

With the exception of the Group Audit & Risk Management Committee, Group Remuneration Committee and Group Development Committee, the Governing Body will consider and take the final decision on the recommendations from its sub-committees (in accordance with its delegated authority).

Caledonia's Governing Body will fulfil its role as outlined in relevant Governance Policies, including monitoring performance in handling complaints, and dealing directly with any Whistleblowing reports and complaints against the Group Chief Executive.

Caledonia's Governing Body – specific reservations of powers

Caledonia's Governing Body reserves the right to deal with the following issues:

Appointment (and if necessary, investigation of complaints against or dismissal of) the Group Chief Executive and other senior staff members.

Approval of strategies and plans relating to business growth, including housing development proposals.

Acceptance of Scottish Government's Housing Investment Department annual programme of investment.

Approval of the Group Annual Business Plan and other Group strategic documents.

Approval of the Group annual budget and accounts.

The letting of a contract not identified in the investment programme or in the approved budget.

Overriding responsibility to ensure fulfilment of the requirements and expectations of the Scottish Housing Regulator, including those set out in its regulatory guidance for Governance and Financial Management and the submission of the Annual Assurance Statement.

Overriding responsibility to ensure compliance with the requirements and expectations of other regulators, such as the Care Inspectorate and the Office of the Scottish Charity Regulator.

Approval of all Group policies.

Considering and making decisions on proposed payments or benefits to be granted to employees, ensuring these are taken in accordance with the Group Entitlements, Payments

Matters reserved to it by Group Financial Regulations.

Matters of doubt or difficulty or which involve, or appear likely to involve, major changes in Group policy.

Major matters concerning relationships with central government, local authorities, statutory bodies, other housing associations and other community organisations.

The extension or restriction of the scope of the activities of any of the organisations in Caledonia's Group.

The appointment of external and internal auditors to the Group, through the Group Audit & Risk Management Committee.

Governing Bodies in Caledonia's Group – general reservations of powers

Each of the Governing Bodies shall oversee, control and direct the duties and the actions of the Chair, Vice-Chair, Secretary,) and any other officers of the organisation to ensure that these are undertaken in accordance with the Rules and aims of the organisation.

Each Governing Body shall provide leadership to the organisation, setting the organisation's values and standards and ensuring that its obligations to stakeholders are met.

Each Governing Body shall set the organisation's strategic aims, ensuring that the resources to meet these are in place, and review performance.

Each Governing Body will take objective decisions in the interests of the organisation. In doing so it will be open about what it does, and publish information about its activities.

Each Governing Body shall delegate authority to the Group Chief Executive and other senior staff.

Each Governing Body shall scrutinise the performance of the organisation in meeting its stated goals and objectives; and hold the Group Chief Executive to account for his/her performance.

Each Governing Body shall ensure that the organisation's budgets and borrowings are undertaken in accordance with its Rules, the Group Standing Orders and the Group Financial Regulations.

Each Governing Body shall ensure that the AGM and any General Meetings of the organisation are called and conducted in accordance with its Rules.

Each Governing Body may decide to affiliate to the Scottish Federation of Housing Associations, and to any other organisations having objectives similar or relevant to those of the organisation

Each Governing Body is responsible for ensuring the recommendations or directions made by the Scottish Housing Regulator in the course of its regulatory activities are implemented.

Each of the Governing Bodies will meet once a year to discuss the strengths, weaknesses, skills and performance of the Governing Body over the last year. Caledonia's Governing Body will also review the effectiveness of its sub-committees and working groups.

Each Governing Body may decide on the appointment of any of its members or any employee to act as a signatory. Such appointments shall be reflected in the Group Scheme of Delegated Authority.

Group members' governing bodies have the right to deal with the following issues:

Approval of the organisation's annual budget and accounts, in a manner consistent with Group Budgets as approved by Caledonia's Governing Body. As per the terms of the Intragroup Agreement, Cordale's annual budget and accounts cannot be adopted until they have been approved by Caledonia's Governing Body.

Organisational responsibility to ensure fulfilment of the requirements and expectations of the Scottish Housing Regulator, including those set out in its regulatory guidance for Governance and Financial Management

Organisational responsibility to ensure compliance with the requirements and expectations of other regulators, such as the Social Care and Social Work Improvement Scotland (The Care Inspectorate) and the Office of the Scottish Charity Regulator.

The review of the effectiveness of the organisation's work and of the standards and levels of services provided, including the identification of the need for new or improved services; and the review of the necessity for existing ones.

Approval of any organisational policies that are not reserved by Caledonia's Governing Body as Group policies

Considering and making decisions on proposed payments or benefits to be granted to governing body members ensuring these are taken in accordance with the Group Entitlements, Payments and Benefits Policy and the Codes of Conduct for Governing Body Members.

Matters reserved to it by Group Financial Regulations.

Matters of doubt or difficulty or which involve, or appear likely to involve, major changes in organisational policy, excepting policies reserved by Caledonia's Governing Body as Group policies.

The creation and dissolving of sub committees and the referral and delegation of business to them.

Any matter referred to it by a general meeting.

The reference of any matter to a general meeting.

CALEDONIA GROUP**Group Audit & Risk Management Committee – Terms of Reference**

The Governing Body of Caledonia Housing Association has established a Group Audit & Risk Management Committee to support the Governing Bodies in the Group in the discharge of their duties relating to risk management, control, governance and the external and internal audit functions. These Terms of Reference set out the areas of responsibility of the Group Audit & Risk Management Committee.

Membership

Members of the Group Audit & Risk Management Committee will be appointed by Caledonia's Governing Body on an annual basis at the first Caledonia Governing Body Meeting following its Annual General Meeting. The Group Audit & Risk Management Committee will consist of a minimum of 4 and a maximum of 7 members. One place will be reserved for members of Cordale's Governing Body, who in turn will select its nominee,

Caledonia's Governing Body will appoint a Chair and, if deemed appropriate a Vice Chair, from the Group Audit & Risk Management Committee members, but this shall not be the Chair of Caledonia or a member of Cordale's governing body.

Caledonia's Executive Director of Finance will attend Group Audit & Risk Management Committee meetings and fulfil the secretariat role. Other senior staff will be invited to attend meetings as required. Other Governing Body Members are welcome to attend any meetings as a guest.

Quorum

The quorum necessary for the transaction of business is three. A meeting convened at which a quorum is present is competent to undertake all duties and responsibilities of the Group Audit & Risk Management Committee.

Frequency of Meetings

The Group Audit & Risk Management Committee will meet quarterly. An annual work programme and reporting cycle will be prepared to support the work of the Group Audit & Risk Management Committee. The Chair can call additional meetings as required.

The notice of each meeting along with supporting documents and reports will normally be issued to members 7 days prior to the meeting.

Reporting

The Group Audit & Risk Management Committee will formally report to the Group Members' Governing Bodies after each meeting. In doing so, it shall identify any matters where it considers action or improvement is needed; and will make any associated recommendations. A copy of the minutes of the meeting may form the basis of the report. In addition, the Group Audit & Risk Management Committee will provide an Annual Report to the Group Members' Governing Bodies linked to the year-end audited accounts and statement on internal control, summarising the Group Audit & Risk Management Committee's performance and conclusions from the work carried out during the year.

Duties & Responsibilities

a) Financial Reporting

The Group Audit & Risk Management Committee will:

- review and monitor the integrity of the annual financial statements, annual reports, management letters and any other statements relating to financial performance
- review financial returns to regulators
- review and challenge where necessary the accounting policies; accounting treatments and compliance with legal and regulatory standards for financial reporting.

b) Internal Controls and Risk Management Systems

The Group Audit & Risk Management Committee will:

- review and monitor the effectiveness of internal, including financial, controls and risk management systems including the risk map
- review and approve the statements in the Annual Reports of each of the Group Members, on internal control and risk management.

c) Internal Audit

The Group Audit & Risk Management Committee will:

- retain primary responsibility for recommending the appointment, re-appointment or removal of the Internal Auditors
- approve the contractual terms of engagement of the Internal Auditor
- approve the remit of the Internal Auditors including the annual Internal Audit Plan and the scope of the internal audit programme
- review all reports received from the Internal Auditors and managements responses to the findings and recommendations of the Internal Auditors.
- Monitor and review the effectiveness of internal audit activities, including the use of the Internal Auditor to carry out non-audit duties; and will report on this to the Governing Bodies on an annual basis.
- Monitor progress made by management in addressing internal audit actions.

d) External Audit

The Group Audit & Risk Management Committee will:

- retain primary responsibility for recommending the appointment, re-appointment and removal of the External Auditors
- approve the contractual terms of engagement of the External Auditor
- review the findings of the audit with the External Auditor, discussing any issues arising during the audit; accounting and audit judgements; and errors identified during the audit
- review the management letter and the response to the findings and recommendations.
- review and monitor the External Auditor's independence and objectivity; and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements

- approve and review the engagement of the External Auditor to supply non-audit services, taking into account relevant ethical guidance

e) Whistleblowing & Fraud

The Group Audit & Risk Management Committee will:

- Review the arrangements for whistleblowing and detection of fraud.

f) Cyber Security

- Monitor and review the Group's cyber security risks and the measures being put in place to mitigate these risks.

g) Other Matters

The Group Audit & Risk Management Committee will:

- have access to sufficient resources to carry out its duties
- be part of the annual effectiveness review by the Group Governing Bodies.

h) Authority

The Group Audit & Risk Management Committee is authorised to:

- seek relevant and appropriate information to support its activities and terms of reference
- obtain necessary external professional advice on matters within these terms of reference in line with budget provision.

CALEDONIA GROUP**Group Remuneration Committee – Terms of Reference**

The Governing Body of Caledonia Housing Association established a Group Remuneration Committee, to support the Caledonia Board in the discharge of their duties relating to (a) establishing and reviewing the remuneration package and terms and conditions of the Executive Management Team and (b) (where it is Group policy to remunerate any Governing Body members) to oversee those remuneration arrangements and monitor the performance of the Governing Body members who are being paid. The Group Remuneration Committee will also consider salary and terms and conditions, and other governance matters for other employees as appropriate. These Terms of Reference set out the areas of responsibility of the Group Remuneration Committee.

Membership

Members of the Group Remuneration Committee will be appointed by the Caledonia Governing Body on an annual basis at the first Caledonia Governing Body meeting following the Annual General Meeting. The Group Remuneration Committee will consist of a minimum of four and maximum of six members. One place will be reserved for a member of Cordale's Governing Body, who in turn will select its nominee.

Caledonia's Governing Body will appoint a Chair from the Group Remuneration Committee members, but this shall not be the same person as the Chair of either of the Governing Bodies of Caledonia or Cordale the Chair of the Audit and Risk Management Committee or the Chair of the Remuneration Committee.

Caledonia's Human Resources & Operational Development Manager will fulfil the secretariat role. Caledonia's Director of People & Governance will normally attend the meetings except where matters directly affect them. Other senior staff and external advisors will be invited to attend meetings as required and as appropriate.

Quorum

The quorum necessary for the transaction of business is three. A meeting convened at which a quorum is present is competent to undertake all duties and responsibilities of the Group Remuneration Committee.

Frequency of Meetings

The Group Remuneration Committee will meet on at least three occasions in a year. The Chair can call meetings as required.

The notice of each meeting along with supporting documents and reports will normally be issued to members 7 calendar days prior to the meeting.

Duties & Responsibilities

a) Executive Management Team

The Group Remuneration Committee will:

- Supervise the recruitment of the Group Chief Executive in conjunction with external advisors, including job description, person specification and recruitment and make recommendation to the Caledonia Management Board.
- Liaise with Caledonia's Group Chief Executive on the recruitment of members of the Executive Management Team including participation in the recruitment process.
- Consider and recommend to the Governing Bodies the remuneration package and terms and conditions for the Executive Management Team.
- Review and recommend any variations to approved remuneration or terms and conditions in relation to the Executive Management Team

b) Board member Remuneration

Where it is determined as a matter of policy that any Governing Body members are to be remunerated for their role, the Group Remuneration Committee will:

- Consider and recommend to the relevant Governing Body the remuneration package and terms and conditions for the Governing Body members who are to be remunerated.
- Oversee the monitoring of the performance of the Governing Body members who are remunerated, in accordance with the services contract and performance requirements that are in place.
- Review on an annual basis and recommend any variations to the approved remuneration or terms and conditions in relation to the Governing Body members who are remunerated.

c) General Staffing

The Group Remuneration Committee will:

- Review and recommend on an annual basis to the Governing Bodies variations to the approved remuneration package or terms and conditions for staff below Executive Management Team level.

d) Other Staffing and Governance Matters

The Group Remuneration Committee will:

- Review and monitor the implementation of the People Strategy and supporting policies.
- Consider the annual governance review and Board recruitment, development and succession plans.
- Review the outcomes from the Executive appraisal and succession planning framework.
- Consider relevant organisational design proposals.
- Act as the hearing panel for appeals against dismissal at Executive Director level. (There is a separate policy for the CEO).
- Have access to sufficient resources to carry out its duties.
- Review its performance and effectiveness, identifying skills gaps or training requirements.

Authority

The Group Remuneration Committee is authorised to:

- Seek relevant and appropriate information to support its activities and Terms of Reference.
- Obtain necessary external professional advice on matters within these Terms of Reference in line with budget provision.

CALEDONIA GROUP

Group Development Committee – Terms of Reference

The Governing Body of Caledonia Housing Association has established a Group Development Committee to support the Governing Bodies in the Group in the discharge of their duties relating to the appraisal of new build development projects and the oversight of committed and pipeline projects. These Terms of Reference set out the areas of responsibility of the Group Development Committee.

Membership

Members of the Group Development Committee will be appointed by the Caledonia Governing Body on an annual basis at the first Caledonia Governing Body meeting following the Annual General Meeting. The Group Development Committee will consist of a minimum of four and maximum of six members. One place will be reserved for a member of Cordale's Governing Body, who in turn will select its nominee to be co-opted by Caledonia's Governing Body on to the Committee, in accordance with Caledonia's Rules.

Caledonia's Governing Body will appoint a Chair from the Group Development Committee members, but this shall not be the same person as the Chair of either of the Governing Bodies of Caledonia or Cordale, the Chair of the Audit and Risk Management Committee, or the Chair of the Group Remuneration Committee.

Caledonia's Development Manager will fulfil the secretariat role. Caledonia's Executive Director of Operations and Head of Investment and Sustainability will attend the meetings. The Executive Director of Operations, Head of Investment & Sustainability and Development Manager will present reports providing advice and updating on existing and new development projects. Other senior staff and external advisors will be invited to attend meetings as required and as appropriate.

Quorum

The quorum necessary for the transaction of business is three. A meeting convened at which a quorum is present is competent to undertake all duties and responsibilities of the Group Development Committee.

Frequency of Meetings

The Group Development Committee will meet at least four times in the year. The Chair of the Development Committee can call meetings as required.

The notice of each meeting along with supporting documents and reports will normally be issued to members 7 days prior to the meeting.

Duties and Responsibilities

- a) Pipeline Projects – Stage One
 - Appraise the viability of potential sites and developments.
 - Assess which projects should be prioritised and progressed further to stage two.

b) New Development Projects – Stage Two

- Review and consider the appraisal of all new development projects, including assumptions applied, due diligence outcomes and risk mitigation.
- Assess the financial impact of new developments on the business plan and contribution to business objectives and development strategy.
- Agree recommendations to be made to the Caledonia Board for each new development.

c) Committed Development Projects – Stage Three

- Receive update reports on each committed development.
- Review progress against programme and costs against budget.
- Identify issues that should be progressed or highlighted to the Board.

d) Post Completion – Stage Four

- Evaluate completion of the development including performance of contractor, quality of properties and costs.
- Agree areas for improvement or good practice which should be incorporated into the policy or procedural documents.

e) Strategy and Policy

- Review key development policy and strategy documents to take account of changes in legislation, national and local affordable housing policies.

Authority

The Group Development Committee is authorised to:

- Seek relevant and appropriate information to support its activities and Terms of Reference.
- Obtain necessary external professional advice on matters within these Terms of Reference in line with budget provision.

Chair of Caledonia Housing Association – Role Description

Summary

The Chair is responsible for the leadership of the Board and to ensure that the Board provides high-level strategic direction to Caledonia to support delivery of its key objectives.

The Chair should promote the wellbeing and efficient operation of the Board, ensuring that all board members work together effectively and have the confidence in the procedures laid down for conduct of Business.

The Chair will ensure that Board members apply the highest standards of corporate governance and observe the accepted principles of public life.

The Chair will ensure that the Board discusses those issues which it needs to discuss and discharges its responsibilities in a business-like way.

The Chair will ensure that Caledonia is well connected to its stakeholders, including staff and customers, and plays an ambassadorial role on behalf of the organisation.

Key Responsibilities

1. Strategic Leadership

1.1 Ensure the Board sets, and actively promotes and oversees, Caledonia's vision, mission, values, and standards and that its obligations to its stakeholders and others, including its regulators, are understood and met.

1.2 Promote good governance and ensure that the organisation's affairs are conducted in accordance with generally accepted codes of performance and propriety, including, in particular, Caledonia's code of conduct for board members.

1.3 Contribute to the effective governance of the organisation through membership of appropriate committees.

1.4 Establish and maintain a clear division of responsibilities between the Board and Executive team, ensuring there is respect for each other's roles with limited encroachment.

1.5 Ensure that the Board maintains a focus on how the organisation controls risk, responds to opportunity and conducts its business in a manner which maintains long term viability.

2. Conduct of the Board's Business

2.1 Ensure the business of the Board and the general meetings are conducted efficiently.

2.2 Ensure that the Board fulfils its responsibilities for effective governance through compliance with required regulatory frameworks, Caledonia's rules and standing orders, governance standards and effective business assurance and management of risk.

2.3 Ensure that Board members are given the opportunity to express their opinions and that their views are sought before important decisions are taken.

2.4 Deal with the processes associated with the function of chairing Board meetings, including development of the meeting cycles and agendas with the Chief Executive, in line with Caledonia's strategic and operational priorities.

2.5 Ensure that the Board delegates sufficient authority to its Committees, Chair, Chief Executive and others to enable the business of the organisation to be conducted efficiently between meetings of the Board and also to ensure that the Board monitors the use of these delegated powers.

2.6 Enable the Board to receive professional advice when it is needed either from its senior staff or from external sources.

2.7 In the case of urgent business occurring between meetings, to take necessary decisions on behalf of the Board, in accordance with Caledonia's approved policies and scheme of delegation.

3. Working with the Chief Executive

3.1 Build a constructive working relationship with support for the Chief Executive. This will include meeting with the CEO regularly, developing a professional relationship, with clear performance management framework and two-way feedback to nurture shared goals and their development.

3.2 Ensure that the Board makes proper arrangements to appraise the performance of the Chief Executive, to set objectives and to determine the remuneration of the Chief Executive and to ensure that proper arrangements are in place for remuneration of other senior staff.

3.3 Ensure clarity of each party's respective roles in representing and championing the organisation.

4. Developing the Board Team

4.1 Understand how to recognise the skills and experience of Board members and make the most of their contributions.

4.2 Consider what the business needs from non-executive skills and take an active role in Board renewal, recruitment, and succession planning.

4.3 Ensure that on appointment, all new board members receive a comprehensive, formal, and tailored induction and that resources are available for on-going training and development for board members, collectively and individually.

4.4 Invest time in individuals and the collective to build an effective Board. This will include ensuring that annually the performance of individual Board members, including the Chair, and the Board's collective performance, is evaluated.

4.5 Promote Board member connection, planning, learning with events and engagement outside the meeting cycle.

4.6 Establish a constructive working relationship with the Vice Chair, Chairs of Partner Boards and Chairs of Committees and Working Groups.

5. Working with Partners and Promoting the Organisation

5.1 Be an ambassador for Caledonia externally and help build its brand and public image, ensuring an effective profile, in consultation with the Chief Executive.

5.2 Promote the interests of Caledonia to local authorities, other stakeholder partners, the Scottish Housing Regulator, lenders and other advisors and agencies involved in Caledonia's work.

5.3 Represent Caledonia with key stakeholders, such as other regulators and decision makers, including the Scottish Government and the Scottish Federation of Housing Associations.

30 August 2022

Chair of Group Audit and Risk Management Committee Role Description

This role description sets out the particular duties and responsibilities that attach to the Chair of Caledonia's Audit and Risk Management Committee ("ARMC"). The responsibilities described here are additional to those set out in the Governing Body Members' role description. It should be considered alongside the Association's Rules and Standing Orders.

Key Responsibilities

1 Strategic Leadership

- 1.1 To provide leadership and direction and insight and challenge to the ARMC Committee to ensure that it fully discharges its duties in accordance with its terms of reference, Code of Conduct and regulatory requirements and that the Committee conducts its business in a transparent and effective manner.
- 1.2 Operate as the key conduit between the ARMC and Caledonia's Management Board, ensuring that matters of strategic significance are appropriately escalated for fuller discussion by the Management Board.
- 1.3 As Chair of ARMC have a key role supporting the Caledonia Housing Group apply an effective risk management framework with procedures in place to understand and manage all risks.
- 1.4 Provide leadership of the ARMC to ensure risk and performance management is monitored and managed through effective systems of internal control and delegation and champion a continuous improvement culture around the Group's approach to risk management.

2 Working with Executive Team, Caledonia Board and Auditors

- 2.1 Develop a strong and supportive relationship with the Executive Management Team ("EMT") – in particular the Executive Director of Finance. In conjunction with the Director of People & Governance, ensure that the EMT (or appropriate delegates) is appropriately represented at all meetings of the ARMC having regard to the key agenda items.
- 2.2 Ensure the Caledonia Housing Group has an effective system of internal controls and appropriate internal and external audit arrangements to manage the performance of Group members. Perform enquiries of the EMT as necessary to seek assurance in areas of weakness, particularly in respect of outstanding control improvements. Ensure that there is adequate reporting, and challenge, of progress on all such outstanding issues.
- 2.3 Provide leadership and support to the Caledonia Management Board in relation to compliance with those statutory duties that the Group is subject to and that come within the ARMC's terms of reference, which include approving the annual report and accounts, and providing an appropriate statement for inclusion in the annual report on the effectiveness of the Group's systems for risk management and internal control.

- 2.4 Engage constructively with the internal audit and external audit teams as part of their routine audit enquiries as well as in reviewing and challenging audit plans and strategies.
- 2.5 Working with the Executive Director of Finance ensure that the Committee agenda for ARMC meetings is appropriately balanced for each meeting such that the Committee can discharge in full its remit as delegated from the Management Board and set out in its terms of reference.

3 Developing the ARMC

- 3.1 Encourage and sustain membership of the ARMC through creating an environment that encourages engagement and participation.
- 3.2 Manage the agenda and time allowed for each item to achieve a balance between enabling effective discussion on each topic whilst ensuring the efficient management of each meeting.
- 3.3 Keep the ARMC focussed on key agenda topics and only on matters within its terms of reference, providing advice to members as appropriate on how matters outside of the remit may be progressed.
- 3.4 Ensure that the ARMC has the resources, skills and support to discharge its responsibilities and that effective training for members is delivered as appropriate.
- 3.5 Annually review the ARMC's terms of reference and make any recommendations to the Management Board
- 3.6 Spend time between meetings as required to liaise with the EMT and auditors to ensure that any significant matters identified are being appropriately progressed between meetings.
- 3.7 Ensure all Committee members understand their responsibilities and feel able to raise issues at ARMC meetings that they believe are important.