

## Terms of Reference and Standing Orders

<b>Category</b>	Governance
<b>Lead</b>	Chief Executive Officer
<b>Committee / Approver</b>	Board of Management
<b>Action</b>	Review & Approve
<b>Review Date</b>	April 2026
<b>Review Due</b>	April 2029
<b>Purpose</b>	Outlines the governance structures and how they operate
<b>Internal/External</b>	External

## Overview

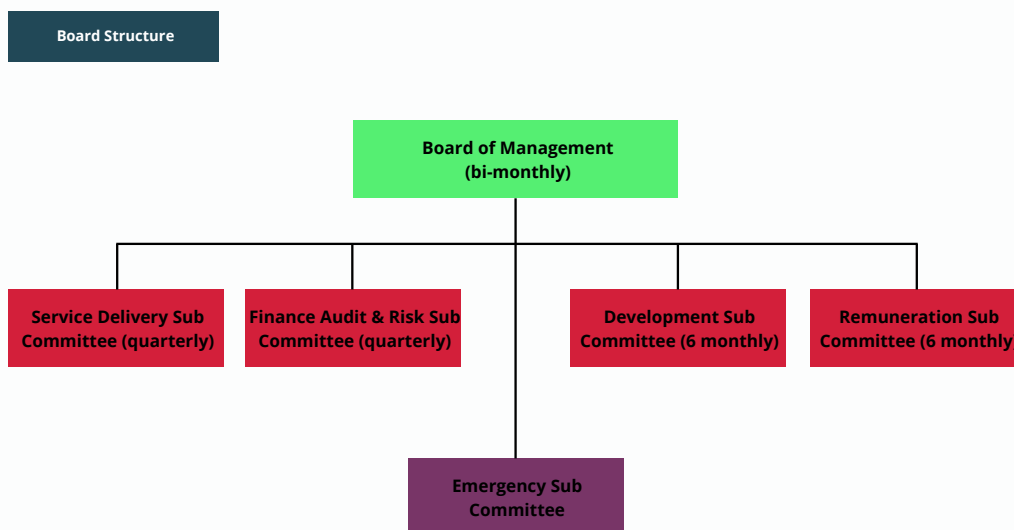
The Terms of Reference and Standing Orders outline the governance structures in Angus Housing Association and how they operate in practice. This document is used to define the levels of decision making, how office bearers are elected, the remit of the Board and sub committees, how each operates, and how decisions are evidenced. Terms of Reference refers to the delegated powers of committees and the people elected to them. Standing Orders refers to how the powers outlined in the Rules of Angus Housing Association are used and how business is conducted at committees.

This document must be read alongside the Association's Rules and wider policies. In addition, this has been prepared with due recognition of the Scottish Social Housing Charter (Outcome 2), and the Scottish Housing Regulator's Standards of Governance and Financial Management (1.3, 4.1, 4.2, 4.5, 4.6, 5.2, 5.4, 5.6, 6.3, 6.4).

This document, structures, and Sub Committee powers are reviewed at least every three years but can be reviewed earlier if required.

## Governance Structure

Angus Housing Association has a Board of Management and four Sub Committees and an Emergency Sub Committee:



Whilst the Board of Management has the authority and powers to realise the objectives of Angus Housing Association, it cannot practicably do so by itself alone. In order to do this, the Board has the power to create Sub Committees where it can delegate areas of responsibility and decision making powers. The remits are reviewed and approved by the Board at least every three years and must be within the Board of Management's powers (Rules 45-47). Currently, there are four Sub Committees and an Emergency Sub Committee which can be convened to address issues which need an immediate response. The Board of Management can approve short-term working groups but these must have the remit, membership, timeframe and reporting outlined.

In addition to delegation to Sub Committees, operational decisions that are made by staff are outlined in the Scheme of Delegated Authority. Sub Committees that address specific operational areas have named members of staff who liaise with the Chair and Board Members. The Board of Management has a Chair and Vice Chair roles and the four Sub Committees have Chair roles. The Emergency Sub Committee is usually chaired by the Chair of the Board; for more information refer to the Emergency Sub Committee section.

## Board Members

To become a Board Member, the applicant can use one of the following routes. However, the applicant must not be an employee of Angus Housing Association, or a close relative of an employee. The applicant must sign the Code of Conduct. All Board Members are subject to the Code of Conduct and Automatic Disqualification Policy (OSCR) and must sign these annually. If a Board Member is in breach of the Association's Rules, Code of Conduct, or not meeting the Standards of Governance and Financial Management, they can be removed at a Special General Meeting by majority vote. However, if a Board Member meets the threshold for Automatic Disqualification (OSCR), then they cease to be a Board Member with immediate effect under Scottish Charity Law.

The Board of Management can reject a nomination when three quarters agree one or more of the following grounds:

- Election would be contrary to the Association's Rules or Policies;
- There is a conflict of interest which may adversely affect the work of the Association;
- There is clear evidence that their election would not be in the best interests of the Association

In addition, Board Members are subject to annual reviews that assess their contribution over the year. If a Board Member has served nine or more years, then they are subject to a more in depth annual review that evidences continued effectiveness. If the Board of Management are not satisfied that the Board Member is performing, they cannot be re-elected.

## Routes

### *Member*

An individual can become a member of Angus Housing Association in line with the Membership Policy. Whilst members need to be 16 or over, to be a Board Member they need to be 18 or over. When they are a member of the Association, they can be nominated and seconded to become a Board Member at the Annual General Meeting (AGM). If there are vacancies on the Board of Management (i.e. if there are less than 15 Board Members), they can be casually appointed to fill a vacancy until the next AGM where they can choose to either stand for nomination or stand down.

### *Co-optee*

A Co-optee is someone that the Board of Management wish to appoint to the Board or any Sub Committee. They do not need to be a member of the Association, but they can be under 18 and are usually selected for their expertise in a required area. Co-optees can only serve until dismissed by the Board of Management or the next AGM. Co-optees cannot stand for election, nor be an Office Bearer. In addition, Co-optees cannot take part in discussions about the Rules, membership of the Association, or the election of Office Bearers. Co-optees cannot make up more than one third of the total of the Board of Management, or one third of the total of a Sub Committee.

### *Appointment*

As a Registered Social Landlord, the Scottish Housing Regulator has the power to appoint Board Members in certain circumstances. These powers are set out in the Housing (Scotland) Act 2010 and more information is available on the Scottish Housing Regulator's website.

## Board Composition

Under the Rules of Angus Housing Association, the Board of Management must have an absolute minimum of seven members and a maximum of fifteen Board Members. If there are between seven and fifteen Board Members, then casual vacancies can be filled during the year. If the number of Board Members approaches seven or is at risk of falling below seven, this must be reported to the Scottish Housing Regulator as a Notifiable Event.

If the number of members falls below seven, then the Board of Management can only continue to act for two months. If after those two months, the number of Board Members is still below seven, then the Board of Management loses all powers. This means that the Board of Management is not 'competent' and cannot approve any decisions. The only power it has is to recruit Board Members until there are at least seven on the Board of Management.

## Office Bearers

Angus Housing Association are required to have the following Office Bearers under the Association's Rules:

- Chair (Board of Management)
- Vice Chair (Board of Management)
- Chairs (Sub Committees; 4 in total)
- Company Secretary

All Office Bearer Roles except Company Secretary must be Board Members, and they are all elected at the first Board Meeting after the AGM. Full role descriptions are in the Role Description for Board Members and Office Bearers, but short descriptions are given below:

- The Chair (Board of Management) is responsible for the leadership of the Board of Management and Sub Committees and serves a maximum term of five years.
- The Vice Chair (Board of Management) deputises for the Chair in their absence and serves a maximum term of five years.
- The Chairs (Sub Committees) are responsible for the leadership of their Sub Committee.

The role of Company Secretary is carried out by the Chief Executive Officer. They are responsible for calling and attending all meetings (including AGM/SGM's), maintaining the Register of Members, retaining all minutes, and submitting reports to the Financial Conduct Authority and Scottish Housing Regulator.

The Company Secretary can delegate their duties to another employee as long as the Company Secretary remains responsible for them. If the Company Secretary cannot fulfil their duties, the Board of Management (or in an emergency, the Chair) can ask another Office Bearer, or employee, to carry these out in the interim.

Overall, Board Members are recruited and supported in line with Angus Housing Association's Board Recruitment, Selection, Training and Induction Policy and Role Descriptions for Board Members and Office Bearers.

### Annual General Meeting (AGM)

Purpose	Present statutory documents Conduct elections Appoint Auditor	Quorum	At least 7 members If over 70 members, 10% of total membership
Frequency	In August every year	Voting Procedure	Simple Majority If tied, Chair has second and deciding vote

#### Functions

Chair Report Accounts Auditors Report	Board Member Elections Appoint Auditor Other General Business
---	---

The Secretary must give Notice for the AGM at least 14 days in advance. This is usually done in writing to all members. Notice and must state the agenda, confirm that it is an AGM along with the time, date and place of the meeting. If number of members standing for election is less than or equal to 15, the Chair declares them elected without a vote.

### Special General Meeting (SGM)

Purpose	To discuss business out with the AGM	Quorum	At least 7 members If over 70 members, 10% of total membership
Frequency	When Required	Voting Procedure	Simple Majority If tied, Chair has second and deciding vote

#### Functions

Special General Meetings are held when: Requested by the Board of Management At least 4 members request in writing If over 40 members, at least 10% request in writing	Business for SGMs are limited to the reason for business only.
---	--

The Secretary must give Notice for the SGM within 10 days of request.  
The SGM must take place within 28 days of the request.  
If Notice is not given, the members making the request can hold the SGM by themselves.  
The Notice must state the agenda, that it is an SGM along with the time, date and place of the meeting.

## Board of Management

Purpose	To direct the affairs of the Association	Quorum	Four
Frequency	At least six times a year	Staff Lead	Chief Executive Officer

## Attending Staff

Chief Executive Officer	Director of Asset Management
Director of Finance and Corporate Services	Governance Officer
Director of Housing Services	Corporate Services Officer - Minutes

## Main Responsibilities

<p>Set the strategic direction of the Association</p> <p>Ensure compliance with the Rules of the Association</p> <p>Exercise overall responsibility and control of the strategic leadership of the Association</p> <p>Ensure compliance with constitutional, regulatory and legal obligations</p> <p>Oversee effective financial and treasury management controls and procedures</p> <p>Ensure security of assets, proper use of public and private funds and sufficient liquidity at all times</p> <p>Maintains a robust business planning and control framework, identifying and managing risk effectively</p> <p>Challenge and hold senior officers to account</p> <p>Approve submission of the Annual Assurance Statement and Annual Report on Charter</p> <p>Deliver good outcomes and services for tenants and stakeholders</p>	<p>Ensure compliance with all regulatory standards detailed within the Regulatory Framework published by the Scottish Housing Regulator</p> <p>Approve minutes of all sub committee meetings</p> <p>Ratify all policies and procedures formulated by the sub committees</p> <p>Ensure compliance with all internal and external audit requirements</p> <p>Approve annual budgets and rent increases</p> <p>Oversee compliance of the Association's Complaints Policy</p> <p>Promote the positive image of the Association</p> <p>Actively manage risk and accountabilities</p> <p>Conduct the business of the Association with integrity, openness, and transparency</p> <p>Agree the content and changes to tenancy agreements</p> <p>Approve nomination agreements with local councils</p> <p>Acquire land or property</p>
---	--

## Finance Audit and Risk Sub Committee

Purpose	Finance HR and Health & Safety IT / ICT	Quorum	Three
Frequency	At least four times a year	Staff Lead	Director of Finance and Corporate Services

### Attending Staff

Chief Executive Officer	Governance Officer
Director of Finance and Corporate Services	Finance Manager - Quarterly Accounts, Budget and Business Plan
Director of Asset Management	Corporate Services Officer - Minutes

### Main Responsibilities

<p>Budgeting and Financial Planning</p> <p>Management Accounting</p> <p>Monitoring of Financial Controls</p> <p>Treasury Management</p> <p>Risk Management</p> <p>Cost Control</p> <p>Attainment of Value for Money</p> <p>Maximising Income</p>	<p>Raising Private Finance</p> <p>Personnel Matters</p> <p>Computerisation of Association Functions</p> <p>Acquisition of Land and Property</p> <p>Approval of Detailed Scheme Designs</p> <p>Promotion and Review of the Association's Development Strategy</p> <p>Consideration of Internal Audit Reports</p>
--	---

### Board of Management to Ratify

<p>Approval of Annual Budget and Accounts</p> <p>Recommending to re-appoint or change Auditor</p> <p>Amendments to approved Budgets</p> <p>Changes in Financial Regulations</p> <p>Personnel Policies</p> <p>Staff Structures</p> <p>Development Strategy</p> <p>Policies on Low-Cost Home Ownership</p> <p>Acquisition of land/property from Reserves</p> <p>Disposals of land/property owned</p> <p>Joint Venture Estate Strategies</p> <p>Approval of borrowing</p>
--

## Devolved Decision Making Authority

Ensuring that adequate Financial Control Systems are in place and monitoring their effectiveness

Monitoring of Covenant Compliance

Ensuring appropriate Books of Account are kept

Agreeing Budget Timetables and draft Annual Budgets for approval by Board

Monitoring income, expenditure, and cash flows

Receiving Quarterly Management Accounts

Approving Cash Flow Projections and Loan Portfolio Returns, Five Year Financial Plan and for quarterly submission to the Scottish Housing Regulator

Control of Bank Overdrafts

Ensuring that the Association carries adequate Insurance and that Insurance quotations are competitive

Ensuring that there is adequate cash security

Agreeing authorised signatories for cheques and Grant Applications

Make recommendations for the approval of Private Finance arrangements for Development Projects to the Management Committee

Ensuring the Association fulfils its obligations to file Accounts and Annual Returns with the Scottish Housing Regulator, the Financial Services Authority and the HMRC

Monitoring the Association's relationship with the TPT Retirement Solutions which manages the Association's Staff Pension Scheme

Dealing with any issues relating to staff welfare including developing staffing policies and procedures with assistance from specialist consultants where necessary Monitoring Staff Holidays, Sickness, Overtime and Time Off in Lieu

Approving regular changes to Conditions of Service and Salary levels

Acquisition of Land or Property required to meet the objectives of the Association's Development Strategy where HAG funding is available.

Monitoring the Association's Development Programme and, in particular, performance on expenditure relative to agreed targets

Deciding upon the most appropriate procurement route for all

Development Projects in accordance with the Association's policies and procedures

Appointing Technical Consultants on a project-by-project basis, or other basis, agreeing fee levels and where necessary, agreeing consultants to be invited to fee tender or work with the Association on a Partnering basis.

Discussing and agreeing options and proposals for all development projects

Deciding on courses of action to resolve problems of projected cost over-runs on a project-by-project basis

Receiving reports and monitoring progress of projects from outline proposals to final completion

Monitoring expenditure on all development projects and in particular, on contracts which are on site approval of write off of bad and doubtful debts

Scrutinise initial reports from Internal Auditors in detail prior to presentation to the Board

## Service Delivery Sub Committee

Purpose	Oversight of Housing Services and Asset Management Departments	Quorum	Three
Frequency	At least four times a year	Staff Leads	Director of Housing Services and Director of Asset Management

### Attending Staff

Chief Executive Officer	Governance Officer
Director of Housing Services	Customer Services Assistant - Minutes
Director of Asset Management	

### Main Responsibilities

Allocation and Letting of Houses  
 Control of Rent Loss through Voids  
 Rent Levels, Rent Collection and Arrears Control  
 Factoring  
 Estate Management  
 Interpretation of Tenancy and other agreements  
 Monitoring Improvement, Modernisation and Planned Maintenance Programmes  
 Monitoring Day-to-Day Repairs Service  
 Monitoring Cyclical Maintenance  
 Monitoring of Development Programme  
 Information Provision to Tenants and Applicants  
 Review and Monitoring of Financial Inclusion and Tenant Participation Teams

### Board of Management to Ratify

Policies  
 Alterations to the terms of Tenancy and other legal agreements  
 Awarding Contracts (Cyclical and Planned Maintenance)  
 Agreements with Local Authority on Nomination Arrangements

## Devolved Decision Making Authority

Monitoring all aspects of the Association's performance in relation to Housing Management and Asset Management Services

Considering proposed policies in detail and making recommendations to the Board

Action on all aspects of Allocation and Letting of houses as delegated in the Association's Policies and Procedures

Approval of any extensive action required to bring void properties back into a lettable condition

Approval of legal action in respect of serious rent arrears (including approval for evictions), former tenant arrears or other debts owed by tenants or owner occupiers to whom a Factoring Service is provided

Approval of legal action with regard to tenancy disputes, general tenancy matters and the interpretation of Tenancy and Factoring Agreements

The granting of and monitoring of Commercial Leases

Determining the Cyclical Maintenance and Planned Replacement Programmes within budgets set by the Board and monitoring their implementation

Approval of any action of an emergency or urgent nature to protect the fabric of the Association's property or the long-term safety of its tenants

Monitor and evaluate the services provided by the FIT to ensure the service remains relevant, affordable and continues to meet with the Associations values whilst contributes to tenancy sustainment and the Associations Housing Management services

Evaluate the Tenant Participation services to ensure the Association meets it's regulatory and legal obligations whilst improving and enhancing the Associations services and communities we serve

Approve spend on Community Benefit projects and ensure they meet with the Association's values and contribute towards tenancy sustainment and enhancing our communities

## Development Sub Committee

Purpose	Housing Developments Design Guide Procurement	Quorum	Three
Frequency	Twice a year or when development opportunities arise	Staff Lead	Director of Asset Management

## Attending Staff

Chief Executive Officer	Capital Works Manager
Director of Asset Management	Governance Officer
Director of Finance and Corporate Services	<i>Minutes are taken on rotation by staff present</i>

## Main Responsibilities

- Consider outline scheme feasibility
- Review detailed design proposals and provide recommendations to the Board of Management
- Discuss and agree tenure options
- Review Developments
- Review Development Strategy and make recommendations to the Board of Management

## Devolved Decision Making Authority

- Specifics of the Design Guide
- Development Policies
- Procurement

## Board of Management to Ratify

- Design Proposals
- Development Strategy

## Remuneration Sub Committee

Purpose	Salary Appeals (Grievance / Disciplinary) CEO Appraisal	Quorum	Three
Frequency	Twice a year	Staff Lead	(None)

### Attending Staff

Chief Executive Officer

Director of Finance and Corporate Services

*Staff are likely to be partially present at this meeting  
Staff must excuse when business is a conflict of interest  
Minutes are undertaken by either Chief Executive Officer or Board Member*

### Main Responsibilities

- Consider the Chief Executive Officer's Appraisal
- Set the Association's Salary Structure and Pay Scheme
- Review and set annual salary increase
- Hear appeals relating to grievance or disciplinary

### Devolved Decision Making Authority

Sign off the Chief Executive Officer's Appraisal

### Board of Management to Ratify

N/A

## Emergency Sub Committee

Purpose	Urgent Matters	Quorum	Three
Frequency	When Required	Staff Lead	Chief Executive Officer

## Attending Staff

Chief Executive Officer	Director of Asset Management
Director of Finance and Corporate Services	Corporate Services Officer - Minutes
Director of Housing Services	

## Main Responsibilities

Deal with urgent and unforeseen matters which need an immediate decision. Usually for matters which cannot wait until the next Board of Management or Sub Committee meeting.

Members are fixed as: Chair (or Vice Chair) and the Chairs of Finance Audit and Risk, Service Delivery and Development Sub Committees.

If any are not available, any available Board Member can attend in their place.

## Devolved Decision Making Authority

Full authority on stated business only

## Board of Management to Ratify

N/A

## Standing Orders

### Board Portal (Decision Time)

Angus Housing Association uses a Board Portal to manage the work of the Board of Management. All Board Members receive a device and an Angus Housing Association email account. Both are needed to access Decision Time. This platform houses all meetings, minutes, attendance records, resources, papers and documents. Attendees can use Decision Time to record attendance and apologies, record their own notes, and record questions and answers on any items.

### Pre-Meetings and Agendas

The Chair of each committee should meet the lead member of staff to discuss and set the agenda in advance of the scheduled meeting. This can include discussion of late papers, potential conflicts of interest, item order, and identification of wider staff or professionals who can join the meeting to speak to papers in which they are involved.

### Terminology for Agenda Item Actions

All items must have one of the following actions beside it on the agenda:

Term	Meaning	Term	Meaning
For Information	Item is for information	For Noting	Acknowledgement
For Decision	Decision Required	Assurance	For Assurance
For Approval	Approval Required	Ratified	For Ratification

### Papers and Releasing Meetings

In most cases, agenda items are supported by papers. These are all made available when the meeting is released to attendees. This is done one week before the scheduled meeting date. If there is a late paper, this will be made clear on the released agenda and sent when available. Papers are not usually allowed to be tabled at the meeting, unless the Chair agrees to do so.

### Participation

Where possible, all meetings are convened in person. However, attendees can participate online via Microsoft Office and should state this when responding to the meeting request. Attendees participating online must ensure that they have sufficient connection to be able to hear and speak during the meeting, keep the camera on, and switch on their microphone when they wish to speak.

### Meeting Length

All meetings are scheduled for two hours but Board Members can vote to extend this by a simple majority. If business remains unfinished after three hours, the Chair should move to reconvene at a later date and end the meeting. The reconvened meeting should only address outstanding business.

## Observers and Independent Advisers

Chairs can allow observers to attend meetings. This is usually done for prospective Board Members so they can find out more about the Board of Management. Wider members of staff who are not listed on the Terms of Reference tables may also attend a meeting as an observer when requested. This could be part of induction or continuous professional development, or to speak about business relating to an agenda item.

Independent Advisers attend some meetings. The Internal Auditor meets with Board Members without staff present to discuss the Internal Audit Plan. This is clearly marked on the agenda and staff are required to excuse themselves for this discussion. The Auditor is a required appointment under the Association's Rules. The Auditor is a "qualified auditor" under Section 91 of the Co-operative and Community Benefit Societies Act 2014 and is required to attend the AGM and Board of Management meetings to fulfil statutory duties.

## Quorum

All meetings have their quorum levels on their Terms of Reference tables. In general, Board of Management meetings require four Board Members and all Sub Committees require three. If a meeting is not quorate, then business can proceed but no actions can be approved. These are to be brought to the next Board of Management meeting for ratification.

## Voting and Dissent

In all meetings, decisions are usually made by consensus. However, if a Board Member dissents and wishes for this to be recorded, they can request a vote through the Chair. Voting is conducted with the Chair asking for Board Members to signify "For", "Against", or "Abstain" on the matter under discussion. Responses are recorded by the minute taker against all of those present with voting rights and this is recorded on the minute. For a vote to pass, a simple majority of those with voting rights is required. If there is a tie, the Chair has a second casting vote which is final.

## Minutes

All meetings have a minute taker present at each meeting, and all meetings are recorded via Microsoft Teams to aid minute transcription. When the minutes are approved the recording is deleted. All minutes record the time and venue of the meeting, who was in attendance (including partial), apologies, absences, start and end times, and the decisions taken. If the minute taker is not present (either by absence or excusal), the Board Members allocate a minute taker from those present.

When the minutes are drafted by the minute taker, these are checked by the lead member of staff for the meeting. The draft minutes are then sent to the Association's Data Protection Officer for redaction. The draft minutes are then issued to the next Board meeting for approval.

Once approved, the Chair is required to add an electronic signature within Decision Time to the uploaded copy, and the redacted minutes are uploaded to the Association's website. The only meeting minutes which are not published to the website are for the Remuneration Sub Committee due to confidentiality.

## Declaration of Interest

All Board Members are required to declare any interests that they have. This is outlined in the Entitlements, Payments and Benefits Policy. Board Members may have to declare an interest when they are involved in discussions at Board or Sub Committees. The Register of Interest is managed by staff in the Finance & Corporate Services Department (usually Corporate Services Officer).

All meetings have the fixed item “Apologies, Conflict of Interest and Notifiable Events” as Item #1. If an attendee is unsure if something is a conflict of interest, it should be declared as early as possible to the Chair or the Chief Executive Officer regardless (preferably when the agenda is released). The access permissions for the item will be updated so they cannot view the item or documents. If the Board Member is part of the Board or Sub Committee where they declare an interest, they must state this and excuse themselves from the room until the item has concluded. If they are participating online, they will be removed from the meeting for the duration of the discussion and readmitted when the item is concluded. Board Members with an interest are also not permitted to vote on that item.

Staff may also have an interest in some Board of Management or Sub Committee business (e.g. pay / remuneration). Staff should follow the same steps declaring the interest and excusing themselves from the room. All declarations of interests are recorded in the minutes.

## Absence

If a Board Member is unable to attend a scheduled meeting, they must state this when responding to the meeting request. If a member cannot attend for a period of time, they can request a leave of absence by either contacting the relevant Chair, Lead Member of Staff or Minute Taker. When a request is authorised, the Board Member is not expected to attend for the agreed period. If a Board Member does not request a period of leave, under the Rules of the Association, failure to attend four Board of Management meetings in a row without leave of absence means they automatically cease to be a Board Member.

If a Board Member is partially absent (e.g. has to leave or does not have sufficient connection to participate online), this is recorded in the minute of the meeting. If a Chair is not present at the start of the meeting, present Board Members can appoint a Chair for that meeting. If the Chair then arrives, then they resume the Chair role.

## Written Resolutions

In rare cases, a meeting may be convened to consider a written resolution. This normally concerns legal requirements relating to lending. The meeting and agenda item will make it clear that a written resolution is being considered and the timescales for responses. Decision Time allows the Board of Management to approve an agenda item online and record it as such. Three quarters of the membership of the Board of Management, or Sub Committee, are required to pass a written resolution.

## Interpretation

If there are issues around interpretation of this document, the Rules take precedence. If any point arises which is not covered, the Chair is to give their interpretation which is deemed to be final.



**FSA - 1665R(S)**

**Scottish Housing Regulator - HAL 65**

**Scottish Charity - SC020981**

**Property Factor ID - PF000129**