



STANDING ORDERS

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REFERENCE PAGE

Document Title:	Standing Orders
Aim:	To establish how Eildon Housing Association will conduct its affairs and how authority will be delegated to sub-committees and to staff.
Objective:	1 The Eildon Group will ensure that the highest standards of governance and partnership working are adhered to, including compliance with our regulatory frameworks
Scope of Policy:	All stakeholders
Nominated Officer:	Corporate Services Manager
Approval Source:	Board
Legal & Regulatory References:	Housing (Scotland) Act 2010 Charities & Trustee Investment Act (Scotland) (2005) Eildon Housing Association Model Rules
Procedural References:	Membership to the Association Policy Board Member Code of Conduct
Consultation Completed:	N/A
Risk Implications:	1- Existing policy, minimal change
Equalities Assessment:	All Eildon policies and key documents are developed with the clear objective of ensuring that they do not discriminate against any person and have negative impacts for equality groups. We will always welcome comments on the impact of a policy on particular groups of people in respect of, but not limited to, age, disability, gender reassignment, race, religion, sex or sexual orientation, being pregnant or on maternity leave and children's rights and wellbeing.
Accessibility:	Accessible electronically/online and in print. All documents can be translated and made available in audio, braille and large print versions upon request.

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INTRODUCTION TO STANDING ORDERS

1. PURPOSE

These Standing Orders have been agreed to establish how Eildon Housing Association ('Eildon') will conduct its affairs and how authority will be delegated to sub-committees and to staff. They should be read in conjunction with Eildon's Rules, the Remits of the Board and sub-committees, the Scheme of Delegated Authority and Financial Regulations.

Eildon is committed to demonstrating good governance and to ensure that there is clarity about the roles, responsibilities and authorities that are held by the Board, its sub-committees and Eildon staff. These Standing Orders make clear that the primary role of the Board is to exercise strategic control and direction and that responsibility for operational implementation and achievement of objectives and targets rests with the Chief Executive and Executive Team.

These Standing Orders are, therefore, intended to:

- Supplement the Rules by providing additional details about membership, convening and conduct of meetings
- Describe the responsibilities and level of authority retained by the Board and delegated to sub-committees and staff
- Provide a clear basis for the conduct of Eildon's business and the achievement of its aims, objectives and targets

2. DEFINITIONS AND INTERPRETATION

In these Standing Orders, the "Board" means the governing body of Eildon Housing Association, which retains authority for all of Eildon's activities, actions and affairs.

"Committee" means a sub-committee established in accordance with Rule 58 and these Standing Orders.

The "Eildon Group" means Eildon Housing Association and Eildon Enterprise Ltd. The Eildon Trust is a related but separate entity (and is currently dormant).

In the event of a conflict between the application of Eildon's Rules and these Standing Orders, the Rules will prevail. Where clarification of the interpretation of these Standing Orders is required, the Chair's opinion will prevail.

3. GENERAL IMPLEMENTATION

The Board delegates operational powers to the Chief Executive who may take whatever action s/he considers necessary to ensure the efficient and effective management of Eildon's affairs, without further reference to the Board or any of Eildon's committees. All actions must be in accordance with Eildon's Standing Orders, Financial Regulations and Scheme of Delegation. The Chief Executive may delegate to Directors and other senior officers, in accordance with approved job descriptions.

Nothing in these Standing Orders shall operate to impede the effective implementation of Eildon's business continuity/disaster recovery arrangements.

4. THE ROLE AND REMIT OF THE BOARD

The Governing Body of Eildon Housing Association is the Board. The Board has legal duties in accordance with the terms of Eildon's Rules, the Housing (Scotland) Act 2010 and the Charities and Trustee Investment Act (Scotland) (2005) and also in relation to the application of the Taxes Acts. The Board has overall responsibility for the Association to comply with all regulatory body requirements.

The remit of the Board is contained at Appendix 1 to these Standing Orders and can be altered only with the approval of the Board.

Members of the Board are elected in accordance with Eildon's Rules (Rules 37 – 44). The Board will have at least seven and not more than twelve members (plus up to three co-optees). All Board members must act in the best interests of Eildon at all times, regardless of how they are elected or appointed.

The Board will meet at least six times each year. Meetings will normally be held in Eildon's registered office but may take place in any manner which enables members to hear and contribute to the proceedings, including tele- and video-conferencing.

The Board will approve a membership policy and Code of Conduct which all Board members must observe and uphold.

5. OFFICE BEARERS

At its first meeting after the AGM, the Board will elect a Chair and Vice-Chair from its members, in accordance with Rule 59.5. The responsibilities of the Chair, Vice-Chair and other office bearers are described in the Board Members' Handbook which Eildon has prepared and which is approved by the Board. The Chair of Eildon Housing Association may not also be the Chair of another member of the Eildon Group or act as Chair of any sub-committee. A co-opted member of the Board may not be elected or appointed as an office bearer.

The Office Bearer group is made up of the Chair and Vice Chair of the Board along with the Chairs of the permanent sub-Committees – currently ARCom (Audit and Risk) and Remuneration.

The Chief Executive will act as Secretary of Eildon, in accordance with Rule 59.1. The Director of Finance and Corporate Services will act as Assistant Secretary and will fulfil the role of Secretary in his/her absence.

6. THE EILDON GROUP

The Board will appoint four members to the committee (Board) of Eildon Enterprise Ltd. (EEL) upon receipt of a request to the Secretary, in accordance with EEL Memorandum and Articles.

The Board will appoint trustees to the Board of the Eildon Trust, in accordance with the Trust Deed (Note: the Eildon Trust is currently dormant).

The generality of these Standing Orders will also be observed by each member of the Eildon Group, except where specific provision is made in these Standing Orders in respect of individual members.

The Board of EEL will hold at least two meetings each year.

The Trustees of ET will meet at least once each year.

Year meaning fiscal year 1 April – 31 March.

7. BOARD MEETINGS

a) Conduct

The Chair will preside at all meetings of the Board or, in his/her absence, the Vice-Chair. If neither the Chair nor Vice-Chair are present at a meeting of the Board, members shall appoint one of their number (who may not be a co-opted member) to act as Chair of the meeting. All questions of order shall be decided by the Chair of the meeting.

The quorum for a meeting of the Board is four.

The Chief Executive and relevant Directors will normally attend Board meetings and contribute to the debate and discussion but will not take part in decisions. The Chief Executive may invite other staff to attend Board meetings to present papers and contribute to discussion. Staff may be asked to withdraw from any part of the meeting, although this will be rare, and the Chief Executive will normally be invited to remain.

The Board may invite consultants and professional or special advisors to attend to contribute to specific items at a meeting, but not to take part in decision making.

Board meetings will normally last for not more than two and a half hours, unless a majority of Board members in attendance agree at the end of that time. A meeting shall be automatically adjourned after three hours and will resume at a date and time agreed by those in attendance. Only the outstanding business identified on the original agenda shall be conducted at any re-convened meeting. The Chair will determine all questions of order, including the order of debate and the conduct of votes.

Each Board member and officer has a duty to declare any personal or financial interest, direct or indirect, in any matter under discussion at a meeting that they attend. All declarations of interest should be made at the start of the meeting and will be recorded in the minutes. No one shall take part in any discussion, decision or vote about a matter in which they have an interest and, unless the remainder of the Board agree otherwise, shall normally withdraw from the meeting whilst the matter is under consideration. The minute will record that the member or officer withdrew and/or that they took no part in the consideration of the matter.

b) Agendas and Papers

The agenda and papers for Board meetings will be issued at least 5 days in advance of the meeting. All matters of business to be included in the agenda must be notified to the Secretary not later than 5pm at least two working days before the date on which the papers are to be issued. Papers may be issued electronically or on paper, according to the preference of individual Board members. Papers will be provided in alternative formats where required.

The business at meetings will normally follow the order of the agenda, but the Chair may vary the order at any time. The Board may agree to consider items that have not been included on the agenda provided that it would not be in Eildon's interest for the matter to be deferred. Any such matter must be notified to the Chair in advance of the start of the meeting and the Chair shall decide whether or not the Board should be asked to consider the matter.

Where a Board member has requested an item be included on the agenda but s/he is not present at the relevant meeting, consideration of the item will be deferred until the next meeting and, if the Board member is still absent, the item will be dropped, unless a majority of those present and entitled to vote agree that the matter should be considered.

It is the duty of Eildon's Chief Executive and Directors to ensure that the Board and its committees are properly informed to be able to carry out their responsibilities effectively. All agenda items will normally be the subject of written reports which will contain the necessary background information and adequate detail to enable Board members to make informed decisions. All Board papers will identify sources of additional relevant information where appropriate, as well as the author, who will be available to Board members in advance of the meeting to offer additional clarification where required. For the purposes of the efficient transaction of business, Board members are strongly encouraged to seek clarification on matters raised in papers in advance of meetings where this is possible.

All papers shall be prepared in the agreed template which includes a description of the recommended options, a risk assessment, the decision(s) required, and recommendations made. Reports will be concise and written in a clear style that avoids the unnecessary use of jargon. The Board will receive assurance on the quality of the information presented in Board papers by virtue of an annual programme of internal audit, undertaken by an independent audit practice and reported to the ARCom sub-committee.

In accordance with the Scheme of Delegation, staff are responsible for ensuring that Eildon's Vision and strategic objectives are achieved in accordance with the Board's decisions and expectations. The Chief Executive has a duty to ensure that all necessary reports (both routine and exception) are presented to the Board timeously and to provide the Board with sufficient information to monitor

performance and identify areas of concern. The Executive Team will review all performance information in advance of it being issued to the Board to ensure that it is comprehensive, accurate and informative.

c) Minutes

The Secretary is responsible for ensuring that an accurate record of each meeting is produced. Draft minutes should be provided to the Chair within fourteen working days of the meeting and, once agreed, should be distributed as a draft record to all members with the papers for the next meeting. The record will be submitted for approval to the next meeting and, once agreed, shall be signed by the Chair and retained as the official record of that meeting. Items which are regarded as confidential will be recorded separately.

d) Decision Making

Decisions will normally be reached by agreement or consensus. Where the Chair decides that a vote is required, that will normally be by a show of hands. A simple majority of those present and voting will be sufficient to determine any matter, except in the case of a motion to suspend standing orders, in which case a two thirds majority of those present and voting will be required. If a secret ballot is requested by a third or more of the Board members present, the Secretary will be responsible for the issue, return and counting of the votes cast. Where there is a tie in the number of votes cast, the Chair will have a second and casting vote.

Any Board member may request that his/her dissent from any decision or resolution is recorded in the minutes, without giving reason, provided that the request is made at the meeting at which the decision is made. All Board members must support decisions reached in accordance with these standing orders and shall not criticise Eildon publicly in the event that a decision or action is taken with which they have disagreed or have formally dissented from.

All Board members will observe and uphold the confidentiality of discussions at meetings. Eildon will make dates of Board meetings publicly available via its website and will ensure that we comply with the provisions of the Freedom of Information (Scotland) Act as they apply to Scottish Housing Associations from November 2019.

8. SUB-COMMITTEES

To assist it to carry out its responsibilities effectively, the Board has established sub-committees, in accordance with Rule 58. These sub-committees are the Audit and Risk Committee (ARCom) and the Remuneration Committee.

The remits for these committees are contained at Appendices 2 and 3 respectively to these Standing Orders. These remits can be amended only with the approval of the Board. In all their activities, the sub-committees must observe strictly the terms of their remit and these Standing Orders. At any time, the Board may reconsider any matter included in a reference to a sub-committee, may alter, retract or recall any reference to a sub-committee or any powers delegated to it. The Chair of the meeting shall decide any matter of dispute arising at a meeting of the Board regarding the reference of any matter to a sub-committee.

At its first meeting after the AGM, the Board will appoint members to the Audit and Risk Committee and the Remuneration Committee. Not more than one member of the Audit and Risk Committee may also be a member of the Remuneration Committee. Neither the Chair nor Vice-Chair may be members of the Audit and Risk Committee. A co-opted member of the Board cannot be elected or appointed as an office-bearer. The Chair of the Audit and Risk and Remuneration Committees may not be the same person.

Sub-committee Chairs and Convenors of Working Groups are responsible for bringing to the attention of the Board any matter which requires Board consideration and/or approval or any matter that falls beyond the remit of the sub-committee. Minutes of sub-committee meetings will be presented to the next meeting of the Board for information. Any matter which requires consideration by the Board will be the subject of a separate written report.

Board members may, with the approval of the Chair or Convenor, attend a sub-committee or working group meeting to contribute to discussion of a specific item where that is considered to be beneficial.

The arrangements for meetings of sub-committees shall be the same as those for meetings of the Eildon Board, subject to the following:

The Chief Executive will attend meetings of the Audit and Risk Committee. Other relevant Directors may attend as necessary. The Chief Executive will attend meetings of the Remuneration Committee.

The Audit and Risk Committee may meet with the internal and external auditors in the absence of staff.

The quorum for meetings of the Audit and Risk Committee is three.

The Secretary is responsible for ensuring the preparation and distribution of an accurate record of all meetings of the Audit and Risk Committee and for the maintenance of a secure record of all meetings.

Minutes of all sub-committee meetings will be presented to the next available Board meeting for information. In the absence of a written minute being available, a verbal report will be provided by the Chair of the sub-committee (or the Chief Executive in their absence), and a written minute circulated at the next available opportunity.

The quorum for meetings of the Remuneration Committee is three.

The Chief Executive will not attend that part of the Remuneration Committee meeting at which his/her appraisal is being reported and/or his/her salary or other forms of remuneration are being decided.

9. WORKING PARTIES

The Board may, from time to time, establish working groups or panels to advise it on specific matters. Membership of such working groups or panels shall be drawn from the Board and staff of the Eildon Group. The Board may appoint up to four people who are not members of the governing bodies or staff of the Eildon Group to any working party in order to access specialist advice and expertise.

The role of working parties is to provide advice and guidance to the Board. The Board will not normally delegate responsibility to act, or take decisions, on its behalf. Working Parties will elect their own convenors who will be a member of the Eildon Board.

In establishing a working party, the Board will record the membership, remit, expected outcome(s) and timescale for completion. A working party should not normally be in existence for longer than twelve months. In the event of a longer period being required to complete its deliberations the remit of a working party may be extended by the Board, following a review of the initial remit at the end of twelve months and at intervals of six months until completion.

10. APPEALS PANEL

The Board will establish an Appeals Panel when required, which will meet as necessary in accordance with the remit contained in Eildon's Disciplinary and Grievance Procedures. Up to five members of the Appeals Panel will be appointed, from the membership of the Board.

11. EMERGENCY ARRANGEMENTS

Where urgent decisions that have policy or other significant implications become necessary at times when it is impractical to call a meeting of the Board, a written paper must be prepared with the authority of the Chief Executive (or in his/her absence the Directors) and presented to the Chair. The paper must set out the nature of the matter and its significance, together with the options available, the decisions required and their implications. The Chair (or, in his/her absence, the Vice-Chair) must consult with as many of the office bearers as possible. The approval of the Chair or Vice-Chair, or in their absence at least one other office bearer, should be obtained before action is taken and recorded by means of their signatures being applied to the written paper previously referred to and dated. Any such actions must be reported to the next Board meeting, to which a copy of the signed report should be circulated.

12. TEMPORARY SUSPENSION

These Standing Orders may be suspended, in whole or in part, at any meeting of the Board as long as two thirds of the members present and entitled to vote agree. Any such suspension shall apply only to the proceedings of the meeting at which the decision was taken. Sub-committees shall not suspend Standing Orders. The Financial Standing Orders may not be suspended.

13. APPROVAL AND REVIEW

These Standing Orders were reviewed by the Board in August 2019. They will be reviewed not later than August 2022.

FINANCIAL STANDING ORDERS

1. Responsibility for ensuring that the financial affairs of the Association are efficiently and effectively conducted shall be delegated by the Board to the Chief Executive and Director of Finance and Corporate Services, in accordance with the Association's Rules and Standing Orders, including the Financial Standing Orders and Treasury Management Policy.
2. Delegated authority to the Chief Executive and Director of Finance and Corporate Services shall include all the financial transactions necessary to carry out the approved policies of the Association. This shall include the provision of advice to the Board, where appropriate, in respect of any changes in financial forecasts which require action or any proposed changes to approved policy.
3. The Chief Executive and Director of Finance and Corporate Services will have delegated authority to authorise the payment of all items of expenditure approved by the Board including those contained in:
 - a) The Association's approved annual Budget and estimated Income and Expenditure forecasts as reported periodically,
 - b) The Association's Development Programme with the Scottish Government;
 - c) The Association's Capital Budget;
 - d) Private finance loans, in accordance with the Association's Treasury Management Strategy;
 - e) Property Asset Management Budget;
4. The Chief Executive and Director of Finance and Corporate Services will have delegated authority to incur unplanned expenditure and authorise payment of items up to £20,000 subject to a report being made to the next meeting of the Board. Any unplanned expenditure which exceeds £20,000 and has not been previously agreed in accordance with paragraph 3a above, must first be approved by the Board.
5. In the event of required expenditure in an emergency over £20,000, authority to incur such required emergency expenditure shall be delegated to the Chair and Chief Executive or, in their absence, the Vice-Chair and the Director of Finance and Corporate Services, or any two of these four persons always provided that one Board Member and one staff member are party to the authorisation, subject to a full report being made to the next meeting of the Board.

6. The Chief Executive and Director of Finance and Corporate Services are responsible for monitoring items of income and expenditure against all budgets and for ensuring that all monies are invested to secure optimum interest, subject to the requirements of the Association's rules, grant requirements and legislation.
7. All bank accounts in the name of Eildon Housing Association that are opened or closed must be with the written approval of the Chief Executive and the Director of Finance and Corporate Services. The opening or closing of such accounts must be reported to the next Board meeting. For the sake of clarity bank account means any account with a UK Clearing Bank or BSA Accredited Building Society. The opening or closing of accounts that are not with these type of institution must have Board prior approval.
8. The Chief Executive and Director of Finance and Corporate Services are responsible for reporting to the Board on all aspects of the Association's financial affairs, as required by the Board and in accordance with the Association's rules and Standing Orders.
9. Underpinning the scheme of delegated budgets is that no individual can benefit materially from the expenditure profile delegated to them. Hence the Managers do not hold the delegation of their own salary budget, the relevant director does and their salary budget in turn is held by the Chief Executive. There are four exceptions to this:
 - a) The Chief Executive holds in their budget their salary.
 - b) The Finance Manger holds the NI & Pension budgets for the whole company.
 - c) The Operational Managers are the Principal Budget Holders of their department's expenses budgets that includes their expenses.
 - d) The Chief Executive is the Principal Budget Holder of the Executive Team expenses budgets that includes their expenses.

The Chief Executive salary cannot be paid as anything other than that in the annual Budget approved by the Board unless expressly approved by the Board. NI payments can only be in line with statutory rates and pension payments within the rates agreed by the Board.

Expenses cannot be signed by the budget holder if it is their expenses. They must be signed off by their line manager. In the case of the Chief Executive that is the Chair and in their absence* the Vice Chair.

Board expenses must be signed by the Chair or in their absence* the Vice Chair. The exception being that the Chair's expenses are signed by the Vice Chair. In exceptional circumstances where it is known that it would be some time before the appropriate Board Expenses signatory would be available i.e. weeks and waiting could cause unnecessary hardship the Secretary can sign the expenses.

10. All authorised items of expenditure must be approved by the finance department in accordance with Eildon Housing Association's requisition procedures which are audited. Payment for all items of expenditure must be authorised (signed or electronically passed) by two authorised individuals. The authorised persons shall be:

Category A: Chair, Vice Chair and Chair of the Audit & Risk Committee.

Category B: Chief Executive, Director of Finance and Corporate Services, Director of Property Assets and the Director of Housing and Care Services.

Category C: Finance Manager

Category D: Finance Officer

Category X: PA to the CEO & Publicity Officer, PA to Directors, and Corporate Services Administrator

For each type of payment method cognisance has been taken of the security around the system, the availability of individuals, the type of expenditure and the value of the payment.

Where it states a person from a certain category that does not preclude using a person from the category above e.g. B is above C, but this should only happen in extreme cases. Individuals from categories below those stated cannot be used in any circumstances. Individuals in Category A cannot for practical reasons electronically authorise BACS. For Category X only the credit card holders can make purchase.

BACS (Bank Automated Clearance System) and CHAPS (Clearing House Automated Payments System) are both systems of electronically paying the money straight into the recipient's bank accounts.

CHAPS is an old system whereby the bank needs to be directly involved. It is relatively expensive but does put the money straight into the targeted bank account. This is an advantage where emergency payments are needed but is a disadvantage in terms of internal control. Hence the reluctance to ever use it. Should technology find a substitute for CHAPS that has the same characteristics then the routine for CHAPS should be used.

BACS is the normal way for medium and large companies to make payments. Like a cheque it takes a BACS payment three days for money to hit the targeted bank account. Apart from the ease in preparation over a cheque BACS also allows for there to be segregation of duties. Those preparing the payment cannot authorise sending it.

Credit Cards are held by designated individuals who only use them when presented with the appropriately signed purchase order. This creates a three-way segregation of duties, the authorisers (budget holders), the purchasers (the card holders) and the payers (the finance department). The credit cards are not a substitute for ordering or paying by cheque/BACS/CHAPS but a way of facilitating on-line purchasing.

CATEGORY OF AUTHORISATION FOR BACS, CHEQUES AND CHAPS PAYMENTS

A) Payment by BACS - Two individuals always required as below:

- i) Under £500k
 - Salaries – One Category B and one Category C
 - Works certificates and land purchases – One Category B and one Category C
 - Other payments – One Category C and one Category D
- ii) Over or equal to £500k
 - Salaries – Two Category B
 - Works certificates and land purchases – Two Category B
 - Other payments – Use CHAPS >£60k routine

B) Payment by Cheques - Two individuals always required as below:

- i) Under £500k
 - Salaries – One Category B and one Category C
 - Works certificates and land purchases – One Category B and one Category C
 - Other payments – One Category B and one Category C
- ii) Over or equal to £500k
 - Salaries – One Category A and one Category B
 - Works certificates and land purchases – One Category A and one Category B
 - Other payments – Use CHAPS > £60k routine

C) Payment by CHAPS - Two individuals always required as below:

- i) Under £60k
 - Salaries – Use CHAPS > £60k Routine
 - Works certificates and land purchases – One Category B and one Category C
 - Other payments – One Category B and one Category C.
- ii) Over or equal to £60k
 - Salaries – CHAPS > £60k Routine
 - Works certificates and land purchases – CHAPS >£60k Routine
 - Other payments – CHAPS > £60k routine

D) CHAPS > £60k Routine:

The routine should only be used in extreme circumstances and as such the routine is deliberately cumbersome.

CHAPS as a payment method should only be used where no other payment method is suitable. Where above it states "Use CHAPS > £60k routine" the actual payment method should be used. However, the authorisation routine described below should also be used.

The Director of the spending department (in their absence* the manager or in their absence* the assistant manager) contacts the chair (or in their absence* the vice chair or in their absence* the audit and risk committee chair) explaining why they need to spend money on an item using CHAPS over £60k or a BACS or cheque over £500k. The DFCS (or in their absence* the finance manager) will contact the chair (or in their absence* the vice chair or in their absence* the audit and risk committee chair) and validate the need for the expenditure. The relevant finance officer/assistant will then contact the chair (or in their absence* the vice chair or in their absence* the ARCom chair) and ask them to verify the transaction before processing it.

E) Credit Card

The credit card holders and their maximum monthly limits are:

- PA to the CEO & Publicity Officer - £15,000
- PA to Directors - £10,000
- Corporate Services Administrator - £5,000

For every purchase the principal budget holder must submit the relevant signed paperwork in the first instance to the PA to the CEO, in their absence* the PA to Directors and in their absence* the Corporate Services Administrator.

The exception to the 'every purchase' rule are regular payments that have been signed off by the principal budget holder, have to be made on-line and have clear and precise time, value, frequency and items that can be purchased boundaries. Such arrangements must be countersigned by the DFCS.

Note * - Absence in this case means an unavailability that would create a delay that would be detrimental to the objectives of the company. It is incumbent on the person seeking the signature to inform the substitute of the unavailability of the primary signature. It is then incumbent upon the person being asked to act as a substitute to ascertain if they should sign or allow the delay.

APPENDIX 1

REMIT FOR THE BOARD OF EILDON HOUSING ASSOCIATION

1. ROLE AND COMPOSITION

- 1.1 The Board is ultimately responsible for the strategic direction, governance and direct the Association in accordance with its Rules and will determine its strategy to ensure that Eildon's Aims and Objectives are achieved.
- 1.2 To streamline its work, the Board may delegate some of its responsibilities to Committees and Working Parties established in accordance with its Rules and Standing Orders.
- 1.3 The Board will have at least seven and not more than twelve members (plus up to three co-optees) elected in accordance with its Rules.
- 1.4 The Board will hold at least six meetings each year. The quorum for meetings is four (Rule 48).

2. PURPOSE

- 2.1 The Board will lead Eildon Housing Association (Eildon) and the Eildon Group within a framework of:
 - sound governance
 - effective control
 - responsible risk management
 - innovation
 - continuous improvement
 - sound financial management
- 2.2 The Board will carry out the functions described in Eildon's Rules. The Board will determine and lead Eildon's corporate strategy. The Board will ensure Eildon's compliance with all relevant statutory and regulatory requirements. It will operate to ensure that Eildon is effectively managed and resourced to meet the needs of customers, tenants, service users, partners and staff.
- 2.3 The Board will ensure that the activities of Eildon Enterprise Ltd (EEL) is managed and co-ordinated as part of the Eildon Group in partnership with its respective governing bodies. The Eildon Trust is a related but separate entity and is managed in accordance with the Trust Deed.

3. AIMS, OBJECTIVES AND VALUES

3.1 The Board will:

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

4. GOVERNANCE

4.1 The Board will:

- Promote the highest standards of governance in all of Eildon's activities and ensure compliance with regulatory expectations and good practice advice
- Establish a framework for developing, implementing, monitoring and reviewing policies and plans to achieve Eildon's objectives
- Ensure that strategic plans, policies and operational practices are informed by the views of customers, tenants and service users
- Promote and maintain an effective working relationship with the Executive Team based on clear delegation and open communication
- Ensure that the Board has the necessary skills, knowledge and expertise to carry out its functions
- Approve the remits and/or terms of reference and composition of all committees, and working groups established by Eildon and monitor their activities
- Develop, promote and maintain strategic alliances and partnerships with other bodies. Where Eildon is represented on outside bodies, the Board will approve the nature of the representation

- 4.2 The Board will establish and oversee a framework for the support, training and annual review of Board members and the assessment of the Board's effectiveness.
- 4.3 The Board will always act in the best interests of Eildon, its tenants and service users.

5. STRATEGY, PLANNING AND PERFORMANCE

- 5.1 The Board will develop, agree and oversee the implementation of Eildon's strategy and corporate planning framework, including the:

- 5 Year Strategic Plan
- 5 Year Financial Viability Plan
- Treasury Management Policy
- 30 Year Business Plan Projections
- Annual Approved Development Plan
- Annual Budget
- Risk Management Strategy
- Annual Independence and Responsibilities Agreements with subsidiary members of the Eildon Group

- 5.2 The Board will:

- Agree a framework for the development, approval and review of all policies necessary to achieve Eildon's aims and objectives and will ensure that they comply with relevant legislation and good practice advice
- Oversee the operation of the Association's Code of Conduct for Board Members
- Oversee the operation of the Association's Annual Review process for Board Members
- Ensure that all of Eildon's policies, strategies and plans, and the processes by which they are developed, take account of the prevailing operating, legal, regulatory, business and financial environments
- Develop and oversee the implementation and achievement of business and operational targets and ensure that Eildon's performance is reviewed against them and the performance of similar RSLs, in line with the requirements of the Scottish Social Housing Charter and the requirement to submit an Annual Assurance Statement to the Scottish Housing Regulator

- Establish and oversee a framework of internal control, responsible risk management and effective delegation to ensure that Eildon's aims and objectives are achieved
- Oversee the development and maintenance of effective strategic partnerships and alliances and ensure that Eildon contributes to the development of strategies and plans by other bodies which are relevant to and/or impact on the achievement of Eildon's aims and objectives
- Approve any new initiatives or business activities/partnerships that are introduced outwith the Strategic Plan

6. RESOURCES

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

6.2 The Board will:

- Approve the terms of Eildon's borrowing and investments and ensure that all such activities comply with legal and regulatory requirements and with Eildon's Rules
- Ensure the availability of sufficient grant and loan finance, on appropriate terms, to support the achievement of Eildon's objectives
- Approve the terms of Eildon's annual rent and service charge increase
- Undertake all the functions associated with Eildon's role as an employer and establish and oversee the implementation of an appropriate framework for the recruitment, support and employment of staff
- Appoint (and if necessary dismiss) the Chief Executive.

The Board cannot delegate any of the foregoing responsibilities or activities.

7. COMPLIANCE, CONTROL AND ACCOUNTABILITY

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

7.2 The Board will establish and oversee:

- A framework of delegation and systems of internal control
- A framework for identifying, assessing and managing risks and reviewing these regularly
- Systems to monitor Eildon's performance in relation to its plans, budgets, controls and decisions, taking account of tenant and service user feedback
- Systems to ensure that the views of tenants and service users are obtained regularly to monitor the quality and inform the delivery and development of Eildon's services

7.3 The Board will receive the auditor's report, approve the audited accounts for recommendation to the AGM and agree the recommendation to be made to members in respect of the appointment or re-appointment of the Auditor.

7.4 The Board will authorise the use of the Seal, in accordance with Rule 63.

8. THE EILDON GROUP

8.1 The Board will ensure the provision of expertise and specialist services to EEL, in accordance with the Annual Independence and Responsibilities Agreement.

8.2 The Board will approve the annual business plan of EEL, subject to the Independence and Responsibilities Agreement entered into between Eildon Housing Association and Eildon Enterprise Ltd.

8.3 The Board will provide advice to the Trustees of the Eildon Trust (The Eildon Trust is currently dormant).

9. REVIEW

9.1 This remit was approved by the Board in August 2019 It will be reviewed in line with the Standing Orders review in August 2022.

APPENDIX 2

REMIT FOR AUDIT AND RISK COMMITTEE

1. ROLE AND COMPOSITION

- 1.1 The Audit and Risk Committee is a committee of the Board of Eildon Housing Association and is appointed in accordance with Rule 58. The Committee will work within the terms of Eildon's Rules, Standing Orders and Delegated Authority at all times.
- 1.2 The Audit and Risk Committee will have seven members who will also be members of Eildon's Board. The Board will appoint members to the Audit and Risk Committee, in accordance with Eildon's Rules and Standing Orders. Neither the Chair nor Vice-Chair of Eildon may be a member of the Audit and Risk Committee.
- 1.3 The Board of Eildon Housing Association has delegated responsibility to the Audit and Risk Committee on the following matters:
 - Internal Audit
 - External Audit
 - Risk Management
 - Compliance
- 1.4 The Audit and Risk Committee will meet at least four times each year. The quorum is three. The Audit and Risk Committee will appoint a Chair at the first meeting after the Eildon AGM.

2. PURPOSE

- 2.1 The Audit and Risk Committee will advise the Board of Eildon Housing Association on those matters which have been delegated to it. The Committee will assist the Board by ensuring that effective internal and external audit and control systems are maintained throughout the Eildon Group and that Eildon complies with statutory and regulatory requirements. The Committee may commission special investigations and independent advice and will report to the Board on its business at least once per year. The Committee will immediately bring to the Board's attention any issue of serious concern.
- 2.2 The Audit and Risk Committee shall exercise the following functions on behalf of Eildon Housing Association and the members of the Eildon Group.

3. INTERNAL AUDIT

3.1 The Committee will:

- Ensure appropriate internal audit arrangements and approve the scope of such arrangements, including ensuring that the internal auditors have free access to all information within the Eildon Group.
- Commission internal audit services from a suitably qualified independent source and monitor the quality and delivery of all internal audit services
- Agree the annual programmes of internal audit work and monitor their implementation, ensuring that they are informed by Eildon's Five Year Strategic Plan and annual risk assessment and similar documents for members of the Eildon Group
- Agree new areas for internal audit scrutiny
- Receive internal audit reports and consider management responses to recommendations to ensure that they are appropriate, timely and effectively implemented
- Receive Care Inspectorate Reports and consider management responses to Care Inspectorate's recommendations to ensure that they are appropriate, timely and effectively implemented
- Report to the Board all action taken to address weaknesses and/or improve performance where 'limited assurance' has been identified
- Approve and keep under review service level agreement for internal auditors
- Ensure effective co-operation between the internal and external auditors
- Oversee the internal audit work programme undertaken by the Business Assurance Analyst

3.2 The Committee may:

- Commission any follow up reports that it believes necessary following its consideration of internal audit reports
- Meet the Internal Auditor(s) in the absence of staff

4. EXTERNAL AUDIT

4.1 The Committee will:

- Receive the external auditor's management letter; agree the terms of the response and monitor implementation of action to address weaknesses and/or achieve improvement
- Confirm to the Board that there are no outstanding issues of disagreement with the external auditor in advance of the year end
- Review the annual financial statements and accounts in advance of their presentation to the Board
- Ensure compliance with accounting and other relevant statutory and regulatory standards
- Report immediately to the Board any matter of significant concern and the action taken to address such issues
- Advise the Board on the procurement process, appointment and remuneration of the external auditor

4.2 The Committee may:

- Commission any special investigations that it deems necessary in connection with the external audit
- Meet the external auditor in the absence of staff

5. RISK

5.1 The Committee will:

- Oversee Eildon's risk management processes and make recommendations to the Board on the risk management strategy
- Monitor identified risks by reviewing bi-annual risk reports and reporting to the Board
- Identify and assess new/emerging risks and report significant changes/additions to the Board
- Report to the Board annually action taken to manage/reduce key risks
- Ensure appropriate business continuity plans are in place and kept under review
- Receive reports on any matters raised under the terms of Eildon's Whistleblowing Policy and notify the Board

6. COMPLIANCE AND CONTROL

6.1 The Committee will:

- Initiate and oversee any special investigations that it deems necessary to fulfil the terms of this remit
- Have access to the appropriate corporate resources to undertake such investigations
- Liaise with other agency's in the pursuit of any special investigation

7. REPORTING TO THE BOARD

7.1 The Committee will act in accordance with this remit and its delegated authority at all times

7.2 The Committee will present its minutes to the next meeting of the Board for information. The Chair will draw to the Board's attention any issue requiring the Board's consideration or approval.

8. SPECIAL ADVICE

8.1 The Committee may instruct and/or retain outside legal, accounting or other advisers to assist it in fulfilling the terms of this remit

9. REVIEW

9.1 This remit was approved by the Board in August 2019 and will be reviewed in line with the Standing Orders review in August 2022.

APPENDIX 3

REMIT FOR REMUNERATION COMMITTEE

1. ROLE AND COMPOSITION

- 1.1 The Remuneration Committee is a committee of the Board of Eildon Housing Association and is appointed in accordance with Rule 58. The Committee will work within the terms of Eildon's Rules, Standing Orders and Delegated Authority at all times.
- 1.2 The Remuneration Committee will have four members who will also be members of Eildon's Board. Members of the Committee will be appointed by the Eildon Board, in accordance with the Standing Orders. One of the members shall be either the Chair or Vice-Chair but, in the case of the Chair may not also Chair the Committee. Not more than one member of the Audit and Risk Committee may be a member of the Remuneration Committee and that member may not be appointed as Chair of the Committee.
- 1.3 The Board of Eildon Housing Association has delegated responsibility to the Remuneration Committee on the following matters:
 - Remuneration of Staff
 - Pension provision
 - CEO appraisal
 - To receive and give comment on organisational policies from an employer's role.
- 1.4 The Remuneration Committee will meet at least 3 times a year. Three members must attend a meeting to achieve a quorum. The Committee will appoint a Chair at the first meeting after the Eildon AGM.

2. PURPOSE

- 2.1 The Committee will agree and notify the Board on the annual pay award to all staff. The Board will consider the decision on the annual pay award as part of its approval of the overall annual budget. The Committee will ensure that periodic reviews of staff salary, pension arrangements and other benefits are carried out. The Committee will ensure that appropriate arrangements are made and effectively implemented for the support and appraisal of the Chief Executive Officer.

3. STAFF REMUNERATION

3.1 The Committee will:

- Consider and agree the outcome of the annual pay award for staff of the Eildon Group
- Consider the remuneration package(s) offered to members of the Executive Team on appointment and annually thereafter and notify the Board
- Consider and agree the remuneration package offered to the Chief Executive Officer on appointment and annually thereafter and notify the Board.
- Oversee the periodic review of the staff salary structure (including salary levels and grading structure) agree changes and notify the Board.
- Consider any proposals to change the arrangements for the payment of expenses or the overall reward mechanisms operated by Eildon and make recommendations to the Board.
- Approve changes to remuneration policy.

3.2 The Committee may invite representatives of the Staff group to attend a meeting to contribute to its consideration of the principles of a salary review or to respond to representations from staff.

4. PENSIONS

4.1 The Committee will:

- Oversee the pension provision offered to staff of the Eildon Group.
- Ensure that Eildon responds appropriately as a contributing employer to all pension reviews carried out by its pension provider(s).
- Advise the Board of all changes to Eildon's duties as an employer in respect of pensions offered to staff.

5. EXECUTIVE TEAM APPRAISAL

5.1 The Committee will:

- Carry out the annual appraisal of the Chief Executive and report the outcome to the Board
- Receive reports from the Chief Executive on the outcomes of the annual appraisals of the Executive Team.
- Consider any changes to the performance management (appraisal) system.

6. REPORTING TO THE BOARD

- 6.1 The Committee will act in accordance with this remit and its delegated authority at all times.
- 6.2 The Committee will present its minutes to the next meeting of the Board for information. The Chair will draw to the Board's attention any issue requiring the Board's consideration or approval.

7. SPECIAL ADVICE

- 7.1 The Committee may instruct outside legal or other advisers to assist it in fulfilling the terms of this remit.

8. REVIEW

- 8.1 This remit was approved by the Board in August 2019 and will be reviewed in line with the Standing Orders review in August 2022.

APPENDIX 4

SCHEME OF DELEGATION – KEY STRATEGIC DOCUMENTS

In recognition that its primary role is to determine and guide Eildon’s strategic direction, the Board delegates operational responsibility to staff through the Chief Executive.

The Board sets and guides Eildon’s strategic direction by agreeing key plans and targets. It monitors their implementation by receiving and considering performance reports. The key strategic decisions which the Board takes and the means by which it will monitor performance/compliance are shown in the following table, which forms part of Eildon’s Scheme of Delegation. It can only be altered by the Board.

PLAN	KEY ELEMENTS	OPERATIONAL DELEGATION TO STAFF	NATURE OF REPORTING	ACCOUNTABILITY
5 Year Strategic Plan (incorporates 5 Year Financial Viability Plan, Treasury Management and 30 year business plan projections)	Business Activities	Responsibility for achieving objectives and targets; monitoring performance and reporting	<ul style="list-style-type: none"> • Annual reports on performance • Exception report if performance fails agreed tolerance margin • Exception report if new activities are proposed or existing activities cease 	Board
	Key Performance Indicators	Responsibility for achieving objectives and targets; monitoring performance and reporting	<ul style="list-style-type: none"> • Quarterly performance reports • Exception report if performance fails 	Board

PLAN	KEY ELEMENTS	OPERATIONAL DELEGATION TO STAFF	NATURE OF REPORTING	ACCOUNTABILITY
5 Year Strategic Plan (cont.)			agreed tolerance margin	
	Assessment of financial viability over 5 year period	Responsibility for assessing financial viability and identifying in assumptions and sensitivities	<ul style="list-style-type: none"> • Annual report on performance • Exception report if performance/activity fails agreed tolerance margin 	Board
	Identification of key assumptions for income and expenditure	Responsibility for managing financial affairs in accordance with planned assumptions/ identified variances	<ul style="list-style-type: none"> • Exception report if performance/activity fails agreed tolerance margin • Quarterly management accounts 	Board
	Identification of key financial indicators	Responsibility for managing financial affairs in accordance with planned assumptions/ identified variances	<ul style="list-style-type: none"> • Quarterly management accounts • Exception report if performance/activity fails agreed tolerance margin 	Board

PLAN	KEY ELEMENTS	OPERATIONAL DELEGATION TO STAFF	NATURE OF REPORTING	ACCOUNTABILITY
5 Year Strategic Plan (cont.)	Assessment of financial consequences of changes to interest rates and inflation	Monitoring and reporting	<ul style="list-style-type: none"> • Quarterly management accounts • Exception report if variances exceed forecasts 	Board
	Assessment of private finance borrowing requirements	Responsibility to assess requirement and advise/report	<ul style="list-style-type: none"> • Annual report on borrowings and investments 	Board
	Identification of acceptable borrowing and investment terms	<p>Responsibility to secure borrowing on agreed terms for agreed activities.</p> <p>Responsibility to seek and act on appropriate advice from approved brokers</p>	<ul style="list-style-type: none"> • Annual strategy on borrowings and investments for forthcoming year • Exception report if performance fails agreed margins of tolerance 	Board
	Assessment of cash flow and identification of suitable parameters for the conduct / performance of investments/deposits	<p>Responsibility to make and manage investments on agreed terms.</p> <p>Responsibility to seek and act on appropriate advice from approved brokers</p>	<ul style="list-style-type: none"> • Quarterly management accounts • Exception report if performance fails agreed margins of tolerance 	Board

PLAN	KEY ELEMENTS	OPERATIONAL DELEGATION TO STAFF	NATURE OF REPORTING	ACCOUNTABILITY
5 Year Strategic Plan (cont.)	Long term viability assessment	Responsibility to maximise income from agreed sources. Responsibility to manage income and expenditure within agreed parameters. Responsibility to take short term action to deal with unexpected / emergency events within agreed parameters	<ul style="list-style-type: none"> • Annual report on performance • Exception report if performance fails agreed margins of tolerance • Report on emergency action 	Board
	Identification and assessment of main income/expenditure drivers over the period	Responsibility to maximise income from agreed sources. Responsibility to manage income and expenditure within agreed parameters	<ul style="list-style-type: none"> • Annual report on performance • Exception report if performance fails agreed margins of tolerance • Report on emergency action 	Board
	Scenario planning/ sensitivity analysis for variations to key assumptions	Responsibility to maximise income from agreed sources	<ul style="list-style-type: none"> • Annual report on performance • Exception report if performance fails agreed margins of tolerance 	Board

PLAN	KEY ELEMENTS	OPERATIONAL DELEGATION TO STAFF	NATURE OF REPORTING	ACCOUNTABILITY
5 Year Strategic Plan (cont.)	Assessment of investment return potential	Responsibility to maximise income from agreed sources	<ul style="list-style-type: none"> • Annual report on performance • Exception report if performance fails agreed margins of tolerance 	Board
	Identification of short-term stress periods	Responsibility to take short term action to deal with unexpected / emergency events within agreed parameters	<ul style="list-style-type: none"> • Annual report on performance • Exception report if performance fails agreed margins of tolerance • Report on emergency action 	Board

PLAN	KEY ELEMENTS	OPERATIONAL DELEGATION TO STAFF	NATURE OF REPORTING	ACCOUNTABILITY
Development and Treasury Management Reports (including input to local authority Strategic Housing Investment Plan)	Identification of sites for acquisition	Progression of development programme. Acquisition of sites	<ul style="list-style-type: none"> • Annual report • Quarterly performance reports • Exception report if performance fails agreed tolerance margins 	Board
	Identification of development activity over plan period	Progression of development programme	<ul style="list-style-type: none"> • Annual report • Quarterly performance reports • Exception report if performance fails agreed tolerance margins 	Board
	Identification of funding requirements	Acceptance of grant funding contracts from Scottish Government. Responsibility to secure borrowing on agreed terms for agreed activities. Responsibility to seek and act on appropriate advice from approved brokers	<ul style="list-style-type: none"> • Annual report • Quarterly performance reports • Exception report if performance fails agreed tolerance margins 	Board

PLAN	KEY ELEMENTS	OPERATIONAL DELEGATION TO STAFF	NATURE OF REPORTING	ACCOUNTABILITY
Annual Budget	Staff Establishment and Remuneration	Implementation of annual pay award. Recruitment of staff within existing establishment up to the level of Director	<ul style="list-style-type: none"> • Annual report • Proposals to amend staff establishment • Proposals in respect of recruitment/ remuneration of CEO 	Board (on recommendation of Remuneration Committee)
	Identification of key sources of income and projected income levels	Responsibility to maximise income and incur/control expenditure in accordance with agreed parameters	<ul style="list-style-type: none"> • Audited accounts • Quarterly management accounts • Exception reports where performance fails agreed tolerance margins 	Board
	Identification of annual rent and service charge increase	Implementation of annual rent and service charge increase	<ul style="list-style-type: none"> • Annual Report 	Board
	Identification of key items of expenditure and projected overall expenditure	Responsibility to maximise income and incur/control expenditure in accordance with agreed parameters	<ul style="list-style-type: none"> • Audited accounts • Quarterly management accounts • Exception reports where performance fails agreed tolerance margins 	Board

PLAN	KEY ELEMENTS	OPERATIONAL DELEGATION TO STAFF	NATURE OF REPORTING	ACCOUNTABILITY
Risk Management Strategy/ Risk Register	Identification and assessment of key risks	Responsibility to manage/control risks within agreed parameters. Responsibility to monitor risks	<ul style="list-style-type: none"> • Annual risk review report • Bi-annual risk register review • Exception report where existing risk materialises or level escalates or new key risk is identified • Exception report if external assessment identifies concerns 	ARCom
	Identification of risk management measures	Responsibility to manage/control risks within agreed parameters. Responsibility to monitor risks	<ul style="list-style-type: none"> • Annual risk review report • Bi-annual risk register review • Exception report where existing risk materialises or level escalates or new key risk is identified 	ARCom
Annual Independence	Identification of key objectives for subsidiaries of the Eildon Group	Responsibility for implementation of objectives and agreed activities	<ul style="list-style-type: none"> • Annual review of agreements 	Board

PLAN	KEY ELEMENTS	OPERATIONAL DELEGATION TO STAFF	NATURE OF REPORTING	ACCOUNTABILITY
& Responsibilities Agreements			<ul style="list-style-type: none"> • Exception report where additional services or activities are proposed 	
	Identification of resources required to support subsidiary activities	Responsibility to ensure availability of agreed resources to meet agreed objectives	<ul style="list-style-type: none"> • Annual review of agreements • Exception report where additional services or activities are proposed 	Board

APPENDIX 5

SCHEME OF DELEGATED AUTHORITY FROM BOARD

GOVERNANCE ISSUES	DELEGATION TO							Note
	Office Bearers	Sub Committees		Management Team				
		ARCom	Rem	CEO	Directors			
					DHCS	DFCS	DPA	
Approving Annual Returns to Scottish Government & Scottish Housing Regulator	Board							
Signing Annual Returns to SG/SHR	Chair							
Submission of Returns to SG/SHR				✓				
Signing Annual Returns to OSCR	Chair							
Submission of Returns to OSCR				✓				
Signing Annual Returns to FSA				✓				
Submission of Returns to FSA						✓		
Approving returns to the Care Inspectorate					✓			
Signing Returns to the Care Inspectorate					✓			
Submission of returns to the Care Inspectorate					✓			

GOVERNANCE ISSUES	DELEGATION TO							Note
	Office Bearers	Sub Committees		Management Team				
		ARCom	Rem	CEO	Directors			
					DHCS	DFCS		
Approval of Special Exceptions in accordance with SHR Guidance and Housing (Scotland) Act 2010				✓				
Agreement to seek approval for disposal of assets under Section 66 of Housing (Scotland) Act 2001 (and its successors)				✓	✓	✓	✓	1
Approving Strategic Agreements with other parties				✓	✓	✓	✓	1
Approval of strategic policies	Board							
Approval of authorised signatories	Chair							
Approval of recommendation to the AGM of the appointment of the Auditors	Chair							
Approval of appointment of internal auditors	Chair							
Agree any remedial action identified by the internal auditor				✓	✓	✓	✓	1
Preparation & issue of notice, agenda, papers and minutes for meetings of Board				✓				2

GOVERNANCE ISSUES	DELEGATION TO							Note
	Office Bearers	Sub Committees		Management Team				
		ARCom	Rem	CEO	Directors			
					DHCS	DFCS	DPA	
Approval of draft minutes of Board Meetings	Chair							
Preparation and issue of notices, agenda, papers and minutes of ARCom				✓				2
Preparation and issue of notices, agenda, papers and minutes of Remuneration Committee				✓				2
Approval of draft minutes of Sub Committee Meetings	Chair of Sub Committee							
Preparation and issue of notice, agenda, papers and minutes of AGM				✓				2
Approval and Monitoring of all Registers required by Regulators				✓				2
Maintenance of all Registers required by Regulators				✓				2
Initiation of Investigation of alleged breach of Members' Code of Conduct	Chair							
Approval of statements to the press or other public statements on behalf of the Eildon Group				✓				3
Eildon Policy Register and Review Framework								

GOVERNANCE ISSUES	DELEGATION TO							Note
	Office bearers	Sub committees		Management Team				
		ARCom	Rem	CEO	Directors			
					DHCS	DFCS	DPA	
Eildon Policy Register and Review Framework <ul style="list-style-type: none"> • Strategic policy • Governance policy • Board Member policy • Management Policy • Staff Policy 	Board Board Board		✓ (for noting)	✓ ✓				
Responses required under the Freedom of Information Scotland Act				✓				

STAFFING	DELEGATION TO							Note
	Office Bearers	Sub Committees		Management Team				
		ARCom	Rem	CEO	Directors			
					DHCS	DFCS	DPA	
Approval of staffing establishment	Board							
Development and negotiation of terms and terms of remuneration for staff			✓					
Ensuring appropriate arrangements within agreed policy and budget for working environment, training and development and dignity at work				✓				
Recruitment of Chief Executive	Board							
Recruitment of Executive Team				✓				
Recruitment of Staff (other than executive team) within the agreed establishment				✓	✓	✓	✓	1
Line Management of Chief Executive	Chair							
Line Management of Executive Team				✓				
Line Management of all other staff				✓	✓	✓	✓	1
Grievance and Disciplinary issues relating to CEO	Chair							
Grievance and Disciplinary issues relating to Executive Team Members				✓				
Grievance and Disciplinary issues relating to all other staff				✓	✓	✓	✓	1
Appeals relating to employment issues				✓	✓	✓	✓	4

FINANCE	DELEGATION TO							Note
	Office Bearers	Sub Committees		Management Team				
		ARCom	Rem	CEO	Directors			
					DHCS	DFCS	DPA	
Approving treasury management policy	Board							
Implementing agreed policy						✓		
Agreeing Financial Regulations	Board							
Producing Annual Accounts						✓		
Approval of Annual Accounts	Board							
Approval of Budget	Board							
Implementation of Budget				✓	✓	✓	✓	
Monitoring financial performance and reporting to Board within agreed reporting framework				✓		✓		5
Ensuring annual audit carried out						✓		
Agreeing and implementing remedial action identified in the course of the annual audit						✓		
Agreeing and overseeing the implementation of changes to Eildon's accounting practices						✓		
Agreeing the opening and closure of bank or building society accounts in Eildon's name	Board							

FINANCE	DELEGATION TO							Note
	Office Bearers	Sub Committees		Management Team				
		ARCom	Rem	CEO	Directors			
					DHCS	DFCS		
Holding of all bank and cheque books and other documentation in respect of Eildon's financial affairs						✓		
Approve the terms of all insurances required by Eildon						✓		
Agree internal management control systems				✓	✓	✓	✓	1
Incur and instruct payment of all items of budgeted expenditure within the terms of agreed budgets and financial regulations						✓		
Incur revenue expenditure beyond the agreed budget to a maximum of £20,000 on any one item, subject to a report to the next meeting of the Board. All such expenditure must be consistent with Eildon's aims and objectives				✓		✓		
Agree action to address short term cash flow difficulties				✓	✓	✓	✓	1

HOUSING & ESTATE MANAGEMENT	DELEGATION TO							Note
	Office Bearers	Sub Committees		Management Team				
		ARCom	Rem	CEO	Directors			
					DHCS	DFCS	DPA	
Signing tenancy agreements				✓	✓			6
Approval of the annual rents and service charges	Board							
Agree to the writing off of arrears: Under £100 Between £100 - £250 Over £250					✓			
				✓				
	Board							
Agree to the writing off of rechargeable repairs Under £100 Between £100 - £250 Over £250					✓			
				✓				
	Board							
Instructing Recovery Action for breach of tenancy conditions					✓			
Initiating ASBO or equivalent					✓			
Agreeing postponement of an Eviction					✓			
Approving the terms of periodic customer satisfaction survey and commissioning the project				✓	✓	✓	✓	1
Abandonments – authorising recovery					✓			

DEVELOPMENT	DELEGATION TO							Note
	Office Bearers	Sub Committees		Management Team				
		ARCom	Rem	CEO	Directors			
					DHCS	DFCS	DPA	
Negotiating terms for the acquisition of sites within terms of SHIP approved programme							✓	
Approving site acquisition (within agreed plans)	Chair / Vice Chair							
Approving individual scheme design proposals from within agreed design guide							✓	
Authorise pre-acquisition expenditure							✓	
Authorise pre-acquisition expenditure for sites not in approved programme	Chair							
Ensuring borrowings and investments comply with statutory and regulatory requirements and Eildon's rules						✓		
Approving significant claims against contractors/consultants	Board							
Agree criteria for contractor, consultant or supplier selection to Framework Agreement	Board							7
Select and appoint contractors, consultants or supplier from Framework Agreement							✓	
Open Tenders				✓	✓	✓	✓	8
Approved/accept tenders							✓	
Authorise HAG claims							✓	
Authorise payments of certificates							✓	

PROPERTY MANAGEMENT	DELEGATION TO							Note
	Office Bearers	Sub Committees		Management Team				
		ARCom	Rem	CEO	Directors			
					DHCS	DFCS	DPA	
Agree criteria for contractor, consultant or supplier selection to								
- Approved list	Board							7
- Framework agreement	Board							7
Select contractor, consultant or supplier to								
- Approved list	Board							7
- Framework agreement	Board							7
Appoint contractor, consultant or supplier from approved list or framework agreement							✓	
Open Tenders				✓	✓	✓	✓	1
Approve/accept tenders							✓	
Authorise payment of certificates							✓	
Approve annual planned and cyclical maintenance programmes	Board							
Agree significant changes to Planned or Cyclical Maintenance Programme	Board							

Authorised Signatories (excluding financial transactions)	DELEGATION TO							Note
	Office Bearers	Sub Committees		Management Team				
		ARCom	Rem	CEO	Directors			
					DHCS	DFCS	DPA	
Legal documents requiring the use of the Seal	Board							8
Contracts of Employment: - CEO - Directors - All other Staff	Chair							
				✓				
				✓	✓	✓	✓	9
Development Contracts				✓			✓	
Maintenance Contracts				✓			✓	
Appointment of Consultants				✓	✓	✓	✓	
Service/Agency Contracts				✓	✓	✓	✓	
Routine Documentation to Scottish Government					✓	✓	✓	
Invitations to Tender				✓	✓	✓	✓	1
Tenancy Agreements				✓	✓			6
Occupancy Agreements				✓	✓			6
Grant Claims				✓	✓	✓	✓	

NOTES

1. Any two members of the Executive Team
2. CEO acting in Secretary capacity or DFCS acting in Assistant Secretary capacity
3. May delegate to other ET members
4. Must relate to Disciplinary Procedures
5. Monitoring financial performance delegated to DFCS with overall responsibility for reporting timing left with CEO
6. Responsibility with CEO and DHCS who may delegate individual tenancy agreement signing to appropriate staff
7. Board to delegate to Director Property Assets
8. In accordance with Model Rules and Standing Orders
9. May also be HR Manager

ARCom = Audit & Risk Sub Committee

Rem = Remuneration Sub Committee

APPENDIX 6

AUTHORISED SIGNATORIES

The Board shall approve a list of authorised signatories for the purposes of authorising all legal documents, financial documents, annual returns, tenders, tenant leases, Scottish Government documentation, in accordance with the following policy.

Legal documents requiring the Seal of the Association

Two Board Members and Secretary.

Financial Documents

As laid out in the Financial Standing Orders.

Annual Returns

Secretary or Assistant Secretary unless specified otherwise on the return.

Care Inspectorate

Chief Executive, Director of Housing & Care Services

For service specific documents:

Station Avenue	Care Services Manager (ALD)
Sheltered Housing	Care Services Manager (OP)

Tenders

Chief Executive/Secretary or Director.

Scottish Housing Regulator Routine Documentation

Development	Chief Executive or Director Property Assets
Finance	Chief Executive or Director of Finance and Corporate Services
Administration	Chief Executive or Director of Finance and Corporate Services

Tenants Leases, Furnished Tenancy Agreement

Chief Executive or Director Housing & Care Services or Housing Manager (who may delegate signing to appropriate staff).

Stage 3 Adaptation Claims

Chief Executive or Director Housing & Care Services or Director Property Assets (who may delegate signing to appropriate staff).

Offers of Employment and Employment Contracts

Secretary or Assistant Secretary or HR Manager, unless the offer or contract relates to members of the Executive Team in which case the offer or contract must be signed by the CEO. Offers of employment and contracts for the post of Chief Executive must be signed by the Chair or Vice-Chair.

**Supporting People Social Work Department and Care Inspectorate
Contracts/Documentation**

Chief Executive and/or Director of Housing & Care.

Management Agreements

Chief Executive or Director of Housing & Care or Housing Services Manager.

Emergency Arrangements

The Association's Disaster Recovery Plan sets out the arrangements that will apply in the event of any disaster affecting Eildon Housing Association. Nothing in these Standing Orders shall prevent the effective implementation of the approved Disaster Recovery Plan. Where urgent decisions with policy implications become necessary at times when it is impracticable to call a meeting of the Board or appropriate Sub-Committee, the Chair of the Board, or in his/her absence the Vice-Chair or Chair of ARCom, shall consult with the Chief Executive and take such decisions on behalf of Eildon Housing Association as are required to fulfil the Association's obligations to service users or partners, these decisions to be reported to the Board as soon as possible for ratification.