STANDING ORDERS

Classification: Governance

Status: Approved

Policy Lead:	Chief Executive Officer
Last Review Date:	February 2026
Review Due Date:	February 2031
Review Period:	5 years unless required earlier due to changes in the law, regulation, best practice or requirement of the Association

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:	Governance Officer
Approval Source:	Board
Legal & Regulatory References:	Housing (Scotland) Act 2010 Charities & Trustee Investment Act (Scotland) (2005) Eildon Housing Association Rules
Procedural References:	Membership of the Association Policy Board Member Code of Conduct
Consultation Completed:	N/A
Risk Implications:	2- Existing policy, substantial revision
Equalities Impact Assessment:	Not Required
Data Protection Impact Assessment	Not Required
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

1.1 Eildon Housing Association (Eildon)'s **Framework for Governance** comprises of the following documents:

- **Rules of Eildon Housing Association (Eildon's Rules)** is a legal document, a requirement of the Co-operative and Community Benefit Societies Act 2014 under which Eildon is registered and constituted. They define the aims and set out the power and authority of Eildon, which is vested in the Board of Management (the Board).
- **Standing Orders,** as contained in this document, establish how Eildon Housing Association (Eildon) will conduct its affairs. They supplement Eildon's Rules providing additional details about membership, convening and conduct of meetings and are intended to provide a clear basis for the conduct of Eildon's business and the achievement of its aims, objectives and targets.
- **Scheme of Delegation (SOD)** establishes how authority will be delegated from the Board to Office Bearers, Sub-Committees and to staff, represented by the Chief Executive.
- **Financial Regulations** outline the Eildon's financial management framework and is intended to protect the interests, assets and reputation of the Eildon Group, its Board Members and employees and to minimise the risk of failure to comply with statutory requirements and promote best practice. The Regulations include Board approved CEO Thresholds for delegated authority and the framework of delegation from the CEO which is an important element of Eildon's system of financial control.

1.2 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.

2. DEFINITIONS AND INTERPRETATION

2.1 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).

2.2 Nothing in the Standing Orders can override statutory requirements, guidance from the Scottish Housing Regulator (SHR) which has the force of statute, or Eildon's

Rules. 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.

GENERAL IMPLEMENTATION OF STANDING ORDERS

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 Framework of Governance documents. The Chief Executive may delegate to Directors and other senior officers, in accordance with the Framework of Governance documents, Eildon's approved policy and approved job descriptions.

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

3. THE ROLE AND REMIT OF THE BOARD

3.1 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, the Charities and Trustee Investment Act (Scotland) 2005, Co-operative and Community Benefit Societies Act 2014 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.

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

3.3 Members of the Board are elected in accordance with Eildon's Rules (Rules 37 – 44) and in accordance with the process set out in the Board Member Recruitment Policy. The Board will have at least seven and not more than 12 elected members plus up to three co-optees. However, if at any time the number of Board Members falls below seven, the Board can continue only for another two months (Rule 49). All Board Members must act in the best interests of Eildon at all times, regardless of how they are elected or appointed.

3.4 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 hybrid and fully virtual meetings.

3.5 The Board will approve the following documents which together form **the Board Members' Handbook**:

- Board Member Code of Conduct
- Board Member Recruitment Policy
- Board Member Training Policy
- Board Member Review and Development Framework
- Board Member Expense Policy
- Role Descriptions for Board Chair and Board Member
- Membership Policy

3.6 All Board Members must observe and uphold the requirements established within the Board Members' Handbook. All Board Members are expected to attend the meetings of the Board and any Sub-Committee or working group to which they have been elected to. In the event that they are unable to attend then notification of apologies should be submitted to the Secretary and Governance Officer as soon as possible. Board Members who fail to attend four consecutive Board meetings, without prior agreement of special leave of absence being agreed with the Chair and Secretary, will have their membership of the Board terminated.

4. OFFICE BEARERS

4.1 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. When electing the Chair or Vice-Chair, the Board is expected to take into account the skills needed to fill the role, which the Board will set out in the respective Role Description.

4.2 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. Board Members may not Chair more than one Sub-Committee.

4.3 The Chair and Vice-Chair of the Board will be elected by a vote of all present Board Members at the first Board meeting following the AGM. The Sub-Committee Chairs will be elected at the first meeting of each Sub-Committee following the AGM. In the event that an Officer Bearer resigns prior to an AGM, their post will be elected by all present members at the next meeting of the Board or Sub-Committee, whichever is relevant to the specific Office Bearer role.

4.4 The Office Bearers Group within Eildon is made up of the Chair and Vice Chair of the Board along with the Chairs of the permanent sub-committees – currently Audit and Risk (ARCom) and Remuneration (RemCo).

4.5 The Chief Executive will act as Secretary of Eildon, in accordance with Rule 59.1. The Director of Business Support will act as Assistant Secretary and will fulfil the role of Secretary in their absence.

5. THE EILDON GROUP

5.1 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.

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

5.3 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.

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

5.5 The Trustees of ET will meet at least once each year, unless dormant.

5.6 Year meaning fiscal year 1 April – 31 March.

6. BOARD MEETINGS

Conduct

6.1 The Chair will preside at all meetings of the Board or, in their 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.

6.2 The quorum for a meeting of the Board is four elected Board Members (not including co-optees).

6.3 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.

6.4 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.

6.5 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 to continue for a maximum of a further 30 minutes. 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.

6.6 The Chair will determine all questions of order, including the order of debate and the conduct of votes.

6.7 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.

Agendas and Papers

6.8 The agenda and papers for Board meetings will be issued at least seven days in advance of the meeting in accordance with Rule 50. 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 will be issued electronically or, in exceptional circumstances, on paper. Papers will be provided in alternative formats where required.

6.9 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.

6.10 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.

6.11 It is the duty of Eildon's Chief Executive and Directors to ensure that the Board and its Sub-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, a clear assessment of the resource implications 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.

6.12 All papers shall be prepared on the agreed template which includes a description of the recommended options, the resource implications, 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.

6.13 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.

6.14 At the first Board meeting of the year after the AGM, the Board will agree the schedule of Board and Sub-Committee meetings for the twelve months from the start of the next financial year (i.e. April).

Minutes

6.15 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.

Decision Making

6.16 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 their 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

6.17 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 2002.

7. SUB-COMMITTEES

7.1 The Board has delegated authority, in accordance with Rule 58, within the remits set out in these Standing Orders (Appendices 2 and 3) to the Sub-Committees, subject to their complying Eildon’s corporate policies, approved Budget and Strategic Plan. The current sub-committees are the Audit and Risk Committee (ARCom) and the Remuneration Committee (RemCo).

7.2 All Sub-Committees report to and are accountable to the Board. 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. 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.

7.3 At its first meeting after the AGM, the Board will appoint members to the Sub-Committees. Not more than one member of the ARCom may also be a member of the RemCo. Neither the Chair nor Vice-Chair may be members of the ARCom.

7.4 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 ARCom. Other relevant Directors may attend as necessary. The Chief Executive will attend meetings of the RemCo.
- The ARCom may meet with the internal and external auditors in the absence of staff.
- The quorum for a Sub-Committee meeting is three elected Board Members (not including co-optees).
- The Secretary is responsible for ensuring the preparation and distribution of an accurate record of all Sub-Committee meetings and for the maintenance of a secure record of all meetings.
- All decisions of the Sub-Committees must be reported to the next Board Meeting (Rule 58.3). This will usually be in the form of a copy of the minutes of that Sub-Committee. 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 or other member of the Sub-Committee in their absence), and a written minute circulated at the next available opportunity.

7.5 The Chief Executive will not attend that part of the RemCo meeting at which their appraisal is being reported and/or salary or other forms of remuneration are being decided.

7.6 Sub-Committee Chairs are responsible for reporting to the Board any issue needing Board approval or consideration which outside the Sub-Committee’s remit, and this should be supported by a separate written report.

7.7 Subject to the Sub-Committee Chair’s approval, Board Members who are not members of the Sub-Committee may attend its meeting to contribute to specific agenda items where that is considered to be beneficial.

8. WORKING GROUPS

8.1 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 Board or staff of the Eildon Group to any working group in order to access specialist advice and expertise.

8.2 The role of working groups 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 groups will elect their own convenors who will be a member of the Eildon Board.

8.3 In establishing a working party, the Board will record the membership, remit, expected outcome(s) and timescale for completion. A working group 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.

9. APPEALS PANEL

9.1 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. Appropriate guidance and support (including from independent sources) will be provided to panel members.

10. EMERGENCY ARRANGEMENTS

10.1 Where urgent decisions that have policy or other significant implications (e.g. disaster or emergency situation arising) become necessary at times when it is impractical to call a meeting of the Board, a paper must be prepared with the authority of the Chief Executive (or in their absence the Directors) and presented to the Chair (normally electronically). The paper must set out the nature of the matter and its significance, together with the options available, the decisions required and their resource and other implications. The Chair (or, in their absence, the Vice-Chair) must consult with as many of the office bearers as possible.

10.2 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. Either a physical signature or an email from the Chair (or authorising Office Bearer) will constitute approval of such a paper.

10.3 Any such actions must be reported to the next Board meeting, to which a copy of the authorised report, containing the physical signature or authorisation email, should be circulated.

10.4 The authority to make urgent decisions, as set out in paragraph 10 of the Standing Orders, will be limited to a maximum cumulative financial impact of £100,000 within a single financial year. If the urgent decision provisions are used more than 4 times within a six month period the Chief Executive will undertake a review of these decisions and confirm to the Board ongoing appropriate use of the provision and, if appropriate, identification any changes required to ensure the provision is utilised as intended.

10.5 The Secretary will maintain a list of urgent decisions made within the year to enable the Board to monitor the use of these arrangements.

11. TEMPORARY SUSPENSION

11.1 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 Regulations may not be suspended.

12. DELEGATION

12.1 The Board has agreed a Scheme of Delegation, which forms part of Eildon's Framework of Governance, and this sets out the delegations of authority from the Board to the Sub-Committees and the Chief Executive and Executive Team. The Board has also agreed Financial Regulations to support the effective operation and control of Eildon's delegated decision making and financial activities.

12.2 Where the Board has approved a proposed transaction or arrangements in principle (the Proposed Arrangements), it may authorise the specified delegation to Office Bearer(s) or employee(s) for the purpose of procuring, facilitating and taking the steps required to implement the Proposed Arrangements.

12.3 The remits of the Board and Sub-Committees as set out Appendices 1 - 3 and the Scheme of Delegation identifies that the primary functions of Board Members are to set Eildon's strategic objectives and direction, to monitor performance, to ensure compliance and hold the Chief Executive to account.

13. SIGNING AND SEALING OF DOCUMENTS

13.1 Rule 63 states that the Eildon "shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 (the 1995 Act)" and that "the use of the common seal is not required".

13.2 Use of the Common Seal

- Rule 63 states that in order to use the common seal prior Board approval is required and that when the Seal is used, the deed or document must be signed by the Secretary or a Board Member or other authorised signatory.
- The Secretary shall keep the common seal in a secure place, is responsible for its safe custody and ensure that it is only used when the Board so decides.
- The Board authorises the use of the common seal on the issuing of the Association's Share Certificates.
- The Board has approved that other authorised signatories for this purpose are those set out in Appendix 4.

13.3 Executing Deeds under the provisions of the Requirements of Writing (Scotland) Act 1995

- Deeds must be executed by one authorised signatory and a witness.
- For the purpose of executing any Deed under the provisions of the 1995 Act the Board authorised signatories are set out in Appendix 4.

13.4 Executing other legal documents under the provisions of the Requirements of Writing (Scotland) Act 1995

- For the purpose of executing any document under the provisions of the 1995 Act the Board authorised signatories are set out in Appendix 4.

13.5 The Secretary, in accordance with Rule 63, must maintain a register of all documents executed under the use of the Common Seal or validly executed under the requirements of the 1995 Act.

13.6 The additions to this register should be reported to the next Board meeting for information.

13.7 In circumstances not requiring execution under the provisions of the 1995 Act, the Chief Executive will authorise any delegated signing authority via the SoDOA.

14. OPENNESS AND TRANSPARENCY

14.1 Eildon aims to be an open, transparent and accountable organisation and is committed to wider circulation of information about its governance and decision making.

14.2 As part of this commitment, Eildon will publish the list of current Board Members and their appointment dates as well the Board Member Recruitment Policy on its website. In addition, Eildon aims to publish on its website a list of key decisions within a reasonable period of time following each Board meeting.

14.3 There will be some occasions when decisions (and/or minutes and/or meeting papers) will not be available widely; for example where they deal with commercially sensitive details or information where individuals can be identified. Senior officers producing reports will mark such items on the agenda and on the accompanying paper (if applicable) as private and confidential. If the Board (or Sub-Committee or Working Group) feel a paper either should not be marked as private and confidential, or should be marked as private and confidential, they can pass a resolution to that affect.

14.4 Board and Sub-Committee Members and Eildon team members are obliged to treat all Eildon business as confidential. This is set out in the Codes of Conduct for Board Members and Employees.

15. APPROVAL AND REVIEW

15.1 The Secretary will ensure that these Standing Orders, including the Financial Regulations and Scheme of Delegation, are reviewed every three years unless required earlier due to changes in law, regulation, best practice or Eildon’s requirements.

15.2 The responsibility for the Standing Orders lies with the Board.

15.3 The Board has the authority to approve and review this Governance Policy.

APPENDIX 1
REMIT FOR THE BOARD OF EILDON HOUSING ASSOCIATION

ROLE AND COMPOSITION

1 The Board is ultimately responsible for the strategic direction, governance and direction of the Association in accordance with its Rules and will determine its strategy to ensure that Eildon's Aims and Objectives are achieved.

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.

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.

4 The Board will hold at least six meetings each year. The quorum for meetings is four (Rule 48).

PURPOSE

5 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

6 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.

7 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 (Note: The Eildon Trust is currently dormant).

AIMS, OBJECTIVES AND VALUES

8 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.

GOVERNANCE

9 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, through the Chair

10 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

11 The Board will always act in the best interests of Eildon, its tenants and service users.

STRATEGY, PLANNING AND PERFORMANCE

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

- Corporate Vision, Values and Strategic Objectives
- 5 Year Strategic Plan
- Strategic Implementation Plan
- Medium- and Long-Term Viability Plan which incorporates the 5 year and 30 year business plan financial projections and the Development Programme
- Treasury Management Strategy
- Annual Budget and Staffing Establishment
- Strategic Risk Register
- Annual Independence and Responsibilities Agreements with subsidiary members of the Eildon Group.

13 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 Eildon's Code of Conduct for Board Members
- Oversee the operation of the Eildon'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.

RESOURCES

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

15 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.

COMPLIANCE, CONTROL AND ACCOUNTABILITY

16 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.

17 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

18 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.

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

THE EILDON GROUP

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

21 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.

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

APPENDIX 2
REMIT FOR THE AUDIT AND RISK COMMITTEE

ROLE AND COMPOSITION

1 The Audit and Risk Committee (ARCom) is a Sub-Committee of the Board of Eildon Housing Association and is appointed in accordance with Rule 58. ARCom will work within the terms of Eildon's Framework of Governance at all times.

2 ARCom 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, which include the Financial Regulations.. Neither the Chair nor Vice-Chair of Eildon may be a member of the ARCom.

3 The Board has delegated responsibility to the ARCom on the following matters:

- Internal Audit
- External Audit
- Risk Management
- Care Inspectorate
- Compliance and Control

4 The ARCom will meet at least four times each year. The quorum is three. The ARCom will appoint a Chair at the first meeting after the Eildon AGM.

PURPOSE

5 ARCom will advise the Board on those matters which have been delegated to it. ARCom 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. ARCom will immediately bring to the Board's attention any issue of serious concern.

6 ARCom shall exercise the following functions on behalf of Eildon Housing Association and the members of the Eildon Group.

INTERNAL AUDIT

8 ARCom 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
- 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 in-house internal audit work programme undertaken by the Business Assurance Analyst.

9 ARCom 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.

EXTERNAL AUDIT

10 ARCom 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.

11 ARCom may:

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

RISK MANAGEMENT

12 ARCom 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.

COMPLIANCE AND CONTROL

13 ARCom 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.

CARE INSPECTORATE

14 ARCom will:

- Receive inspection reports and service improvement plans identified during the inspection for each regulated care service
- Receive reports on any complaints or other service concerns made to the Care Inspectorate and service improvement plans arising from the investigation.
- Ensure appropriate action is taken to implement service improvements within timescales agreed with the Care Inspectorate
- Receive updates on any changes to the Care Inspectorate inspection and regulation process which impacts our regulated care services. This includes registration arrangements for new care services.

REPORTING TO THE BOARD

15 ARCom will act in accordance with this remit and its delegated authority at all times.

16 ARCom 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.

SPECIAL ADVICE

17 ARCom may instruct and/or retain outside legal, accounting or other advisers to assist it in fulfilling the terms of this remit.

APPENDIX 3
REMIT FOR THE REMUNERATION COMMITTEE

ROLE AND COMPOSITION

1 The Remuneration Committee (RemCo) is a Sub-Committee of the Board of Eildon Housing Association and is appointed in accordance with Rule 58. RemCo will work within the terms of Eildon's Framework of Governance at all times.

2 RemCo will have four members who will also be members of Eildon's Board. Members of the RemCo 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 RemCo. Not more than one member of the Audit and Risk Committee may be a member of the RemCo and that member may not be appointed as Chair of RemCo.

3 The Board has delegated responsibility to the RemCo on the following matters:

- Remuneration of Staff
- Pension provision
- CEO and Executive Team appraisal
- To receive and give comment on organisational policies from an employer's role.

4 RemCo will meet at least three times a year. Three members must attend a meeting to achieve a quorum. RemCo will appoint a Chair at the first meeting after the Eildon AGM.

PURPOSE

5 RemCo 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. RemCo will ensure that periodic reviews of staff salary, pension arrangements and other benefits are carried out. RemCo will ensure that appropriate arrangements are made and effectively implemented for the support and appraisal of the Chief Executive Officer.

STAFF REMUNERATION

6 RemCo 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 (including, in exceptional circumstances, additional payments deemed appropriate) operated by Eildon and make recommendations to the Board
- Approve changes to remuneration policy.

7 RemCo 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.

PENSIONS PROVISION

8 RemCo 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.

EXECUTIVE TEAM APPRAISAL

9 RemCo 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.

EMPLOYMENT RELATED POLICIES

10 RemCo will receive and consider policies that have been developed within Eildon's Policy Framework that relate to Eildon's role and responsibilities as an employer.

11 Where the policy is categorised as a Governance or Strategic Policy, RemCo will advise the Board and recommend approval of the policy.

12 For Management Policies RemCo will provide the Chief Executive with their comments and feedback which should be considered for incorporation into the policy update, subject to specialist advice as required.

REPORTING TO THE BOARD

13 RemCo will act in accordance with this remit and its delegated authority at all times.

14 RemCo 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.

SPECIAL ADVICE

15 RemCo may instruct outside legal or other advisers to assist it in fulfilling the terms of this remit

APPENDIX 4
AUTHORISED SIGNATORIES

USE OF THE COMMON SEAL

1 When executing deeds and documents using the Common Seal in accordance with Rule 63 and Paragraph 13.2 of the Standing Orders the Board authorised signatories are:

- All Members of the Board
- Secretary to the Association

PROVISIONS OF THE REQUIREMENTS OF WRITING (SCOTLAND) ACT 1995

2 When executing deeds under the provisions of the 1995 Act, and in accordance with Rule 63 and Paragraph 13.3 of the Standing Orders, the Board authorised signatories are:

- All Members of the Board
- Chief Executive, Director of Business Support, Director of Community Services and Director of Property Assets
- Any lawfully appointed attorney authorised to be a signatory under a Power of Attorney approved by the Board.

3 When executing other legal documents under the provisions of the 1995 Act, and in accordance with Rule 63 and Paragraph 13.5 of the Standing Orders, the Board authorised signatories are:

- All Members of the Board
- Chief Executive, Director of Business Support, Director of Community Services and Director of Property Assets
- any member of staff who has authority to do so under the Schedule of Delegation and/or the Financial Regulations
- Any lawfully appointed attorney authorised to be a signatory under a Power of Attorney approved by the Board.