

Terms of Reference and Remit

The Management Committee

1. TERMS OF REFERENCE

1.1 The Management Committee is the Association's governing body. It is responsible for the strategic control and direction of the Association in accordance with its Rules and objectives on behalf of shareholders, tenants and residents, and employees.

1.2 The Management Committee's **core functions** are:

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- To ensure that the Association is well-governed;
 - To set and ensure compliance with the Association's values and objectives;
 - To set long- and short-term plans to achieve those objectives;
 - To control the effective overall operation of the Association in its use of resources, achievement of aims and objectives, financial viability, and delivery for tenants and service users;
 - To ensure that there are systems for identifying significant risks to the Association, its assets and reputation and for managing risks appropriately;
 - To establish a framework of delegation to the Association's sub-committees and management, incorporating arrangements for assurance and control;
 - To ensure that the Association conducts its affairs in accordance with its legal obligations and regulatory standards.
 - To set group objectives and maintain effective strategic oversight of the Association's subsidiary, Southside Factoring and Related Services Ltd.
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2. ADMINISTRATIVE ARRANGEMENTS

2.1 The Association's Rules provide a comprehensive description of the arrangements for electing the Management Committee and its operating procedures. **In summary:**

Committee size

- Minimum 7 members, maximum 12 members (from 2015 AGM onwards), including any co-optees

Committee Membership

- Members elected by the Association's shareholding members or, in the case of any co-optees, appointed by the Management Committee
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- Elections held annually, with one-third of members retiring each year

Meetings frequency

- Monthly, or as otherwise required

Quorum for Committee meetings

- 4 members

Office Bearers

- Chairperson, Vice Chairperson, Secretary

Lead Officer for committee support

- Director. Other staff members and/or external advisers to attend meetings where relevant
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3. RESPONSIBILITIES AND SCHEME OF DELEGATED AUTHORITY

- 3.1 The Management Committee has approved a Scheme of Delegated Authority (Standing Orders, Appendix 2), showing those matters that are reserved to the Management Committee and those that have been delegated to sub-committees and to management. The main matters for which the Management Committee shall retain responsibility are as follows:

Governance

- Deciding applications for shareholding membership
- Appointment and removal of members of the Management Committee, sub-committees and the board of SFARS
- Appointment of the Association's Office Bearers
- The establishment and dissolution of sub-committees, and approval of their membership, remits, terms of reference and delegated powers
- Approval of the Association's codes of conduct for committee members and employees, and all related governance policies
- Approval of payments or benefits where required by the Association's Policy (with the exception of granting of tenancies, which any sub-committee has delegated authority to approve).

Strategy, Performance and Operations

- Approval and monitoring of the Association's Internal Management Plan and Business Plan
- Approval of any other plans, policies, projections or documents that fall within the strategic role of the Management Committee (e.g. the Association's overall strategies and programmes for development and asset management)

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- Determining the policy of the Association on any matters involving material changes/ departure from existing policy
- Monitoring customer complaints data across all activities and services
- Monitoring compliance with the Scottish Social Housing Charter, regulatory requirements set by the Scottish Housing Regulator and the Office of the Scottish Charity Regulator, and with the Association's overriding legal and contractual obligations
- Approval of the annual rent review for the Association's housing
- Disposal and purchase of property assets (other than right to buy and LCHO sales)
- Instigating legal proceedings (other than for the recovery of rent arrears or other breaches of tenancy conditions).

Financial Controls and Risk Management

- Approval and monitoring of the Association's budget, cashflows and financial projections
- Approval of the annual accounts and internal control statements before the AGM
- Consideration of the external auditor's management letter
- Approval of the Association's financial regulations and protection of the Association's assets
- Approval of the Association's Risk Management Strategy and consideration of the annual risk appraisal submitted by the Audit Committee.
- Approval of the Association's policies for borrowings and investments
- Approval of any loans, overdrafts or granting of security by the Association, and any on-lending to the Association's subsidiaries.
- Approval of financial commitments that are not specifically delegated to sub-committees or to officers.
- To provide committee oversight and approval for the Association's housing development and investment programmes, subject to the delegated limits set by the Management Committee
- To ensure that these programmes operate in accordance with the Association's budgets, grant allocations and other funding arrangements, policies and performance targets

Employment

- Fulfilling the Association's legal and contractual obligations as an employer
- Appointment and removal of the Association's most senior employee
- Appointment of members of the management team

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- Where required, hearing the final stage of grievance and disciplinary cases¹

Group Structure

- Approval of the creation or dissolution of any subsidiary, and approval of the appointment of subsidiary company directors, including the chairperson
- Approval of the business plan of any subsidiary, providing strategic oversight of subsidiary performance in contributing to group objectives.

¹ No member of the Staffing Sub Committee who took part in the initial hearing can participate in the final appeal. The Staffing Sub Committee's role is limited to writing up the decision including a note of the findings in fact

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Staffing and General Purposes Sub-Committee

1. TERMS OF REFERENCE

1.1 The Management Committee has established the Staffing and General Purposes Committee to:

- Oversee the human resources and organisational management aspects of the Association's business;
- Ensure compliance in these business areas with the law, regulatory requirements and other good practice guidance.

2. ADMINISTRATIVE ARRANGEMENTS

Committee size

- Up to 7 members

Committee membership

- Members appointed by Management Committee (with scope to appoint co-opted members to the sub-committee if desired)
- Members appointed annually, following the AGM

Meetings frequency

- Quarterly, or as otherwise required

Quorum for Committee meetings

- 3 members

Committee Chair

Chair will be the Vice Chair of the Management Committee

Officer support

- Corporate and HR Manager and other staff members and/or external advisers to attend meetings where relevant
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3. SUB-COMMITTEE ROLE AND RESPONSIBILITIES

The Sub-Committee's specific responsibilities shall be as follows:

3.1 Staffing and Human Resources

- To approve the Association's policies relating to human resources management, terms and conditions, occupational health and training and development.
- To monitor performance in relation to staffing costs, turnover, sickness absence, equal opportunities and any other measures set
- To oversee approval and roll-out of the staff code of conduct
- To approve changes to the Association's conditions of service (as recommended for adoption by EVH)
- To approve staff re-grading and salary increases, in accordance with EVH advice and below management team level
- To contribute to overall reviews of the Association's staffing and remuneration structures, before these are decided by the Management Committee
- To conduct any grievance or disciplinary hearings under the conditions of service, where committee involvement is required.

3.2 Organisational Management

- To approve the Association's policy on health and safety at work and monitor compliance
- To ensure that arrangements are put in place for meeting the Management Committee's learning and development needs, following annual committee reviews
- Other organisational management issues, as referred to the sub-committee by the Management Committee.

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Audit Committee

1. TERMS OF REFERENCE

1.1 The Management Committee has set up the Audit Committee for the following purposes:

- To ensure that the Association and its subsidiaries have effective systems for management, control and risk management;
- To monitor implementation of approved recommendations contained in internal audit reports, external audit reports and management letters;
- To provide the Management Committee with assurance about how the Association's key risks are being identified and managed;
- To initiate reports and investigations into any aspect of the activities of the Association or its subsidiary SFARS Ltd, as required.

1.2 In carrying out its role, the Audit Committee shall be independent and objective and shall operate in accordance with the law and regulatory requirements.

2. ADMINISTRATIVE ARRANGEMENTS

Committee size

- Minimum 3, maximum 7 members (all non executive)

Committee membership

- Members appointed by Management Committee from among its membership
- Management Committee may also appoint up to 2 external co-optees to bring relevant expertise/independent perspective to the Committee's work
- Members appointed annually, following the AGM

Meetings frequency

- Quarterly, or as otherwise required

Quorum for Committee meetings

- 3 members

Committee Chair

- Chairperson appointed by the Management Committee and will ideally have recent and relevant financial experience
- The Chairperson of the Association may not also be Chairperson of the Audit Committee.

Officer support

- Head of Finance & Administration and/or Director
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- Other staff members, the external and internal auditors and other external advisers to attend meetings where relevant
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3. AUDIT COMMITTEE ROLE AND RESPONSIBILITIES

The Audit Committee's specific responsibilities shall be as follows:

3.1 Management and Control Systems

- To review on behalf of the Management Committee and SFARS Board the effectiveness of management and control systems for ensuring value for money, propriety, regularity, economy, efficiency, competence and accountability.
- To approve the Association's business continuity systems and planning
- To oversee the Association's ICT strategies, policies and recovery plans
- To approve insurance arrangements to protect the Association's premises and assets
- To regularly review the operation of the Association's procedures, financial regulations and schemes of delegation, recommending any improvements needed.

3.2 Internal and external audit

- To advise the Management Committee on the appointment and remuneration of the Group's external auditors and the scope of their work.
- To approve the external auditor's Letter of Engagement.
- To communicate with the external auditors on audit approach and scope, reporting, timetables and findings.
- To receive the external audit management letter, and to report on it to the Management Committee.
- To advise the Management Committee on the appointment (or required resourcing) of the internal audit service.
- To review the long-term plan for internal audit and to approve the annual audit plan.
- To review all audit recommendations (external and internal), and monitor the implementation of agreed recommendations relating to internal audit reports and external audit reports and management letters.
- To monitor the effectiveness of the external and internal audit services.

3.3 Annual financial statements

- To review the annual financial statements before they are presented to the Management Committee for approval, including:
 - Compliance with statutory obligations and accounting standards;

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- Accounting policies, including any changes in accounting policies and practices;
- Findings of the external auditors, including significant audit adjustments and any areas of concern.
- To prepare the Statement of Internal Financial Control for review by the external auditor and to consider the auditor's report on the audited accounts, including the statements on accounting policies and corporate governance matters.

3.5 Risk management and assurance

- To monitor the implementation of the Association's strategy and policy for managing risk, as approved by the Management Committee.
- To prepare regular update reports to the Management Committee on changes to the Association's risk register, conducting an overall review of the risk register at least annually.

3.6 Reports and investigations

- To initiate reports and investigations as the Audit Committee or Management Committee considers necessary (for example, reports on business areas selected for review; any instances of reported fraud or other irregularity; any whistleblowing concerns).

The Audit Committee (or officers and/or external advisers authorised by the Committee) will have the right to access all documents/records maintained by the Association or its subsidiaries.

The Audit Committee and those acting on its authority may require employees and committee members to supply information, either written or verbal, on any matter relating to the financial or general management of the Association or its subsidiaries. All employees and committee members are required to co-operate fully with any such request. If the Audit Committee considers it necessary, it has express authority to obtain such external professional advice as it considers necessary.

The external and internal auditors shall have direct access to the Audit Committee at all times and upon a request by the auditors, the Chairperson of the Audit Committee will convene meetings of the Committee for this purpose. The Audit Committee may also meet the auditors without employees being present, if the Committee or the auditors deem this to be necessary.

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Neighbourhood Committees

Cardonald/Halfway and Pollokshields/Shawlands

1. TERMS OF REFERENCE

The Management Committee has approved the establishment of Neighbourhood Committees for each of its two main stock management areas, Cardonald/Halfway and Pollokshields/Shawlands. In constitutional terms, the Neighbourhood Committees have the status of sub-committees set up with the approval of the Management Committee.

The overall objectives of the Neighbourhood Committees are:

- To promote local community control and meaningful local decision making;
- To promote high levels of local community participation in governance structures;
- To scrutinise the Association's landlord services to make sure they deliver the best outcome for tenants and are value for money.
- To provide committee oversight and approval for the Association's housing development and investment programmes, subject to the delegated limits set by the Management Committee
- To ensure that these programmes operate in accordance with the Association's budgets, grant allocations and other funding arrangements, policies and performance targets
- To use local expertise and experience to shape and inform the development and delivery of local neighbourhood services.

2. ADMINISTRATIVE ARRANGEMENTS

Committee size

- Up to 10 members for each Neighbourhood Committee.
- The maximum number of members may be increased from year to year, if the Management Committee approves this.

Committee Membership

- Members appointed by the Management Committee and membership reviewed annually. Six of the places will be filled through local election.
 - Members must be shareholding members of the Association and have signed the Association's Code of Conduct.
 - Not more than two members of the same household can serve on a Neighbourhood Committee at the same time.
 - The Management Committee may appoint two of its members to serve on
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each Neighbourhood Committee.

- Neighbourhood Committee members may be removed by the Management Committee if they breach the Association's Code of Conduct or Rules, or if they cease to be a Tenant or Resident.

Meetings frequency

- Bi monthly

Quorum for Committee meetings

- 3 members. In addition, a majority of those present at each meeting must be Tenant Members.

Committee Chair

- Chair elected by the other members of the Neighbourhood Committee, and must be a Tenant Member.

Lead Officer for committee support

- Head of Housing Services. Other staff members and/or external advisers to attend meetings where relevant.
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3. NEIGHBOURHOOD COMMITTEE ROLE AND RESPONSIBILITIES

Each Neighbourhood Committee shall have the following specific responsibilities:

3.1 Management of Housing Stock

To monitor and review the Association's performance in relation to:

- The allocation of houses
- The management of estates and common areas including the concierge service
- Responsibilities and obligations in relation to Tenancy Agreements
- Work with police, Glasgow Community Safety Services and other agencies in relation to anti-social behaviour
- Day to day repairs, including the performance of contractors.

3.2 Annual Development and Investment Programme

- Contributing to the formulation of annual investment programme priorities, prior to the Management Committee's approval of these programmes.
- Approval of housing mix and project briefs for proposed development projects
- To monitor end users' satisfaction and feedback for new housing, major works and disabled adaptations and provide local feedback to the Management Committee to approve procurement methods for development and capital projects

3.3 Cyclical Works Programme

- To provide local feedback on delivery of the annual cyclical maintenance/service programme including tenant safety in relation fire, water hygiene, lifts, gas, electricity and structural soundness.

3.4 Tenant Consultation

- To promote consultation with, and participation by, the Association's tenants in matters relating to the management of their homes and neighbourhood.
- To provide direct scrutiny of the quality and value of landlord services, or to support wider tenant scrutiny of these matters.

3.5 Community Development

- To promote and support the Association's Community Development role and responsibilities.

4. DELEGATED AUTHORITY

The Association's Scheme of Delegated Authority records those activities and decisions that are reserved to the Management Committee and those that are delegated to sub-committees or to management.

For matters covered by the Neighbourhood Committees' Remit:

- The Management Committee, the Neighbourhood Committees and their members shall all comply with the Association's Rules, Standing Orders and Code of Conduct for committee members.
- The Neighbourhood Committees shall have full authority within their area of competence and shall not seek to exercise authority outwith that competence.
- Other than as stated in this Remit document and the Scheme of Delegated Authority, Neighbourhood Committee meetings shall be conducted in the same manner as meetings of the Management Committee (section 5 of the Association's Standing Orders).
- In exercising its authority the Management Committee will seek to preserve and maintain the position of the Neighbourhood Committee save where the Neighbourhood Committee's actions or conduct are deemed to breach the terms of this Remit and Delegated Authority, the Rules of the Association or published regulations and guidance.
 - Where such intervention is required it shall be for the purpose of ensuring:
 - The Neighbourhood Committee conducts its business within the terms of its Remit and Delegated Authority.
 - The Neighbourhood Committee adheres to the agreed annual budget and investment plans
 - Ensuring the Association complies with regulatory requirements.

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- The Neighbourhood Committee may at any time seek advice and guidance from the Management Committee. Similarly, the Management Committee may offer such advice and guidance where it believes it will assist the Neighbourhood Committee.