



Standing orders, remits and delegated authorities

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1. Introduction

- 1.1 The Management Committee may delegate any of its powers to permanent or occasional Sub Committees consisting of such Committee members and other persons as it thinks fit to carry out such functions entrusted to them by the Management Committee. The Management Committee will ensure that such Sub Committees and individuals conform to the instructions given to them. This document outlines how and when the Committee will delegate powers and provides details on group remits where applicable.
- 1.2 We have taken account of the Regulatory Framework, in particular the Standards of Governance and Financial Management in reviewing this document, particularly sections 1.2, 1.3, 1.4 and 1.5 which seek to ensure that the Committee leads and directs the Association to achieve good outcome for its tenants and services users (Regulatory Standard 1)
- 1.3 This document also takes account of the Association's Rules. The 2020 model Rules were adopted by the membership at a special general meeting in August 2021. In the event of a conflict between this document and the Rules, the Rules (including any subsequent update) will prevail.
- 1.4 This version of the policy follows a review to update the governance structure in particular to make efficient use of Committee time and it also takes account of SFHA guidance published in December 2023 on "Points to consider when drafting Standing Orders" to ensure best practice recommendations have been implemented.

2. Role and remit of Management Committee

- 2.1 The Management Committee is the governing body of the Association. It is responsible for ensuring that the Association is compliant with the Scottish Housing Regulator's (SHR's) Standards of Governance and Financial Management and other regulatory requirements; operates within legislative requirements and that business objectives are met. Also it meets their duties in accordance with the terms of Cernach's Rules, the Association and Community Benefits Act 2014, the Housing Scotland Act 2001 and the Charity Trustee and Investment Act (Scotland) 2005.
- 2.2 The full remit of the Management Committee is detailed under Section 9 of these Standing Orders and be altered only with the approval of the Management Committee. To summarise their key responsibilities are:
 - a) Providing effective leadership, control and direction of our affairs

- b) Exercising good governance across all our activities
- c) Ensuring we set and achieve our strategic aims and objectives
- d) Ensuring that we comply with all legislative and regulatory requirements

2.3 Members of the Management Committee are elected in accordance with Cernach's Rules agreed in August 2021 (Rules 37-43). The Management Committee will have at least 7 and not more than 15 members. All Management Committee members must act in the best interests of Cernach, must adhere to Cernach's Code of Conduct and demonstrate Cernach's corporate values in their behaviour and attitude at all times.

2.4 The Association operates a two-tier Committee structure. The governing body is the Management Committee and has overall responsibility for the Association's activities and actions. Supporting and advising the Management Committee are two Sub Committees:

- Operations Sub Committee
- Assurance Sub Committee

2.5 In line with Rule 59.1, the Management Committee will appoint from its number a Chairperson, a Vice-Chairperson and a Secretary. The duties and delegated powers of these Office Bearers will be as agreed by the Management Committee and incorporated in these standing orders. Please refer to the four Appendices for adapted Role descriptions which provide additional guidance on responsibilities for each role of Committee Member and Office Bearers.

2.6 All Office Bearers will be appointed at the first meeting of the Management Committee following the Annual General Meeting and will serve for one year. Retiring Office Bearers will be eligible for re-election, apart from as outlined in section 4.3 below.

2.7 The Chairperson may be re-elected but may not hold office continuously for more than five consecutive Annual General Meetings. On the expiry of five continuous terms of office, the retiring Chairperson will not be eligible for election as Chairperson during the ensuing twelve months.

2.8 The Committee may remove the Chairperson at a special Management Committee meeting called for this specific purpose. In line with Rule 59.6, a majority of those members present must agree to remove the Chair from their role as Chair. Although Rule 59.6 deals only with the role of Chair, the principle will apply to any other Office Bearers. (It should be noted that this section refers only to the removal of an individual from an Office Bearer

position; the individual will remain a Committee member unless removed under Rule 44.4 or 44.5).

2.9 Role of Committee Members

2.9.1 The Management Committee has agreed a role for its members, Role Description – Management Committee members, which is included at Appendix 1.

2.9.2 Management Committee members act as ambassadors for Cernach Housing and may represent the organisation at training, conferences, events or on official business where it is approved by the Management Committee that such attendance will benefit the interests of Cernach's tenants and communities. When representing Cernach Housing Association, Management Committee members should at all times portray the organisation in a positive light and not engage in any activity which could have a negative impact on the organisation.

2.10 Roles of the Office Bearers – Chairperson

2.10.1 Rule 59.5 outlines the role of the Chairperson as noted below.

2.10.2 The Chairperson is responsible for the leadership of the Committee and ensuring its effectiveness in all aspects of the Committee's role and to ensure that the Committee properly discharges its responsibilities as required by law, the Rules and the standing orders of the Association. The Chairperson will be delegated such powers as is required to allow them to properly discharge the responsibilities of the office. Among the responsibilities of the Chairperson is:

- a) the Committee works effectively with the senior staff
- b) an overview of business of the Association is maintained
- c) the agenda for each meeting is set
- d) meetings are conducted effectively
- e) minutes are approved and decisions and actions arising from meetings are implemented
- f) the standing orders, code of conduct for Committee Members and other relevant policies and procedures affecting the governance of the Association are complied with
- g) where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings
- h) the Committee monitors the use of delegated powers
- i) the Committee receives professional advice when it is needed

- j) the Association is represented at external events appropriately
- k) appraisal of the performance of Committee members is undertaken, and that the senior staff officer's appraisal is carried out in accordance with the agreed policies and procedures of the Association
- l) the training requirements of Committee members, and the recruitment and induction of new Committee members, is undertaken

2.11 Roles of the Office Bearers – Vice-Chairperson

2.11.1 The Vice-Chairperson will deputise for the Chairperson when they are absent, unavailable or has resigned as Chair. This will involve fulfilling the duties outlined in section 4.5.

2.11.2 In addition to the above, the Vice-Chairperson will undertake appropriate training in order to be ready to stand as a future Chairperson of the Association when this becomes vacant. This is in line with the Association's succession planning policy and would follow an election process as per our Rules.

2.12 Roles of the Office Bearers – Secretary

2.12.1 Rule 59.3 outlines the role of the Secretary as noted below.

2.12.2 The Secretary's duties include the following (these duties can be delegated to an appropriate employee with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner):

- a) calling and going to all meetings of the Association and all the Committee Meetings
- b) keeping the minutes for all meetings of the Association and Committee
- c) sending out letters, notices calling meetings and relevant documents to Members before a meeting
- d) preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator
- e) ensuring compliance with these Rules
- f) keeping the Register of Members and other registers required under these Rules
- g) supervision of the Association's seal

3. Membership

- 3.1 The members of the Management Committee will be elected in accordance with the arrangements described in the Association's Rules.
- 3.2 If an elected Committee Member leaves the Management Committee between AGM's, a casual vacancy will be created, which may be filled by another shareholding member of the Association, in accordance with Rule 41.
- 3.3 If there are vacant places on the Management Committee, and should the Committee decide that filling a place or places by co-option is appropriate, the Committee may seek to use co-options to recruit specific skills or knowledge which are relevant to the Association's work. Co-opted members cannot make up more than one third of the membership of the Management Committee.
- 3.4 Individuals who are interested in joining the Management Committee may be invited to observe a Management Committee meeting before deciding to join. This will only be after meetings with the Corporate Services team.

4. Governance Structure

- 4.1 Cernach HA's governing body is its Management Committee. The Management Committee has delegated a number of its responsibilities to two Sub Committees, and may also establish projects groups from time to time, to undertake time-limited tasks to support the work of the Management Committee. Delegated authority has also been conferred to the Director as laid out in Section 12.
- 4.2 The Director will lead and manage the staff team, to implement the plans, strategies and policies approved by the Management Committee, and direct its operations supported by the management team. It is the responsibility of the Director and management team to work effectively with the Management Committee, facilitating good governance. It is the responsibility of the Management Committee to both support, and where necessary, challenge the Director and management team.

5. Management Committee meetings

- 5.1 Ordinary meetings of the Management Committee are scheduled to take place ten times during each Committee year, which runs from September to August. There are nine "full" meetings which follow a standard agenda and

one meeting immediately following the Annual General Meeting at which the office bearers are elected. Management Committee meetings are currently held on Thursdays, starting at 6.00pm, with the exception of the post-AGM meeting.

- 5.2 Committee members are required to regularly attend ordinary meetings of the Management Committee. Apologies, where applicable, should be submitted to the office at the earliest opportunity, but by 6.00pm on the date of the meeting to which they relate at the latest. They should also be added to the Decision Time platform via their tablets or using the WhatsApp function.
- 5.3 Agendas for Management Committee meetings will be prepared by Corporate Services staff in conjunction with the Director. Notice of all meetings of the Committee will be sent to members seven days before the date of the meeting; unless there are Sub Committee minutes to be approved prior to the Committee papers going out, should this arise, papers will be issued six days in advance.
- 5.4 Background and supplementary papers for all meetings will be issued to Committee at the same time as the agenda, apart from:
 - a) Confidential papers that are tabled at the meeting, that cannot be distributed online
 - b) Any paper that could not have been issued with the papers owing, for example, information not being available. This will happen only on rare occasions.
- 5.5 All paperwork relating to the Committee will be sent by Decision Time platform. Whilst the default position for papers is online, there will be options for paper copies and/or alternative formats and languages based on the individual Management Committee needs. Members will receive a device, which remains the property of the Association at all times, and must be returned if the member leaves the Committee. Attendance and apologies should also be input via Decision Time, and members have the facility to add comments or questions to reports in advance of the meeting.

6. Declaration of interest

- 6.1 The Management Committee has adapted and agreed the SFHA Model Code of Conduct for Management Committees and employees including arrangements for declarations of interest. All Management Committees and employees must declare relevant interests in line with our procedures and Management Committee confirm at least annually that their declaration is accurate.

- 6.2 All potential conflicts of interest must be declared at the start of the meeting, or, if unable to do so at the beginning, then as soon as practicable after the commencement of the meeting. The person in question will leave the room when the issue in which they have an interest is being discussed. All agenda will contain a standing item for declaration of interest. All declarations will be recorded in the minutes.
- 6.3 Management Committee members who are tenants of property owned or managed by Cernach Housing shall be deemed not to have an interest in any decision affecting all or a substantial group of tenants. This includes decisions taken in respect of annual rent reviews, rent setting structures or maintenance programmes.

7. Leave of absence

- 7.1 There may be circumstances which arise that would require a Management Committee member to request a leave of absence, such as health reasons or other personal reasons. Such requests should be made to the Chair who would advise the Management Committee of the request at the next available meeting to agree the period of absence. This is not normally for longer than 6 months and should not extend beyond the next AGM, unless expressly agreed, and recorded within the relevant minute.

8. Procedures at meetings

- 8.1 The business at meetings will normally follow the order of the agenda, but the Chairperson or substitute will have the power to alter the order of business at any stage by moving to suspend standing orders.
- 8.2 In line with Rule 48, at least four full¹ Committee members must be present for the meeting to take place – this is known as the quorum.
- 8.3 The minutes will provide a written record of date, time, and location of the meeting, attendance and apologies, identification of any absences due to leave of absence, decisions taken, means of reaching decision (collective agreement, proposed/second or simple majority/voting). The minutes of every meeting of the Management Committee and Sub Committees will be prepared by an employee of the Association and issued for approval with the agenda for the next ordinary meeting of that Committee.
- 8.4 Voting will normally be by show of hands, but will be by secret ballot if such procedure is requested by one third of the members present at the meeting. A simple majority will be sufficient to determine the matter, unless it is stated

elsewhere that a two thirds majority is required. In the case of a motion to suspend standing orders, a simple majority of the members present in favour the motion will be necessary.

- 8.5 Minutes of meetings will be retained electronically for all time.
- 8.6 An annual calendar of Management Committee meetings and Sub Committee meetings will normally be considered and approved by the Management Committee prior to the commencement of the new financial year.
- 8.7 In scheduling meetings, consideration will be given to the requirement for adequate time for officers to prepare reports and the demands on the Management Committee members' time for preparation and attendance.
- 8.8 All matters discussed at Management Committee or Sub Committee meetings will be treated in strict confidence by the members and employees in attendance.

¹ For the purposes of determining a quorum, "full" in this instance means elected at the AGM or filling a casual vacancy that has arisen during the year. It does not include co-optees
- 8.10 The Chairperson of the meeting will determine the order of debate. The proposer of any motion will have the right to reply before a vote is taken but may not introduce any new matter at that stage. After the proposer of the motion has exercised their right of reply, no other member may speak on the question, unless to raise a point of order.
- 8.11 Any member may raise a point of order in the course of a meeting, specifying the relevant standing order to which the point of order relates. All questions of order will be decided by the Chairperson of the meeting. No other member will be permitted to speak to the point of order, unless with the Chairperson's permission.
- 8.12 It will be the duty of the Chairperson of any meeting to ensure that standing orders are observed and enforced at that meeting.
- 8.13 The Director and senior management team will attend all meetings of the Management Committee to advise committee members on any matters under discussion. Staff members cannot vote on any matter being considered by the Committee and may be asked to leave by the Chair during confidential discussions.

- 8.14 Relevant senior managers will normally attend meetings of the Sub Committee to advise members on matters under discussion.
- 8.15 The Management Committee may invite other parties, such as consultants and other advisors to attend meetings. Their attendance will normally be occasional and will be confined to a specific time of business.

9. Powers and responsibilities of the Management Committee

- 9.1 The powers of the Management Committee are outlined in Rules 45 to 47, as noted below.
- 9.2 The Committee is responsible for directing the affairs of the Association and its business and may do anything lawful which is necessary or expedient to achieve the objects of the Association. The Committee is not permitted to exercise any powers which are reserved to the Association in general meetings either by these Rules or by statute. The Committee is responsible for the leadership, strategic direction and control of the Association with the aim of achieving good outcomes for its tenants and other service users in accordance with Regulatory Standards and other guidance issued by the Scottish Housing Regulator from time to time.
- 9.3 The Committee acts in the name of the Association in everything it does. A third party acting in good faith and without prior notice does not need to check if the powers of the Committee have been restricted, unless they are already aware that such a restriction may exist.
- 9.4 Amongst its most important powers, the Committee can:
- a) buy, sell, build upon, lease or exchange any land and accept responsibility for any related contracts and expenses
 - b) agree the terms of engagement and remuneration of anyone employed in connection with the business of the Association and act as employer for anyone employed by the Association
 - c) grant heritable securities over land owned by the Association and floating charges over all or any part of property and assets both present and in future owned by the Association. This includes accepting responsibility for any related expenses
 - d) decide, monitor and vary the terms and conditions under which property owned by the Association is to be let, managed, used or disposed of
 - e) appoint and remove solicitors, surveyors, consultants, managing agents and employees, as required by the Association's business
 - f) refund any necessary expenses as are wholly necessary incurred

by Committee members and Sub Committee members in connection with their duties.

- g) compromise, settle, conduct, enforce or resist either in a Court of Law or by arbitration any suit, debt, liability or claim by or against the Association.
- h) accept donations in support of the activities of the Association.

9.5 In addition to the powers specified in the Rules, the Management Committee has the following general responsibilities:

- a) to direct and exercise proper control over the Association's activities and ensure that all decisions are taken in the best interest of the Association and its tenants and other service users
- b) to oversee, control and direct the duties and actions of the Chairperson, Secretary and any other officers of the Association to ensure that these are undertaken in accordance with the rules and aims of the Association
- c) to ensure that the Association's borrowings are undertaken in accordance with the Rules. The Management Committee will ensure that the RSL manages its resources to ensure its financial well-being and economic effectiveness
- d) to ensure that the AGM and any other general meetings of the Association are called and conducted in accordance with the Association's Rules
- e) to ensure that the Association's legal and contractual obligations as an employer are fulfilled and an appropriate and efficient staff structure is in place to meet operational demands placed on the Association. The Management Committee will ensure that the senior officer has the necessary skills and knowledge to do their job
- f) to consider and approve affiliations to the SFHA, GWSF, Employers in Voluntary Housing, Positive Action in Housing and to any other organisation having objectives similar to those of the Association
- g) to ensure the Committee consists of people with the interests and ability to manage the Association's business effectively and for ensuring the directions contained in the Scottish Housing Regulator's Regulatory Standards and/or guidance
- h) to ensure that all Committee members are subject to annual performance reviews to assess their contribution and effectiveness
- i) to ensure that any Committee member seeking re-election after nine years' continuous service is able to demonstrate their continued effectiveness in bringing objectivity and independent challenge to familiar practices and thinking
- j) to appoint some of its members or employees to act as signatories

- on its behalf for clearly specified functions
- k) to ensure there is an adequate financial control system and that appropriate books of accounts are kept to protect the Association's interests
 - l) to receive a draft annual budget and approve a budget for the year
 - m) to ensure the Association fulfils its obligations in filing accounts and returns with the Scottish Housing Regulator and the FCA.
 - n) to ensure that annual accounts are prepared in time and to discuss their contents with the financial consultants and auditor
 - o) to ensure that all sources of funding are investigated to determine its suitability
 - p) to ensure that the principles of CIPFA's treasury management Code of Practice (published in 2021) and all borrowing decisions are made in accordance with the Association's Treasury Management Policy which was framed in line with the Code's requirements
 - q) to ensure that a Business Plan, including strategic, delivery and resourcing plans, is prepared which sets out the Association's aims, objectives and strategy for achieving those aims
 - r) to ensure that an Asset Management Plan, including planned and cyclical maintenance plans, is prepared which sets out the Association's strategy in this area.
 - s) to receive quarterly Management Accounts and monitor performance against budget
 - t) to protect the Association's assets, including maintaining appropriate insurances. It will also ensure that businesses with whom contracts are arranged have appropriate insurance cover
 - u) to agree and monitor strategy in relation to development
 - v) to prepare long-term financial plans and projections, based on realistic assumptions, to achieve the Association's future strategy
 - w) to agree targets for key performance indicators and receive six-monthly reports of each section's performance against those targets
 - x) to ensure compliance with the Scottish Housing Regulator's Regulatory Standards and the Scottish Government's Social Housing Charter
 - y) to ensure relevant resident participation activities take place in accordance with the Scottish Government's Social Housing Charter

9.6 Whilst the above is comprehensive, it is not exhaustive. The Committee's responsibilities include anything that could reasonably be deemed to fall

within the spirit of those outlined above.

- 9.7 In order to effectively discharge their duties, Committee members are expected to participate in skills/training assessments and to attend any resultant training courses. These include regular training sessions conducted by the Association's staff and consultants prior to Management Committee or Sub Committee meetings, shared training sessions held jointly with our DRUMCOG partners, and specific courses delivered by organisations such as EVH, SFHA or SHARE.
- 9.8 Committee members may also attend conferences but, owing to the costs associated with these, each request will be considered by the Committee as a whole.

10 Observing Rules/Committee disciplinary procedure

- 10.1 The Management Committee will, so far as it is practicable, ensure that its members carry out their duties in such a manner as to protect the interests of the members and to uphold the reputation of the Association. Reference is made to the Policy on Code of Conduct in relation to individual committee members' behaviour and management practices.
- 10.2 In fulfilling this responsibility, it will be the duty of the Chair on receiving a complaint in respect of the conduct of any Committee member to place the matter on the agenda of the next Management Committee meeting and, in the meantime, in consultation with the Director, to carry out such investigations as are necessary to properly advise the meeting at which the matter is to be considered. Before reaching any determination, the Management Committee must give the Management Committee member(s) concerned the opportunity to reply to any allegations made as regards their conduct.
- 10.3 If an allegation is sufficiently serious or complex, the Chair and Director may decide to involve an independent expert to conduct the investigation.
- 10.4 In disposing of such a matter, the Management Committee may remove the member from Committee membership by voting at a special meeting of the Committee convened for this purpose.
- 10.5 The removal of a Committee member or their resignation for non-personal reasons, resignation of Officer Bearers and Chairs of Sub Committees are notifiable events and, as such, the Scottish Housing Regulator must be informed.

- 10.6 In the event that a Committee member, having received notice of hearing, resigns from the Committee prior to the meeting at which their conduct is to be the subject of a report, they will be restricted from standing for election for a period of 5 years in accordance with rule 43.1.6.
- 10.7 A Committee member's conduct will be deemed to be inappropriate if it causes the member to fail to abide by the Code of Conduct in relation to individual Committee member's behaviour and management practices or fails to perform to the published standards laid down by the Scottish Housing Regulator and/or the Scottish Federation of Housing Associations. In particular:
- a) Breaching the Committee member's responsibility to treat any information gained through membership of the Committee as confidential and not to relay that information to any third party unless specifically authorised to do so
 - b) While on Association business or representing the Association in any capacity, acting in such a way as to bring Cernach Housing Association into disrepute
 - c) Failure to declare an interest in any matter before the Management Committee
 - d) Acting improperly in relation to the granting of contracts or other benefits by the Association
 - e) Failure to comply with the Rules, standing orders or the Association's Code of Conduct for Committee members.
- 10.8 Whilst it is the particular responsibility of Office Bearers of the Association to ensure that any action in breach of this policy is brought to the Management Committee's attention, it is the responsibility of all members to ensure that the Committee is able to effectively enforce the standing orders and any related documents.

11 Remits and delegated powers to Sub Committees

11.1 General

- 11.1.1 The Management Committee may decide to form Sub Committees. These Sub Committees will be recorded in the minute of the Management Committee meeting where the formation of the specific Sub Committee was agreed.

11.1.2 The following will apply to each Sub Committee:

- a) Each Sub Committee will observe its remit which details delegated powers and will exercise in any matter only the degree of authority delegated to it by the Management Committee
 - b) There will be a maximum of nine Committee members on a Sub Committee. Not more than one of the members of the Sub Committee can be a co-opted member and this person will not form part of a quorum.
 - c) There must be three elected committee members present for the meeting to take place (Rule 58.1). In the event of a quorum not being present by thirty minutes after the scheduled start of the meeting, the meeting may be reconvened at another mutually accepted time. Alternatively, with the consent of those present, the meeting may continue, as may a meeting which becomes inquorate after the start, but all decisions made at any inquorate meeting will need to be considered at the following meeting of the Management Committee or the Sub Committee in question
 - d) Each Sub Committee will appoint its own Chairperson who must be an elected member and they will be identified via election at the first meeting of the Sub Committee following the AGM. This appointment will be reported to the Management Committee via the Sub Committee minutes. The Chairperson will convene meetings and set the agenda in conjunction with the Director (or Operations Manager² in the case of the Operations Sub Committee). In the Chairperson's absence the meeting will be chaired by a member selected from those present – the Chair of the Association should not also be the Chair of the Assurance Sub Committee
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- ² The Operations Manager has overall responsibility for ensuring that the Operations Sub Committee is adequately supported and receives full and accurate information in a timeous manner. However, this will normally be carried out on the Operations Manager's behalf by the Senior Housing Officer and Senior Maintenance Officer.
- e) Each Sub Committee will have quarterly meetings
 - f) Each Sub Committee will submit the minutes of each meeting to the following Management Committee for information and, where required, ratification of recommendations and decisions
 - g) The minutes of each Sub Committee will be approved as a true record at the following meeting of the Sub Committee
 - h) The Director and/or the relevant officers for the service area will attend Sub Committee meetings and submit written reports as required by the Sub Committee. Written reports will be circulated to the Sub Committee seven days in advance of the meeting at which they are to be discussed.
 - i) Decisions will be by a majority of the members present. In the event of a tie the Chairperson of the Sub Committee will have a second and casting vote
 - j) Meetings will close a maximum of two hours from the scheduled start. For the meeting to continue, a motion to suspend standing orders must be approved by a two-thirds majority of those present.

11.2 Operations Sub Committee

11.2.1 The Operations Sub Committee is responsible for the following matters and is empowered by the Management Committee to take decisions on and approve reports in these areas, subject to them being reported to the Management Committee.

(a) Housing Management

In relation to the housing management element of its work, the Operations Sub Committee will:

- Monitor statistical information on the Association's housing list, allocations, voids and internal transfers
- Monitor performance in relation to rent arrears
- Review the operation of the Association's arrears policy and consider recommendations from staff in relation to this (in line with the Association's policy)
- Consider reports and recommendations from staff to enforce Decrees for repossession of tenancies
- Consider the outcomes against the allocations policy on an annual basis
- Set allocation quotas on an annual basis
- Approve write-offs in relation to rent arrears and other bad debts
- Monitor the outputs from the welfare rights and tenancy sustainment service, including statistical information in relation to financial gains
- Monitor and evaluate the effectiveness of the tenancy sustainment budget. The Sub Committee may approve variation to budget of the welfare rights and tenancy sustainment service up to a value of £2,500.
- Monitor the tenant satisfaction results in relation to overall satisfaction, keeping customers informed, opportunities to participate, management of neighbourhood, value for money of rent charge and factoring satisfaction, and review these trackers
- Progress the Tea and Talk outcomes from tenant feedback

(b) Maintenance

In relation to the maintenance element of its work, the Operations Sub Committee will:

- Monitor the performance of contractors carrying out repairs and maintenance works for the Association

- Monitor cost of day-to-day repairs and maintenance against budget provision and to report any potential overspend to the Committee
- Monitor spend and programme progress in relation to planned and cyclical work
- Consider and recommend the cyclical and planned maintenance programmes for Committee approval
- Monitor, on a quarterly basis, the results of the gas quality assurance check programme
- Agree variations to planned/cyclical contracts once on site to the value of £10,000, or 10% of the total contract value, whichever is the higher amount
- Agree non-financial aspects of planned/cyclical contracts, such as the choices for bathroom/kitchen replacement works
- Monitor tenant satisfaction results in relation to the quality of homes and repairs carried out in the last year and review the tracker.
- Monitor tenant health and safety issues, including gas, electrical, water, fire, asbestos, damp, mould and condensation and lift safety and any planned improvement works in this area. Any concerns in this area should be reported to the Management Committee
- Monitor progress in relation to EESSH, EESSH2 and SHNZS, with any concerns about achieving meaningful progress reported to the Management Committee

(c) Development

- Monitor follow-up costs in relation to development, including grant claims and snagging costs
- Consider development opportunities, including identification of sites, and make recommendations to the Management Committee in this area

(d) Policy approval

Whilst the Management Committee will retain responsibility for approving key service delivery policies (such as those outlined in section 8.2.2 below), the Operations Sub Committee will approve the undernoted policies:

- Repairs
- Rechargeable repairs

- Management of asbestos
- Homeloss, disturbance and decant
- Keeping of pets
- Abandoned tenancies
- Estate management
- Neighbourhood disputes and anti-social behaviour
- Domestic abuse
- Tenancy management
- Void management
- Mortgage to rent
- Tenant safety policies
- Any other Housing Management or Maintenance policies aside from rent setting and management, allocations, factoring and procurement.

11.2.2 The Operations Sub Committee will be responsible for the detailed consideration of the undernoted items, but will not have delegated authority to approve them; approval will rest instead with the Management Committee:

- Review of the Association's allocation policy
- Review of the Association's rent-setting policy
- Review of the Association's rent management policy
- Review of the Association's factoring policy

The review of the Association's asset management plan, five-year investment plan and any significant changes in the approved maintenance may be discussed by the Operations Sub Committee but will require to be referred to the Management Committee for approval.

11.2.3 The above list is indicative rather than exhaustive. The general rule of thumb should be that the Sub Committee should defer to the Management Committee where it is not clear that the former has delegated authority.

11.3 Assurance Sub Committee

11.3.1 The Assurance Sub Committee is responsible for the following matters and is empowered by the Management Committee to take decisions on and approve reports in these areas, subject to them being reported to the Management Committee.

11.3.2 From May 2021, the internal auditor has been invited to attend all meetings

of the Assurance Sub Committee. This will facilitate access to the internal auditor on an ongoing basis and will improve the effectiveness of the relationship between the Sub Committee members and the internal auditor.

11.3.3 The various areas of responsibility have been divided into sections for ease of reference.

(a) Audit

- Monitor progress in relation to the internal audit action plans and ensure that these are implemented timeously (overall responsibility for the internal audit programme remains with the full Management Committee, including receiving audit reports)
- Ensure that any concerns noted in the annual Management Letter are addressed as advised to the auditor by the Management Committee – again, the Management Committee will consider and respond to the Management Letter
- Review the procurement of the external and internal auditor and make recommendations to the Management Committee on the appointments
- In recognition of the link between audit and risk management, receive quarterly reports on the degree to which the Association's key risk are being managed in an effective manner

(b) Audit and assurance

- Monitor the implementation of action points attached to each year's Annual Assurance Statement (AAS)
- Be actively involved (whether as a Sub Committee or a working group comprising members of the ASC)
- Review the evidence bank for the AAS and receive reports on assurance – for example, details of any emerging material non-compliance and progress against the Annual Assurance Statement action plan
- Ensure that the Management Committee is advised of any changes they need to make to the AAS post-submission
- Ensure that the Management Committee is kept up to date on any areas of material non-compliance
- Receive reports and monitor progress in relation to Regulatory Standards of Governance and Financial Management & Charter Return outcomes and any recommendations, subject to the Management Committee receiving annual assessments.
- Monitor the Association's approach to equalities and human rights, as well as the action plan in this area. Any areas of concern should be reported to the Management Committee.

(c) Staff recruitment and staff structure

- Monitor staff sickness levels – at least annually
- Monitor and review for Management Committee consideration staffing levels, grades and structure in relation to the operating environment and the aims and objectives of the Association
- Participate on the selection and interview panel for appointments at Grades 9 and 10
- Participate in the review of job descriptions and person specifications for new or changing posts at Grade 10
- Agree appropriate grades/re-grades of current posts up to and including Grade 9 and up to a financial impact of 5% p/a to the overall wage budget. Posts at Grade 10 require independent involvement from organisations such as EVH
- Agree requests for reduced hours and/or flexible working for posts up to and including Grade 9. Posts at Grade 10 require independent involvement from organisations such as EVH
- Agree to commission options appraisal reports or similar, with findings and any decisions on this basis remitted to the Management Committee
- Act on behalf of the Management Committee on personnel issues such as disciplinary matters, grievances, etc.
- Responsibility for all issues relating to staff welfare

(d) Staff Training and Development

- Evaluate the quality of training received and assess its effectiveness
- Approve the training policy for consideration by the Management Committee, alongside other relevant staffing policies
- Ensure the Association continues to explore ways to achieve quality assurance in relation to human resources activity
- Conduct, with appropriate support and/or training as required, the annual appraisal of the Director

(e) Contract and Terms & Conditions of Appointment

- Ensure that the Association fulfils the requirements placed upon it via the EVH Terms and Conditions of service
- Receive reports on the operation of TOIL, annual leave and flexi
- Ensure that staff and visitors work within a safe environment
- Be responsible for ensuring that the Association fulfils all its legal and moral responsibilities in respect of staff it employs. This will include reviewing and monitoring new legislation on employment

matters and attending relevant training courses and seminars

(f) General Purposes

- Review and monitor the effectiveness of the membership policy in relation to maximising the opportunity for tenants to be involved in the Management Committee
- Review and monitor the effectiveness of the complaints procedure

(g) Policy approval

Whilst the nature of the business considered by the Assurance Sub Committee requires ultimate approval from the Management Committee, there is some scope for the Sub Committee to approve staff-related policies where these are based on EVH models. This would include, for example, policies on alcohol and substance misuse, attendance and absence management, lone working and managing personal relationships at work. There may also be policies where changes to existing documents are minor and therefore able to be approved by this Sub Committee.

11.3.4 The following items will be remitted to the Management Committee by the Assurance Sub Committee for a decision following the latter's detailed consideration of the subject:

- Periodic review of staff numbers and structure
- Periodic review of the conditions of service

11.4 Discipline and grievance

- a) The Assurance Sub Committee will be the first point to which the Director will refer cases of discipline or grievance where they cannot be dealt with by the Director alone.
- b) Members of the Sub Committee will require to become familiar with the Association's disciplinary and grievances procedures and take cognisance of the EVH Conditions of Service Code of Practice in this regard. This may involve attendance at training.
- c) The Director is responsible for all formal disciplinary action, however the Assurance Sub Committee, together with the Director, will have the power and be responsible for summary dismissal action.

- d) Appeals by employees against decisions taken by the Director in relation to discipline and grievance will be heard by a 3-member panel of Assurance Sub Committee members. Assurance Sub Committee members will generally be supported by an independent external agency to carry out these duties.
- e) If the grievance or disciplinary matter cannot be resolved by the Assurance Sub Committee, it will be referred to a relevant independent external agency or person.
- f) Appeals by employees against decisions taken by the three-member panel from Assurance Sub Committee members will be heard by an alternate three-member panel of Assurance Sub Committee members. No person involved in the original disciplinary decision will participate in the appeals hearing. If there are insufficient numbers to avoid a conflict of interest, then any Committee member may be a panel member.
- g) In the event of any conflict between these procedures and those outlined in the Conditions of Service and/or employment law or recommended practice, the Conditions of Service and/or employment law or recommended practice will prevail.

11.5 Emergency decisions

11.5.1 In exceptional circumstances, a decision that is not routinely delegated to the senior officer may have to be taken quickly out with the normal Committee cycle. Such circumstances would include instances where delaying the decision until the next Management Committee or relevant Sub Committee meeting would:

- Risk causing harm to the Association, its staff, Committee, consultants/ contractors, customers, visitors or other stakeholder
- Put the Association's or the sector's reputation at risk
- Cause or risk financial loss that could be avoided or reduced by taking prompt action

11.5.2 Where this occurs, the Director (or most senior officer available) will telephone the Association's Chairperson, Vice Chairperson and Secretary. If time permits, a special meeting will be convened within 48 hours; if a more immediate decision is required, then this can be done via the telephone. Where none of the Office Bearers is available and a decision must be taken,

it will fall to the most senior member of staff available – if this is not the Director, then all reasonable attempts should be made to contact the Director whether or not they are on leave. Where possible, other staff and the finance agent should also be consulted.

11.5.3 A full written report on the decision, including reasons why it had to be taken urgently, will be presented to the next meeting of the Management Committee.

11.5.4 By definition, we would not expect such decisions to be taken routinely.

11.6 Power of veto

11.6.1 As the governing body, the Management Committee retains a power of veto against any decisions made by a Sub Committee. However, in some instances, it may be difficult to exercise the power of veto if staff have already acted upon the Sub Committee's decision and committed the Association to a certain course of action.

11.6.2 Exercising a power of veto should not occur (or should only occur extremely rarely) in a well-functioning governing body with clear and appropriate delegated authorities. Since the Association was formed, this power has never been used at Cernach. It is therefore reasonable to assume that the power of veto is very unlikely to be used.

11.6.3 In the event that the Management Committee does wish to veto a decision, the extent to which the Sub Committee's decision has been enacted needs to be ascertained. If it is possible for the Association to "reverse" its decision without financial loss, reputational loss or threat of court action, then the Director will take steps to do this at his/her earliest convenience.

11.6.4 Where the decision has been actioned and it is not practical to reverse it, the Committee will accept the Sub Committee's decision. In such circumstances, the steps leading to the decision will be investigated and any appropriate follow-up action taken.

12 Delegated powers to staff (senior officer)

12.1 The senior officer, in Cernach's case the Director, has overall responsibility for the day-to-day management of the Association. In carrying out these duties, the Director has authority to:

- a) Ensure the effective implementation of the Association's strategies, policies and plans
- b) Represent the Association on official business, consistent with agreed policies and principles
- c) Carry out all necessary legal and financial duties to ensure the Association's compliance with statutory and regulatory requirements

12.2 In order for the senior officer to discharge their duties in a responsible and controlled manner, the Committee has delegated authority to them as noted in sections 12.2.1 to 12.2.4. It should be noted that some of the following may be delegated to other officers as noted, but the Director will retain overall responsibility so long as other staff members are acting within the agreed delegated authorities.

12.2.1 The following matters in relation to governance:

- a) Signing and submitting returns on the Association's behalf to the Scottish Housing Regulator, OSCR, FCA and Scottish Government once they have been approved by the Management Committee (unless the return specifically requires a Committee member to sign it off)
- b) Agreement to payments & benefits and gifts & hospitality under the limits outlined in the associated policy documents so long as these are recorded and reported in the prescribed fashion – the exception to this is a let to a connected person where the decision to make the offer must be made by the Management Committee
- c) Preparation and issue of notices, agendas, papers and minutes for Committee meetings, Sub Committee meetings and general/special meetings
- d) Initiation of any investigation into alleged breach of the Committee members' Code of Conduct
- e) Signing any other document for which the Director has specific authority

12.2.2 The following matters in relation to finance and staffing:

- a) Recruitment of staff up to and including EVH Grade 8 so long as the post has been agreed by the Management Committee
- b) Recruitment of short-term temporary staff (up to a period of six months) up to and including Grade 8 providing that this is not at a cost of more than £10,000 over the staffing budget set by the Committee
- c) Approval of overtime (the Chairperson of the Association or the

Chairperson of the Assurance Sub Committee must approve the Director's overtime)

- d) Approval of staff expenses (the Head of Corporate Services or other member of the management team must approve the Director's expenses)
- e) Completion of the Director's return to work pro-forma for absences up to and including 10 working days is delegated to the Head of Corporate Services
- f) Initiation of grievance and/or disciplinary procedures for all staff up to and including Grade 9
- g) Agreeing the staff training programmes and conference attendance (within agreed budget levels)
- h) Monitoring financial performance and reporting to the Management Committee within the agreed framework
- i) Agreeing and implementing remedial action identified during the annual external audit
- j) Incur and instruct payments of all items of budgeted expenditure within the terms of agreed budgets and financial regulations
- k) Incur expenditure beyond the agreed budget to a maximum of £10,000 on any one item, providing that this is reported at the next Management Committee meeting
- l) Agree action to address short-term cashflow difficulties, providing that this is reported at the next Management Committee meeting

12.2.3 The following matters in relation to housing development :

- a) Approving site acquisition (within agreed plans)
- b) Ensuring any SDFP targets are achieved
- c) Negotiating terms of loans to fund individual developments (with subsequent Committee approval required prior to commitment)
- d) Ensuring that borrowings and investments comply with statutory and regulatory requirements and the Association's constitution
- e) Negotiating grants to fund individual developments (with subsequent Committee approval required prior to acceptance)
- f) Agree savings or overruns up to 5% of (anticipated) works costs

12.2.4 Any matters delegated to the Head of Corporate Services or the rest of the management team are automatically delegated to the Director.

12.2.5 The following matters in relation to housing management (delegated to the Operations Manager).

- a) Signing tenancy agreements
- b) Instructing legal action for recovery of a tenancy
- c) Agreeing the terms of the periodic resident satisfaction survey

12.2.6 The following matters in relation to housing maintenance (delegated to the Operations Manager):

- a) Appointing planned and cyclical maintenance contractors in line with the agreed planned and cyclical programmes (following Committee approval of any tender or priced submission)
- b) Appointing reactive maintenance contractors in line with the agreed procurement framework (following Committee acceptance of any tenders or priced submissions)
- c) Appointing consultants and advisors to assist in the delivery of agreed programmes
- d) All other repairs and maintenance as outlined in the financial procedures

12.2.7 In relation to other matters, the Head of Corporate Services or other members of the management team may:

- a) Assume the Director's delegated authority levels where s/he is absent for more than one week (Head of Corporate Services or 2/3 of the Management Team in exceptional circumstances)
- b) Approve expenses for staff on Grades 1 to 8 and the Director
- c) Incur and instruct payments of all items of budgeted expenditure within the terms of agreed budgets and financial regulations

12.3 The above must be considered in conjunction with the financial regulations and, in the event of any conflict with the financial regulations or constitution, the latter will prevail.

12.4 Any authority exercised out with the points noted in 12.2.1 to 12.2.5 must only be done in exceptional circumstances that could not reasonably be foreseen where failure to act could damage or have significant consequences for the Association. Where this has occurred, it must be reported at the next Management Committee meeting and an appropriate amendment made to these delegated authorities in order to ensure their ongoing relevance.

12.5 Any inadvertent breach of these delegated authorities must be reported at the next Management Committee meeting. The Committee will then decide

what, if any, action is required. This may involve engaging an external advisor to assist the Association.

13 Review

- 13.1 This document will be reviewed every four years, or earlier subject to legal, regulatory or best practice requirements. The next scheduled review will take place during or before June 2030.

Appendix 1. Role Description for Governing Body Members of Cernach HA

1. Introduction

“The Governing Body leads and directs the RSL to achieve good outcomes for its tenants and other service users.” Regulatory Standards of Governance and Financial Management, Standard 1¹

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a governing body member (GBM) of Cernach Housing Association (CHA). It should be read in conjunction with CHA’s Rules and Standing Orders.
- 1.2 CHA is a Registered Social Landlord and a Scottish Charity. The role description reflects the principles of good governance and takes account of (and is compliant with) the expectations of the Regulatory Standards of Governance and Financial Management for Scottish RSLs and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).
- 1.3 CHA encourages people who are interested in the Association’s work to consider seeking election as a GBM and is committed to ensuring broad representation from the communities that it serves. GBMs do not require ‘qualifications’ but, from time to time, we will seek to recruit people with specific skills and experience to add to or expand the existing range of skills and experience available to ensure that the governing body is able to fulfil its purpose. We have developed a profile for the GB which describes the skills, qualities and experience that we consider we need to lead and direct CHA and carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.
- 1.4 This role description applies to all members of the governing body, whether elected or co-opted or appointed, new or experienced. It is subject to periodic review.

2. Primary Responsibilities

- 2.1 As a GBM your primary responsibilities are, with the other members of the governing body, to
 - Lead and direct CHA’s work
 - Promote and uphold CHA’s values
 - Set and monitor standards for service delivery and performance
 - Control CHA’s affairs and ensure compliance
 - Uphold CHA’s Code of Conduct and promote good governance
- 2.2 Responsibility for the operational implementation of CHA’s strategies and policies is delegated to the Director.

3. Key Expectations

- 3.1 CHA has adopted a Code of Conduct for Governing Body Members which every member is required to sign on an annual basis and uphold throughout their membership of the governing body.

¹ Scottish Housing Regulator (February 2024) [Regulatory Framework](#)

- 3.2 Each GBM must accept and share collective responsibility for the decisions properly taken by the governing body. Each GBM is expected to contribute actively and constructively to the work of CHA. All members are equally responsible in law for the decisions made.
- 3.3 Each member must always act only in the best interests of CHA and its customers, and not on behalf of any interest group, constituency or other organisation. GBMs cannot act in a personal capacity to benefit themselves or someone they know.
- 3.4 Our rules contain specific requirements that all GBMs should be aware of, including:
- The GB must have at least seven members
 - The quorum for a meeting of the GB is four members, who must be elected or have filled a casual vacancy
 - The quorum for a Sub Committee meeting is three members, who must be elected or have filled a casual vacancy
 - Co-opted members cannot make up more than one third of the GB; they do not contribute to a quorum being achieved and cannot be elected to an OB role
 - The Secretary must present a report to the last GB meeting before the AGM confirming that all the requirements of Rules 62-67 have been met
 - An experienced GBM (who has nine or more years' experience with the RSL) must have the agreement of the GB if they intend to seek re-election for a further term: the GB's agreement should be recorded in the relevant minute
 - A GBM ceases to be a member of the GB if they miss four consecutive meetings without, first, having been granted leave of absence
 - A GBM who has declared an interest in a matter to be discussed at a meeting must leave the meeting, before the matter is discussed, and cannot vote on the issue

4. Main Tasks

- To contribute to formulating and regularly reviewing CHA's values, strategic aims, business objectives and performance standards
- To monitor CHA's performance
- To be informed about and ensure CHA's plans take account of the views of tenants and other customers
- To ensure that CHA operates in accordance with relevant legal and regulatory requirements
- To be assured that CHA is compliant with relevant legal and regulatory requirements
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that CHA is adequately resourced to achieve its objectives and meet its obligations
- To oversee and ensure CHA's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants

- To act, along with the other members of the governing body, as the employer of CHA's staff
- To ensure that CHA is open and accountable to tenants, regulators, funders and partners

5. Duties

- Act at all times in the best interests of CHA
- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the governing body and Sub Committees
- Contribute effectively to discussions and decision making
- Exercise objectivity, care and attention in fulfilling your role
- Take part in ongoing training and other learning opportunities
- Take part in an annual review of the effectiveness of CHA's governance and of your individual contribution to CHA's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent CHA positively and effectively at all times, including in local communities and when attending meetings and other events
- Respect and maintain confidentiality of information
- Treat colleagues with respect and foster effective working relationships within the governing body and between the governing body and staff
- Be aware of and comply with our policy on the restrictions on payments and benefits
- Register any relevant interests as soon as they arise and comply with CHA's policy on managing conflicts of interest

6. Commitment

6.1 An estimate of the annual time commitment that is expected from GBMs is:

Activity	Time
Attendance at up to 9 regular meetings of the governing body	18hrs
Reading and preparation for meetings of the governing body	14hrs
Attendance at up to 8 Sub Committee meetings	16hrs
Reading and preparation for Sub Committee meetings	12hrs
Attendance at annual planning and review events (including individual review meeting)	10hrs
Attendance at events such as estate tours, tenant / customer conferences,	2hrs

openings and site visits	
Attendance at internal briefing and training events	4hrs
External Training and conference attendance (may include overnight stay or weekend)	12hrs
Total	88hrs

7. What CHA Offers GBMs

7.1 All GBMs are volunteers and receive no payment for their contribution. CHA has adopted an Entitlements, Payments and Benefits (EPB) Policy which prevents you or someone close to you from inappropriately benefiting personally from your involvement with CHA. This and related policies also seek to ensure that you are not unfairly disadvantaged by your involvement with CHA. All out of pocket expenses associated with your role as a GBM will be fully met and promptly reimbursed.

7.2 In return for your commitment, CHA offers:

- A welcome and introduction when you first join the governing body;
- Clear guidance, information and advice on your responsibilities and on CHA's work
- Formal induction training to assist settling in
- Papers which are clearly written and presented, and circulated in advance of meetings
- The opportunity to put your experience, skills and knowledge to constructive use
- The opportunity to develop your own knowledge, experience and personal skills
- The chance to network with others with shared commitment and ideals

8. Review

8.1 This role description was approved by the governing body on 18 September 2025. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the governing body not later than September 2028

Appendix 2. Role Description for Chair of Cernach HA

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of CHA and to the Chairs of CHA's Sub Committees. The responsibilities described here are additional to those set out in the governing body members' (GBM) role description. It should be considered alongside CHA's Rules, Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy.
- 1.2 This role description will be used to support the annual review of the governing body's effectiveness. It will be used to appoint the Chair and Sub Committee Chairs after each AGM. GBMs who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here, before the election takes place.
- 1.3 In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.
- 1.4 As set out in the Standing Orders, the Chair of CHA may not also serve as the Chair of the Assurance Sub Committee and this Sub Committee must elect a different Chair.
- 1.5 An overview of the Role of the Chair is outlined in Rule 59.6 of CHA's Rules.
- 1.6 The Chair will be elected by the governing body each year at the first governing body meeting following the AGM. Whilst the Chair of CHA can be re-elected, in accordance with Rule 59.11 of CHA's Rules, they cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five-year maximum term.

2. Key Responsibilities

- 2.1 The Chair must always act, and be seen to act on behalf of the governing body. The Chair's key responsibilities are:
 - To lead the governing body or Sub Committee constructively, provide direction and manage meetings effectively
 - To develop an open and inclusive relationship amongst GBMs and support strong and effective governance
 - To develop and maintain a constructive and positive working relationship between the Chair and and senior staff
 - To uphold CHA's Code of Conduct and promote good governance
 - Ensure decision making complies with Standing orders, committee remits and delegated authorities.
 - To be a positive and effective ambassador for CHA
 - To ensure that CHA's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required and reported to the GB
 - To be accountable for the actions of the Chair

3. Leadership and Direction

3.1 The Chair is expected to:

- Lead by positive action and example
- Represent CHA positively and effectively
- Set the style and tone of governing body or Sub Committee meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for CHA's governing body
- Ensure that the necessary arrangements are in place to enable CHA to honour its obligations, achieve its objectives and meet agreed targets
- Demonstrate and support the principles of good governance at all times
- Ensure that the governing body has access to the range of skills, knowledge and experience necessary for the achievement of CHA's aims and objectives and for the fulfilment of the governing body's responsibilities
- Ensure that the governing body has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought
- Provide support to new and experienced governing body members by promoting access to relevant induction, training and development opportunities
- In the event that it is necessary, be responsible for the implementation of the Protocol that provides for investigations into an allegation that a GBM may have breached the Code of Conduct

4. Working with the Director

4.1 The Chair should:

- Establish a constructive relationship with the Director and ensure that their respective roles of leading and managing are recognised and promoted effectively. Sub Committee Chairs should establish similar relationships with the relevant senior staff member.
- Work in partnership with the Director to ensure the effective conduct of the GB's business
- Ensure that the conduct of CHA's business continues effectively between meetings of the governing body and act under delegated or emergency authority when necessary
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Director, in accordance with CHA's agreed recruitment practices

- Carry out, with at least one other governing body member, the Director's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the governing body.
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the Director
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Director, in accordance with CHA's agreed procedures

5. Promoting Good Governance

5.1 The Chair is required to:

- Promote and demonstrate the highest standards of ethical conduct and integrity
- Build and sustain constructive relationships with other office bearers, members of the governing body and senior staff
- Initiate any investigation under the terms of CHA's Code of Conduct
- Chair all general meetings of CHA in accordance with the Rules
- Chair all governing body meetings of CHA, in accordance with the Rules and Standing Orders
- Ensure that all governing body members have access to appropriate information and advice (including specialist, independent and/or professional advice) and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- Ensure that effective induction and ongoing training and support are provided to all governing body members and that annual performance reviews are conducted in accordance with CHA's policy
- Manage meetings inclusively and effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically
- Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively

6. Conduct of HA's Business

6.1 The Chair is expected to:

- Ensure that CHA's business is efficiently and accountably conducted between governing body meetings

- Sign (or otherwise authorise) payment instructions and documents requiring the governing body or the Chair's authorisation, in accordance with CHA's standing orders
- Take decisions on behalf of the organisation in the event of emergencies that occur outside the regular meeting cycle and report these back to the governing body for ratification
- Ensure that the range of skills, knowledge and experience required to lead CHA effectively is available to the governing body and that the governing body is able to access specialist support when necessary
- Lead the governing body's succession planning and recruitment to ensure good governance and regulatory compliance.

7. Monitoring and Review

- 7.1 This role description was approved by the governing body on 18 September 2025. It will be reviewed not later than September 2028.

Appendix 3. Role Description for Vice Chair of Cernach HA

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of CHA. The responsibilities described here are additional to those set out in the governing body members' (GBM) role description. It should also be considered alongside:
- the Role Description for the Chair of CHA;
 - CHA's Rules; and
 - CHA's Standing Orders.
- 1.2 In the event that the Chair of CHA is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.
- 1.3 The position of Vice Chair will be elected by the governing body, every year at the first meeting following the AGM.
- 1.4 There is no fixed term of office for the vice-chair, although they cannot serve for more than five years continuously. CHA encourages the rotation of the vice-chair's office as part of its approach to effective succession planning, in order to provide opportunities for GBMs to develop their skills and experience.
- 1.5 When the Chair stands down, the Vice Chair in post will be asked if they wish to stand for election to become Chair; other members of the GB are also able to stand for election as Chair at the same time.
- 1.6 The role of Vice Chair must be carried out by a governing body member, and may also be carried out by a former office bearer.

2. Role of Vice Chair

- 2.1 The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair of CHA. Therefore, this role description must be read in conjunction with the Role Description for the Chair of CHA.
- 2.2 When known in advance, the Vice Chair should ensure that they are available for any governing body meeting that the Chair is unable to attend – e.g. where the Chair has booked a holiday. Close liaison with the Chair is a key requirement of the role.
- 2.3 The individual holding the post of Vice Chair will gain training and insight as to whether they would like to consider performing the role of Chair in the future.

3. Monitoring and Review

- 3.1 This role description was approved by the governing body on 18 September 2025. It will be reviewed not later than September 2026. **Role Description for Secretary of Cernach HA**
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Appendix 4. Role Description for Secretary of Cernach HA

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of CHA. The responsibilities described here are additional to those set out in the governing body members' (GBM) role description. It should also be considered alongside CHA's Rules and Standing Orders.
- 1.2 The responsibilities associated with the role of the Secretary will be carried by a governing body member of CHA who will be elected by the governing body, every year at the first meeting following the AGM.
- 1.3 Where appropriate, the Secretary's duties can be delegated to an appropriate employee of CHA, with the Secretary assuming responsibility and being accountable for ensuring that they are carried out in an effective manner.

2. Duties of the Secretary

- 2.1 CHA's Rules specify the Role of the Secretary in detail. The Secretary is responsible for ensuring that all of these responsibilities are fulfilled. All references to the Secretary within CHA's Rules are provided as Annex 1.
- 2.2 The duties of the secretary include:
 - Calling and going to all Annual General Meetings, Special General Meetings and governing body meetings
 - Keeping the minutes for all Annual General Meetings, Special General Meetings and governing body meetings
 - Sending out letters, notices calling meetings and relevant documents to Members before a meeting
 - Ensuring that nominations and elections to the GB are carried out in accordance with the Rules
 - Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator [and OSCRA]
 - Ensuring compliance with CHA's Rules
 - Keeping the Register of Members and other Registers required by CHA's Rules
 - Supervision of the CHA's seal
 - Confirming to the GB, at the last meeting before the AGM, that the requirements of Rules 62-67 have been met

3. Monitoring and Review

- 3.1 This role description was approved by the governing body on 18 September 2025. It will be reviewed not later than September 2028.
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Annex 1 – References to Secretary Within CHA’s Rules

1. Rules Relating to Correspondence with Members

[Rule 10]

If you change your address, you must let the Association know by writing **to the Secretary** at the registered office within three months. This requirement does not apply if you are a tenant of the Association and have moved home by transferring your tenancy to another property owned and managed by the Association.

[Rule 11.1.1]

Your membership of the Association will end and the Committee will cancel your share and record the ending of your membership in the Register of Members if you (a Member) resign your membership giving seven days’ notice in writing **to the Secretary** at the registered office.

[Rule 11.1.4.2]

(This refers to part of the procedure for cancelling a Membership by virtue of receiving a complaint)

The Secretary must notify the Member of the complaint in writing no less than one calendar month before the meeting takes place

2. Rules Relating to Annual and Special General Meetings

[Rule 21.1]

All general meetings other than annual general meetings are known as special general meetings.

The Secretary will call a special general meeting if:

[21.1.1] the Committee requests one; or

[21.1.2] At least four Members request one in writing. If there are more than 40 Members, at least one tenth of all the Members must ask for the meeting.

[Rule 21.2]

Whoever asks for the meeting must give **the Secretary** details of the business to be discussed at the meeting.

[Rule 21.3]

If a special general meeting is requested, **the Secretary** must within 10 days of having received the request give all Members notice calling the meeting. The meeting must take place within 28 days of **the Secretary** receiving the Members’ request. **The Secretary** should decide on a time, date and place for the meeting in consultation with the Committee or the Chairperson, but if such consultation is not practicable **the Secretary** can on his/her own decide the time, date and place for the meeting.

[Rule 21.4]

If **the Secretary** fails to call the meeting within ten days, the Committee or the Members who requested the meeting can arrange the meeting themselves.

[Rule 22.1]

The Secretary will call all general meetings by written notice posted or sent by fax or email to every Member at the address, fax number or email address given in the Register of Members at least 14 days before the date of the meeting. This notice will give details of:

References to Secretary within Rules

- [22.1.1] the time, date and place of the meeting;
- [22.1.2] whether the meeting is an annual or special general meeting;
- [22.1.3] the business for which the meeting is being called

[Rule 22.2]

The Committee may ask **the Secretary** to include with the letter or send separately to Members any relevant papers or accounts. If a Member does not receive notice of a meeting or papers relating to the meeting, this will not stop the meeting going ahead as planned. Each communication sent to a Member by post, addressed to his or her registered address, shall be deemed to have arrived forty eight hours after being posted. Each communication sent to a Member by fax or email shall be deemed to have arrived on the day it is sent.

[Rule 27.6]

If there is to be an election of Committee Members at an Annual General Meeting, you can vote by post. Not less than 14 days before a meeting is held at which one or more Committee Members will be elected, you will receive a ballot paper for the election. You can vote in the election by returning the ballot paper to **the Secretary** at least 5 days before the day of the meeting, or by bringing your ballot paper along to the meeting.

3. Rules Relating to Committee Meetings and Special Committee Meetings

[Rule 50]

Committee Members must be sent written notice of Committee meetings posted, or delivered, by hand or sent by fax or email to the last such address for such communications given to **the Secretary** at least seven days before the date of the meeting. The accidental failure to give notice to a Committee Member or the failure of the Committee Member to receive such notice shall not invalidate the proceeding of the relevant meeting.

[Rule 56.1]

The Chairperson or two Committee Members can request a special meeting of the Committee by writing to **the Secretary** with details of the business to be discussed. **The Secretary** will send a copy of the request to all Committee Members within three working days of receiving it. The meeting will take place at a place mutually convenient for the majority of Committee Members, normally the usual place where Committee Meetings are held, between 10 and 14 days after **the Secretary** receives the request.

[Rule 56.3]

If **the Secretary** does not call the special meeting as set out above, the Chairperson or the Committee Members who request the meeting can call the meeting. In this case, they must write to all Committee Members at least seven days before the date of the meeting.

4. Rules Relating to the Role of the Secretary

[Rule 59.1]

The Association must have a **Secretary**, a Chairperson and any other Office Bearers the Committee considers necessary. The Office Bearers, except for **the Secretary**, must be elected Committee Members and cannot be co-optees. An employee may hold the office of **Secretary** although not be a Committee Member. The Committee will appoint these Office Bearers. If **the Secretary** cannot carry out his/her duties, the Committee, or in an emergency the Chairperson, can ask another Office Bearer or employee to carry out **the Secretary's** duties until **the Secretary** returns.

[Rule 59.2]

The Secretary and the other Office Bearers will be controlled, supervised and instructed by the Committee.

[Rule 59.3]

The Secretary's duties include the following (these duties can be delegated to an appropriate employee with **the Secretary** assuming responsibility for ensuring that they are carried out in an effective manner):

- [59.3.1] calling and going to all meetings of the Association and all the Committee Meetings;
- [59.3.2] keeping the minutes for all meetings of the Association and Committee;
- [59.3.3] sending out letters, notices calling meetings and relevant documents to Members before a meeting;
- [59.3.4] preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;
- [59.3.5] ensuring compliance with these Rules;
- [59.3.6] keeping the Register of Members and other registers required under these Rules; and
- [59.3.7] supervision of the Association's seal.

[Rule 59.4]

The Secretary must produce or give up all the Association's books, registers, documents and property whenever requested by a resolution of the Committee, or of a general meeting.

[Rule 59.10]

The Chairperson can resign his/her office in writing to **the Secretary** and must resign if s/he leaves the Committee or is prevented from standing for, or being elected to the Committee under Rule 43. The Committee will then elect another Committee Member as Chairperson.

[Rule 63]

The Association shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 and record the execution in the register. The use of a common seal is not required. The Association may have a seal which **the Secretary** must keep in a secure place unless the Committee decides that someone else should look after it. The seal must only be used if the Committee decides this. When the seal is used, the deed or document must be signed by **the Secretary** or a Member of the Committee or another person duly authorised to subscribe the deed or document on the Association's behalf and recorded in the register.

[Rule 68]

At the last Committee Meeting before the annual general meeting, **the Secretary** must confirm in writing to the Committee that Rules 62 to 67 have been followed or, if they have not been followed,

References to Secretary within Rules

the reasons for this. **The Secretary's** confirmation or report must be recorded in the minutes of the Committee Meeting.

[Rule 75.1]

Every year, within the time allowed by the law, **the Secretary** shall send to the Financial Conduct Authority the annual return in the form required by the Financial Conduct Authority.

[Rule 75.2]

The Secretary must also send:

[75.2.1] a copy of the auditor's report on the Association's accounts for the period covered by the return; and

[75.2.2] a copy of each balance sheet made during that period and of the auditor's report on that balance sheet.

[Rule 85]

The Secretary shall, on demand, provide a copy of the Rules of the Association free of charge to any Member who has not previously been given a copy and, upon payment of such fee as the Association may require, not exceeding the amount specified by law, to any other person.