



The RCH Group Standing Orders & Delegations

Policy Owner	Director of Group Services
Policy Manager	Senior Governance and Planning Manager
Approval Body	Board
Approval Date	7 th February 2023

[Contents](#)

Introduction	2
Definitions and Interpretation of the Group Standing Orders	2
Amendment and Revocation of Group Standing Orders	4
Matters Reserved to the RCH Group Board	5
Review	12
Context	13
Appendix 1 – Scheme of Delegation	15
PART A: Matters Delegated to Committees	15
PART B: Terms of Reference: Board of Home Fix Scotland Limited.....	28
PART C – Matters delegated to the Chief Executive Officer.....	32
PART D – Summary Delegations Schedule.....	34
PART E – Duties of the Company Secretary	44
PART F – Staffing Appointments.....	45
PART G – Finance, Contracts and Legal Matters.....	47

Introduction

- 1.1 These Group Standing Orders documents the governance arrangements, procedures and delegations of authority within River Clyde Homes (RCH), the parent, and Home Fix Scotland (HFS), the subsidiary, hereinafter referred to as” the RCH Group” or “the Group”. These Group Standing Orders shall be conducted in accordance with the Articles of Association for both RCH and HFS respectively, all statutory requirements and with the regulatory requirements of the Scottish Housing Regulator (and any successor agency) and the Scottish Government. In cases of conflict, such requirements shall prevail over any provision of these Standing Orders.
- 1.2 These Group Standing Orders must be complied with by all RCH Group Staff, RCH Group Board, Subsidiary Board and Committee members at all times.

Definitions and Interpretation of the Group Standing Orders

- 2.1 In these Group Standing Orders, unless context otherwise requires:

- a) "RCH" means River Clyde Homes incorporated under the Companies Acts (company number SC329031) and a registered Scottish charity (charity number SC038584), having its registered office at Roxburgh House, 102-112 Roxburgh Street, Greenock, Renfrewshire, PA15 4JT;
- b) "HFS" means Home Fix Scotland incorporated under the Companies Act (company number SC328870), having its registered office at Roxburgh House, 102-112 Roxburgh Street, Greenock, Renfrewshire, PA15 4JT;
- c) "Board Member" means a member of the Group Board or the subsidiary Board
- d) "Group Chair" means the Chairperson of RCH and the Group Board of Management;
- e) "Chair" means the Chairperson of the subsidiary HFS Board;
- f) "Chief Executive" means the senior officer appointed to the post of the Chief Executive of the RCH Group;
- g) "Committee" includes the RCH Group Audit and Risk Management Committee, RCH Group Remuneration and Nominations Committee, RCH Social Landlord Operations Committee, the subsidiary HFS Board and any other committees which may be formed by the Group Board from time to time;
- h) "Constitution" means the Articles of Association of RCH and HFS respectively, duly registered with the Registrar of Companies for Scotland and notified to the Scottish Housing Regulator;
- i) "Designated employee" means any employee with delegated authority for a specific activity within the Group. The delegated authority must be in writing from a senior officer or a Committee (including the Group Board or Subsidiary Board) and be addressed to the relevant employee;
- j) "Financial year" means the year beginning on the first day of April and ending on the last day of March;
- k) "Member" means a member of RCH whose name appears in the Register of Members;
- l) "Non-Executive Board Member" means a Board Member of the RCH Group falling into the Category of "Council Board Member", "Community Board Member", "Customer Board Member" (as defined in the RCH Constitution); or HFS Board member who is not an employee of the RCH Group
- m) "Officer" means any employee of RCH or HFS;

- n) “Secretary” means the person appointed to the post of the RCH Group Secretary
 - o) “Senior officer” means the Group Chief Executive and any member of the Group Senior Leadership Team;
 - p) “Statute” means any Act of Parliament and any Order, Rule, Regulation or Scheme made by authority of Parliament;
 - q) “The Board” or “Board of Management” means the governing body of the RCH Group;
 - r) “Vice Chair” means the Vice Chairperson of the Group Board; and
 - s) “Working Group” means an ad hoc group of Board Members who will be given a remit by the RCH Group Board to investigate and report back on a specific issue.
- 2.2 All policy statements, conditions, instruments and other documents approved by the Group Board shall be complied with in all respects.
- 2.3 The Group Secretary is responsible to the Group Board for the overall governance of the group companies. Advice on the interpretation of these Group Standing Orders falls to the Group Secretary as does escalation to the Group Board for any matters of concern.
- 2.4 The ruling of the Group Chair, whom failing, the Group Vice Chair, on the advice of the Group Secretary, as to the meaning, effect or application of these Group Standing Orders shall be final.

Amendment and Revocation of Group Standing Orders

- 3.1 The Group Board may alter, rescind or add to any part of these Group Standing Orders by decision of a quorum of the Group Board Members (excluding co-optees) present and voting at a Group Board Meeting.
- 3.2 Any of these Group Standing Orders may be suspended at a general meeting of the RCH Group Board provided that the meeting is quorate and the decision to suspend is clearly minuted. Persistent decisions to suspend these Group Standing Orders will precipitate a review.
- 3.3 The Group Board, or any Group Committee or subsidiary Board, with delegated authority in conjunction with the Group Chief Executive, and the Group Secretary shall regularly consider the needs for amendments to these Group Standing Orders.

- 3.4 The HFS Board shall be consulted as appropriate on the effectiveness of the Group Standing Orders and may propose amendments to the Group Standing Orders at any time via the Group Secretary. The acceptance of any amendment is wholly at the discretion of the Group Board.
- 3.5 Any amendment or revocation to the Group Standing Orders will be notified to the HFS Board at its next Board meeting following the Group Board approval.

Matters Reserved to the RCH Group Board

- 4.1 The primary role of the RCH Group Board is to determine the overall strategic direction and objectives of the Group companies and working with the HFS Board on its strategic objectives for growth. It is the Group governing body which conducts its business in accordance with the RCH Articles of Association and the regulatory requirements overseen by the Scottish Housing Regulator. It is responsible for establishing and overseeing the control framework for the Group to enable risks – financial, political and reputational – to be assessed and managed by the Group Chief Executive so that the Group companies can operate effectively.
- 4.2 The Group Board also has a duty to hold the Group Chief Executive to account and to ensure that proper and effective policies, controls and systems are in place and implemented to enable the effective running of the Group companies and to ensure the delivery of excellent services.
- 4.3 The following matters are reserved to the Group Board:

Corporate Governance and Assurance

- Changes to the structure, size and composition of the Group Board and referring these to a general meeting, when necessary, and in accordance with the RCH
- Appointment of the Group Board Chair and Vice Chair; Subsidiary Chair and Committee Chairs;
- Appointment of Committee members;
- Nomination for election of community and customer Group Board members, appointment to casual vacancies and Group Board co-optees;
- Ensuring succession planning for Group Board and senior management appointments, Board Member development and appropriate self-assessment;
- Approving the appointment or removal of any officer of the Board, including the Group Chief Executive and Group Secretary;
- Determining the remuneration and terms of conditions for the Group Chief Executive based on advice and reports from the Remuneration

- Overriding responsibility for compliance by the Group companies with relevant regulatory, statutory and legal requirements including the consideration of any recommendations to the Group Board from the HFS Board, officers of the Group, internal or external auditors, the Scottish Housing Regulator or the Ombudsman, the RCH Customer Senate or consultants appointed by the Group;
- Determination of the RCH Group's vision, values, strategic objectives and outcomes for its Group companies;
- Approval of the creation or dissolution of a subsidiary, including intervention, if necessary;
- Appointment of Directors of any subsidiary;
- Any extension or restriction of the scope of the Group's activities;
- Approval of the Annual Assurance Statement for submission to the Scottish Housing Regulator;
- Approval of the governance arrangements for the Group including its Codes of Governance and Conduct, the establishment and dissolution of Committees and the delegation of business to them;
- Establishing and overseeing a framework of delegation and systems of internal controls so the Group can run effectively;
- Receipt of scrutiny reports from the Customer Senate;

Strategy and Financial Management

- Approval of the RCH Group companies Business Plans, Delivery Plans, Financial Plans and Budgets together with any variations or amendments considered by the Group Chair/Vice Chair or Group Chief Executive to fall within the strategic role of the Board;
- Matters reserved to the Board by the Group's Financial Regulations, including establishing and overseeing a framework for the identification and management of risk to protect the Group's assets, reputation and determining the Group's risk appetite;
- Any borrowing by the Group;
- Satisfying itself as to the integrity of financial information for approval prior to the publication of the Group Annual Accounts;
- Any granting of security by the Group;

- Monitoring of Business Plan outcomes, including outcomes against the Financial Plans and Budgets;
- Amendment to the Group Standing Orders, Delegations & Governance Code;
- Amendment to the Group Financial Regulations;
- Any other matters reserved to the Group Board in the RCH Articles of Association, Rules or Transfer Agreement.
- Approval of any other plans, policies or projects which the Group Board decide should be reserved for the Group Board;
- Matters which involve major changes in or departure from the policy of the Group.

Board Delegated Authority

- 5.1 In order to achieve an optimum discharge of its functions, it is necessary for the Group Board to ensure that decisions are taken at an appropriate level and to delegate certain of its functions and powers to Committees, the Subsidiary Board and officers. Each Committee shall have a Chair appointed by the Group Board, who shall not be a co-optee, and who shall exercise any power or duty assigned to the Chair while presiding over the Committee. In the absence of the appointed Chair, the Committee shall appoint one of its number to preside over the meeting.
- 5.2 Currently, the Group Board has established a Group Audit and Risk Committee; a Group Remuneration and Nominations Committee and a RCH Social Landlord Operations Committee to carry out specific delegated tasks and to report as necessary or with recommendations for Group Board decision. In addition to the Committees, there is the Subsidiary Board. The Subsidiary Board shall not have Committees, save where the Group Board has agreed their creation.
- 5.3 Terms of Reference have been set for all Committees and the Subsidiary Board, which include, as a minimum, the remit of the Committee, its composition and quorum for meetings. All Committees and the Subsidiary Board must act in accordance with their Terms of Reference and responsibilities specified by the Group Board.
- 5.4 The Board may establish (and disband) such Subsidiary, Committees and working groups as it sees fit and may delegate authority to them, agreeing their terms of reference and scope of activities.
- 5.5 The Group Chair, and members of the Group Board and the Subsidiary Chair, may be called upon to hear staff or resident appeals in line with the current Disciplinary, Grievance and Complaints policies.
- 5.5 The Board delegates responsibility to the Group Chief Executive for all operational matters in line with the terms of reference approved by the Board. The Group Chief Executive is authorised and empowered to manage the Group,

its subsidiary and to direct their operations. The Group Chief Executive is responsible to and accountable to the Group Board. The Group Chief Executive may, consistent with these Standing Orders, delegate such powers and authority to such employees of the RCH Group as the Group Chief Executive may from time to time determine and must advise the Group Board accordingly.

- 5.6 Full details of the Terms of Reference for Committees, the Subsidiary Board and delegations to officers, including the Chief Executive, are contained within the Scheme of Delegation, which is attached as Appendix 1.

Accountability

- 6.1 The Group Board is accountable to its General Members. It will provide, in the Directors' report to the annual accounts, a review of operations in the year, an overall statement on accountability, an overview of its key responsibilities and a statement covering its compliance with the Code of Governance.

Group Board Membership

- 7.1 The Group Board shall have a minimum of 7 and a maximum of 12 members (including any co-optees). Members of the Board are Directors of the company in law.
- 7.2 Board Members shall be elected for a fixed term of 3 years and in accordance with RCH's constitution, no member shall serve beyond their ninth consecutive AGM. At the end of the fixed term, Board Members shall resign and, if they wish, re-apply for Board membership at the AGM in line with the Group's policy on Board membership, up to a maximum of three terms (nine years).
- 7.3 Applications for re-appointment shall be considered in light of appraisals of that Board Member's effectiveness (through annual appraisals) and the skills gaps on the Board at the time. There is no assumption of automatic reappointment. Board members who have served for nine consecutive years, may remain for a further fixed term of one year if the Board have determined that the Board member in question possess the skills, knowledge and experience that are necessary or desirable to further the objects of the company and the fixed term applicable to that member will be a term of one annual general meeting
- 7.4 The appointment of the RCH Group Chair and Vice Chair shall be effected in accordance with the Constitution and the General Membership Policy. The Chair and Vice Chair, together with the membership of any Committees, shall be elected to office annually save where otherwise provided by the Constitution. The same person may be re-elected but the Chair of the Group Board must not hold office continuously for more than five consecutive years. After five continuous years of office, no Chair is eligible for re-election for the next 12 months.

Meetings

- 8.1 On an annual basis, the Group Chief Executive shall publish a calendar of Board and Committee meetings for the ensuing year.
- 8.2 The Group Board shall meet no less than six times every calendar year. Meetings will be valid if called out using electronic communication. The Board will determine at the beginning of the meeting whether they need to discuss any matters during the meeting without any officers of the RCH Group being present.
- 8.3 If a Board Member is known to have a conflict of interest and a report contains commercially sensitive, confidential or contractual information in relation to the issue that is the subject of the conflict, then the particular Board paper(s) will not be circulated to that Board Member and the Board Member must withdraw from the meeting during that Agenda item. The decision of the Board, however, will be relayed to the absent Board Member no later than the day following the Board meeting.
- 8.4 Meetings of the Group Board and Committees shall be held in accordance with the Constitution, and with the terms of reference for the respective Committees.
- 8.5 The Board or Committee may, in accordance with the terms of the Constitution, adjourn the meeting to any other time and place.
- 8.6 Proceedings in all Board and Committee meetings including Agendas, reports, minutes and other documents, shall be treated in accordance with our Freedom of Information (FOI) Policy and conducted in accordance with the Scottish Housing Regulator's Regulatory Framework.
- 8.7 All matters for the Agenda must be given to the Secretary in time for the papers to be issued – not later than 4pm on the Friday before papers are due to be issued.
- 8.8 Any matter, which is not contained in the Agenda, may be discussed or decided at a Board or Committee meeting unless a majority of the Board Members or (as appropriate) members of that Committee present object.
- 8.9 The Annual General Meeting (AGM) shall be held in accordance with the Constitution and the requirements of the Companies Acts. The functions, business and procedures of the AGM are stated in the Constitution.
- 8.10 A special meeting of the Board can be called by a notice in writing given to the Secretary by the Chair or two Board Members, specifying the business to be transacted. The Secretary shall send a copy of the notice to all Board Members and co-optees within three days and the meeting shall be held not earlier than 10 days and not later than 14 days after the receipt by the Secretary of the notice. No other business (other than the appointment of a Chair due to the absence of the Chair or Vice Chair) shall be transacted at any such special meeting. Should the Secretary fail to convene the special meeting, the Chair or the Board Members who have given notice may call the meeting, with notice being sent to all Board Members and co-optees at least 7 days prior to the meeting date.

Quorum

- 9.1 A quorum shall consist of five members of the Group Board at least three of whom must be non-executive Board members.

Administration

- 10.1 The Chair of the RCH Group shall chair the Board, and, in his/her absence, the Vice Chair will chair the meeting.
- 10.2 The Secretary shall prepare papers for circulation to all members.
- 10.3 The Secretary shall also keep a record of the membership, a register of interests, and ensure that Board member details are up to date.
- 10.4 The agenda for meetings shall be determined by the Chair and Chief Executive and take into account the views of other members of the Board as necessary.
- 10.5 The agenda and papers shall be issued no fewer than five working days prior to the date of the Board meeting.
- 10.6 The minutes shall be taken by the Secretary and circulated no more than 10 working days after the meetings.

Urgent Actions

- 11.1 From time to time, an urgent decision will be required on a time sensitive matter reserved to a Board (Group of Subsidiary) or Committee which cannot wait until the next scheduled meeting. In the event of decisions having to be made outside the scheduled Board timetable of meetings (for example a bid for a new development), the Secretary may call a meeting comprising at least three Board Members to consider the issue. At least one of these shall be the Group Chair or, in his/her absence, the Vice Chair.
- 11.2 The meeting may be held face-to-face, or by electronic communication. If this is not possible, a group email can be sent. In this case, if three quarters of the Board Members are in favour of the proposal it shall be valid and effective as if it had been passed at a properly called and constituted meeting of the Board.
- 11.3 Any use of the Urgent Action provision shall be notified to the Board or Committee as soon as is reasonably practical, but as a minimum, at the next Board or Committee meeting, for ratification.
- 11.4 Where the Urgent Action provision is used more three times in any rolling six months period, the Group Chief Executive will instigate a comprehensive review of the RCH Group policies and procedures and make recommendations to the Group Board to address the situation.

Voting

- 12.1 The majority of the Board Members present at the Group Board or a Committee meeting shall, except where otherwise required by the Constitution, determine every issue. Each Board Member may cast one vote and one vote only in respect of the matter under consideration, but the person presiding at the Board or Committee Meeting shall have a second or casting vote in cases of deadlock.
- 12.2 Voting at Board and Committee meetings shall be undertaken either by show of hands, secret ballot or roll call. When it is proposed to take a vote by show of hands or by secret ballot, any Board Member may object to the votes being so taken. If two or more Board Members signify their objection, the vote shall be taken by roll call and shall be recorded so as to show how each Board Member present and voting cast his/her vote.
- 12.3 Where a matter to be determined at the Group Board or a Committee meeting involves a choice between two or more options and/or where it is proposed that a resolution, proposal, request for approval or the like be amended, the procedure shall be as follows:
- (i) where the choice extends to only voting for or against a resolution, the person presiding at the meeting shall call for votes for, and thereafter for votes against;
 - (ii) any resolutions or amendments put forward to a meeting (other than any contained in a report which Board Members are considering) shall not be considered unless and until they have been both proposed and seconded by different Board Members;
 - (iii) where the choice is between a resolution or proposal and one or more proposed amendments to same, the person presiding shall, in turn, put each of the amendments to the vote. If a majority of those Board members present and voting at the meeting is in favour of an amendment to the resolution or proposal, then the amended resolution or proposal shall become the substantive resolution or proposal. Any contradictory amendment then falls. Each remaining amendment shall, in an order determined by the person presiding at the meeting, be put against the then substantive resolution or proposal; and
 - (iv) when all such amendments have been dealt with there shall remain a single substantive resolution which the person presiding at the meeting shall then put to the vote.
- 12.4 At any Board or Committee meetings, co-optees may take part in any deliberations of the meeting and may vote at any meetings, except on matters directly affecting the membership of RCH or the appointment of the Secretary or the election of the Chair and Vice Chair.
- 12.5 At a general meeting of RCH or HFS, voting shall be as set out in the relevant Constitution.

12.6 The Secretary shall act as the Returning Officer in any ballot of the RCH Group or of the Board.

12.7 Where a decision is made by the full Group Board or a Committee with delegated authority, that decision shall not be revisited within a 6-month period, unless a significant change in fact or circumstance can be demonstrated or a resolution to revisit is passed by at least 66% of Board Members present.

Attendance of Observers at Board and Committee Meetings

13.1 The Board and any Committee may invite any person to attend any such meeting as an observer. A person attending a meeting as an invited observer shall not speak nor take part except by invitation of the Chair. Observers shall not vote nor take part in any other poll or other matter under consideration and shall withdraw forthwith from the meeting if requested to do so by the Chair.

Signing of Documents

14.1 In accordance with the Requirements of Writing (Scotland) Act 1995 and the s48 of the Companies Act 2006, any legal document shall be validly executed on behalf of RCH and its subsidiary, HFS, if it is signed by a Director (i.e. a Board Member) or by the Secretary or by an authorised signatory, providing the document bears to have been signed by a person as a witness of the subscription of that Director (i.e. Board Member) or Secretary or authorised signatory and states the full name and address of the witness.

14.2 The authorised signatories for RCH are:

- RCH Group Board members
- RCH Group Chief Executive Officer
- RCH Group Services Director
- Customer Services Director
- Property Services Director

14.3 The authorised signatories for HFS are:

- HFS Board Members
- RCH Group Chief Executive Officer
- RCH Group Services Director
- HFS Managing Director

The summary delegations schedule is attached as Appendix 1 requires to be authorised by the delegated authority of the Board.

Review

15.1 This document will be reviewed in its entirety every 3 years unless an earlier review is required as a result of legal, regulatory or best practice requirements.

Context

Supporting Policies & Procedures

The RCH and HFS Articles of Association
The RCH Group Financial Regulations
The RCH Group Intra-Group Agreement
The RCH Group Code of Governance
The RCH Group Codes of Conduct for staff and Board members
The RCH Group Equalities & Diversity Policy
The RCH Group Entitlements, Payments & Benefits Policy
The Customer Involvement Strategy
Treasury Management Policy

Ownership and Responsibility for Implementation

The owner of this policy is Richard Turnock, RCH Group Chief Executive

Those responsible for implementing this policy are:

The Chair of the RCH Board
The Chair of the HFS Board
The Chair of the Committees
The Chief Executive
The Directors of the RCH Group companies
The Heads of Service and Senior Leadership Team of the RCH Group companies
The Managers of the RCH Group companies

Key Stakeholders

The Group and Subsidiary Boards, The Committees, Staff, Involved Customers; The SHR

Related Legislation

Companies Act 2006
Housing Scotland Act 2010
Procurement Reform (Scotland) Act 2014
Requirements of Writing (Scotland) Act 1995

Appendix 1 – Scheme of Delegation

PART A: Matters Delegated to Committees

1. Introduction

The Group Board may from time to time establish Committees; appoint Committee members, Committee Chairs and Vice Chairs. Committees must act in accordance with their terms of reference and responsibilities specified by the Group Board and in accordance with the Code of Governance.

:

2. Limitation on Delegation to Committees

There is delegated to each Committee the powers and functions specified in its terms of reference but subject to the following conditions:

- a) Each Committee, in carrying out the functions, powers and duties referred to or delegated to it, shall observe and comply with all policies and any resolutions, directions or instructions passed by the Group Board with reference to its business generally or to the said delegations and act within approved budgets and available funding; and
- b) A Committee may direct that a matter be reported to the Group Board for a decision or that the Committee's resolution on that matter be submitted to the Group Board in the form of a recommendation.

Terms of Reference: RCH Group Audit and Risk Committee

1. Purpose

- 1.1 The Audit and Risk Committee is a Group committee covering RCH and its subsidiary company, Home Fix Scotland Ltd. The Committee has been established by the Group Board to consider the work and outputs of the external and internal audit functions and the overall risk environment of RCH Group companies. The Audit & Risk Committee acts on the delegated authority of the RCH Group Board and reports to the RCH Group Board at each RCH Group Board meeting all decisions taken under its delegated powers, and all recommendations for subsequent Group Board decisions.
- 1.2 The Audit & Risk Committee shall oversee auditing responsibilities, financial management and ensure effective risk monitoring and management for RCH, as the Group parent and for HFS, it's subsidiary. The Audit & Risk Committee shall provide both Boards with an assurance that there is a systematic review of internal controls and financial reporting and that key risks are being identified and managed and that the organisation is operating within its agreed risk appetite.

2. Functions

- 2.1 The Group Audit and Risk Committee shall:

Internal Audit and Internal controls

- Arrange for the Group to appoint internal auditors, monitor their performance and set fees;
- Advise the Group Board on the standard of internal controls and systems;
- Review and co-ordinate the internal audit programme;
- Consider internal audit reports and the management response;
- Provide an annual report to the Group Board on the adequacy of internal control systems and overall financial control.

External Audit and Financial Performance

- Arrange for the Group to appoint external auditors, monitor their performance and set fees;
- Act as the primary point of contact with the Company's external auditors over the annual accounts, key audit summary and audit management letter, making recommendations to the Group Board as appropriate;

- Review the format and presentation of management accounts and other financial and management information for the Group companies;
- Review the financial accounts and the work of the external auditors including monitoring the integrity of the financial statements and reviewing significant reporting issues and judgements which they contain;
- Take responsibility for detailed financial planning and monitoring, including budget monitoring, making appropriate recommendations to the Group Board;
- Ensure the Group has effective financial controls, accounting and treasury management policies and that it complies with relevant legal and regulatory requirements.

Risk Management

- Advise the Group Board on the existence and adequacy of risk management measures employed by the Group and to assess the overall risk appetite, tolerance and strategy of the Group;
- Monitor the risk culture and the extent to which risk is embedded in the Group at all levels including review of the Risk Register and approve escalators to the Group Board as appropriate;
- Monitor the risks associated with key projects as identified by the Group Executive Management Team and the Group Board and provide recommendations to the Group Board for Group Board decision;
- Approve and review arrangements for managing the risk of fraud and bribery including the overall effectiveness of any policies, ensuring that any fraudulent activity is properly investigated.

Other

- Review the Group's fraud register, and action taken;
- Oversee the production of the annual Efficiencies Register and monitor progress on achieving efficiency and value for money targets and outcomes;
- Approve bad debt 'write offs', if out-with the rules agreed in the Financial Regulations, review and evaluate relevant policies;
- Consider matters relating to office accommodation, including facilities management and review of leases, and to make recommendations to the Group Board as appropriate;

- Oversee procurement arrangements policies and procedures, including the production and publication of an annual contracts register, the production and publication of a procurement strategy and the production and publication of annual procurement report detailing regulated procurements undertaken by the Group;
- Initiate reports and investigations, as it sees fit, having the right of access to all relevant information maintained within the Group. The Committee may require staff to provide information and attend a meeting of the Committee as part of any investigation;
- Request any legal or professional advice or other resources it considers necessary to properly discharge its responsibilities from the Director of Group Services ;
- Contribute to the development of the Business Plans, Financial Plans and Budgets;
- Ensure that decisions made under its delegated powers are reported to the Group Board for noting, all recommendations are reported to the Group Board for decision and that there is a transparent audit trail of the decision- making process.

3. Membership

- 3.1 The Committee shall comprise a minimum of three and maximum of six members (including co-optees) all of whom shall be Non-Executive members of either the Group Board or the subsidiary company Board, Home Fix Scotland Ltd. The majority membership of the Committee will be from the RCH Group Board.
- 3.2 The Group Board will make appointments to the Committee. The Director of Group Services shall attend each meeting and the Group Chief Executive shall attend meetings by invitation.
- 3.3 The Board may appoint up to two co-opted Members to the Committee who may not be a Group Board member and who will bring specific skills as necessary. This person would have the same powers as a co-optee of the Group Board in line with Article 40 of RCH's Articles of Association. Any co-opted member would be re-elected on an annual basis.
- 3.4 The Group Board shall appoint the Chair of the Committee, who cannot also be the Chair of the Group Board nor can they be the Chair of the subsidiary company Board, Home Fix Scotland Ltd. The Chair will present the minutes of Committee meetings to a meeting of the Group Board for noting.
- 3.5 All appointed Committee members have voting rights. In the event of any tied vote, the Committee Chair has the casting vote.
- 3.6 Any Group Board member may attend a meeting of the Committee under the flexible Committee membership arrangements. A Group Board Member attending a meeting on a casual basis (i.e. not as an appointed Committee

member) shall be an observer, shall not possess voting rights and nor shall they form part of the quorum of the meeting.

4. Meeting

- 4.1 The Committee shall meet no less than four times a year. Meetings will be valid if called out using electronic communication. The Committee shall determine at the beginning of the meeting whether it requires to discuss any matters during the meeting without any officers of the Company being present.
- 4.2 Decisions by the Committee can be made by e-mail.

5. Quorum

- 5.1 A quorum shall consist of three members, two of whom must be non-executive Board members.

6. Administration

- 6.1 In the Chair's absence, the members present will elect one of their number to chair the meeting.
- 6.2 The secretary of the Committee shall prepare papers for circulation to all members of the Committee. The secretary shall also keep a record of the membership and changes to the membership of the Committee.
- 6.3 The agenda for the meetings shall be determined by the Chair having discussed with the Director of Group Services and considering the views of other members of the Committee and the Board, as necessary. The agenda and papers shall be issued no fewer than 5 working days prior to the date of the meeting.
- 6.4 Additional special meetings shall be notified by the Chair as the Chair deems necessary;
- 6.5 Decisions of the Committee shall be taken in accordance with the Standing Orders, Delegations and Governance Code.

7. Disputes

- 7.1 In the case of any dispute, the Group Board's decision shall override that of the Committee.
- 7.2 The Chair of the Group Board, in conjunction with the Chair of the Committee, has the right to report any such decision to the external auditors, after discussion at the Group Board about the proposed course of action.
- 7.3 The Committee can request additional external support and advice from the Director of Group Services when it feels justified and appropriate and the Director of Group Services shall arrange for the provision of such external support or advice to the Committee.

8. Review

- 8.1 The Terms of Reference of the Committee will be reviewed by the Group Board every three years unless an earlier review is required.

Terms of Reference

RCH Group Remuneration and Nominations Committee

1. Purpose

- 1.1 The RCH Remuneration and Nominations Committee (“RNC”) is a Group committee covering RCH and its subsidiary company, Home Fix Scotland Ltd. The Committee has been established by the Group Board to advise the Group Board and Subsidiary Board on the succession, recruitment, induction and training of Executive and Non-Executive Board and Committee Members and to manage the Boards’ recruitment process. It also serves as the Committee which considers the Group Chief Executive’s remuneration.
- 1.2 The RNC shall also act as the Company’s staffing committee with delegated authority to consider appeals and grievances and take appropriate action as set out in the Group’s Disciplinary and Grievance policies;
- 1.3 The RNC has a specific role in the appointment of Subsidiary Board members having liaised with the Chair of the Subsidiary.
- 1.4 The RNC has responsibility for ensuring there is a confidential, formal and appropriate procedure for the appointment of the Group’s Board and Committee members, including the Chairs, and that recruitment is on the basis of the necessary skills, competencies and diversity to carry out the function and add value to the Group Board and Subsidiary Board.
- 1.5 The RNC will take its recommendations to the Group Board for approval. The Group Board will consider the recommendations and take its recommendation to General Members at the AGM for final agreement in accordance with RCH’s constitution as appropriate.
- 1.6 In the event of any conflict or inconsistency between these terms of reference and RCH’s constitution, the constitution shall prevail. All procedures and processes permitted for Committees by the constitution shall operate for this Committee.

2. Functions

- 2.1 The Committee is tasked by the Group Board with the following:
 - Regularly reviewing the structure, size and composition (including the skills, knowledge, experience and diversity) of the Group Board (and Subsidiary Board) and making recommendations to the Group Board with regard to any proposed changes.
 - Giving full consideration to any succession planning discussions at Group Board regarding Board Members and senior executives, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Group and Subsidiary Boards in the future.

- Preparing a person specification for any vacancies that exist.
- Identifying and nominating suitable candidates to fill Group Board and/or Subsidiary Board vacancies. In identifying suitable candidates, the Committee shall:
 - use open advertising or the services of external advisers to facilitate the search;
 - consider candidates from a wide range of backgrounds;
 - consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Group Board and Subsidiary Board, including gender and current expertise; and
 - taking care that appointees have enough time available to devote to the position.
- Ensuring that a suitable induction process is provided for proposed Group and Subsidiary Boards and Committee members.
- Reviewing the results of the Group Board performance evaluation process that relate to the composition of the Group Board.
- Ensuring that on appointment, Group and Subsidiary Board Members receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside of meetings.
- Reviewing the Expenses policy for Group and Subsidiary Board members.
- Review Group and Subsidiary Board member remuneration (if appropriate).
- Ensuring that the Group Chair and Vice-Chair carry out an annual assessment of the Group Chief Executive's performance, including agreeing annual performance objectives and reporting progress to the Group Board;
- Considering staff pay and reward arrangements and making recommendations to the Group Board as appropriate;
- Monitoring and reviewing the Group's staffing and organisational structure;
- Setting up, as and when required:

Investigation Panel: When requested, investigate any serious complaint or serious allegation relating to an alleged breach of the Code of Conduct or arising from its Whistleblowing Policy or Internal Audit processes. The panel will fully review any matter brought before it and in doing so shall have full powers to instruct further investigation and apply any appropriate

actions as are necessary to maintain the highest standards of conduct by Group and Subsidiary Board Members and employees;

Appeals/Disciplinary Panel: In accordance with the Group Grievance and Disciplinary Policies, at least two members of the Committee may be required to act as a final point of appeal, only when the Group's internal policies have been exhausted.

Membership of any of the above Panels shall be drawn from and agreed by the Chair and/or Committee. If an appeal/disciplinary applies to an HFS employee, the Chair of HFS, will form part of the Panel.

Meetings shall be as required and agreed with the Chair and/or Committee.

Minutes of all the above panel meetings shall be made available to any Group or Subsidiary Board Member on request.

3. Reporting responsibilities

- 3.1 The Committee Chair shall report to the Group Board on its proceedings after each meeting on all matters within its duties and responsibilities.

4. Membership

- 4.1 The Committee shall comprise up to four members all of whom shall be Non-Executive members of the Group Board. The RCH Group Board Vice Chair shall chair the Committee and the Group Board Chair will be a member of the committee (but will not participate in any part of the Chair of the Group Board recruitment process). Other members of the Committee will be the Chair of Audit and Risk Committee and the Chair of the Social Landlord Operations Committee.
- 4.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Group Chief Executive or other Board / Subsidiary Board Members and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 4.3 Each term of office is three years and membership of this Committee will be determined and aligned with tenure on the RCH Group Board and other Committees.
 - The Committee Chair shall advise the Group Board on any proposed change to Committee membership, but the Group Board shall decide any change to Committee membership as well as ensuring appropriate representation to cover related areas is provided and ensuring compliance with the terms of reference.

5. Meetings

- 5.1 The Committee shall meet when needed, normally around 2-3 times a year although there is no minimum set. Meetings will be valid if called out using electronic communications. The Committee will determine at the

beginning of the meeting whether they need to discuss any matters during the meeting without any officers of RCH being present.

5.2 Decisions by the Committee can be made by e-mail.

6. Quorum

6.1 The quorum necessary for the transaction of business shall be three members.

7. Administration

7.1 In the Chair's absence, the members present will elect one of their number to chair the meeting.

7.2 The secretary of the Committee will prepare any papers for circulation to all members of the Committee. The secretary will also keep a record of the membership and changes to the membership of the Committee.

7.3 The agenda for the meetings will be determined by the Committee Chair having discussed with the Group Board and taking their views into account as necessary.

7.4 Unless otherwise agreed by the Committee, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members at the same time.

8. Review

8.1 The Terms of Reference of the Committee shall be reviewed by the RCH Group Board every three years unless an earlier review is required.

Terms of Reference

Social Landlord Operations Committee

1. Purpose

- 1.1 The Social Landlord Operations Committee (“SLOC”) is a RCH only Committee whose authority shall be delegated by the Group Board. Its role is to agree any customer facing strategy and policy and oversee performance so that the Group meets its strategic objective of delivering a first class customer service ensuring compliance with legal and regulatory requirements relating to housing and tenancy matters.
- 1.2 SLOC shall ensure that the Group is meeting excellent standards for all customers and shall provide assurance to the Group Board of compliance with key legislation and health and safety as it affects all of the Group’s properties.
- 1.3 SLOC shall ensure that customer facing services provide value for money and continuously improve.

2. Function

2.1 The functions of SLOC are to:

- Ensure compliance with legal and regulatory requirements which have been delegated to SLOC by the Group Board;
- Ensure matters of potential serious detriment are managed;
- Monitor performance against the Five-Year Plan objectives;
- Ensure SLOC responds to the impact of legislative and regulatory changes;
- Approves customer facing strategies and policies;
- Identify risk and mitigating actions;
- Agree and monitor customer facing targets;
- Ensure that plans are in place to secure continuous improvement in service quality and that the Group has the capacity to deliver this;
- Ensure that a robust approach is taken to business planning and contribute to the business planning process through challenge and contribution to development of the annual improvement plan;
- Monitor the operation of any resident scrutiny arrangements and report to Board on its impact;
- Approve and monitor the strategy in relation to any community investment activity;

- Approve and monitor key service standards;
- Consider reports on any proposed new legislation or any directions from the Scottish Public Sector Ombudsman or from any other statutory/advisory body with regards to customer facing services or activities;
- Have access to sufficient resources in order to carry out its duties
- Maintain oversight to ensure compliance with laws and regulations in relation to all matters within the remit of the Committee; work and liaise as necessary with all other Group Board and Committees and Subsidiary Board.
- Meet with local panels annually.

3. Reporting Responsibilities

- 3.1 The Committee Chair shall report to the Group Board on key issues to provide assurance to the Group Board on the overall performance of the Group in relation to the landlord function.
- 3.2 The minutes of SLOC shall be made available at Group Board meetings.

4. Membership

- 4.1 The membership of SLOC will be entirely comprised of at least three members and a maximum of seven members (including co-optees) from the RCH Group Board. Membership of this Committee should not include members of the subsidiary company Board, Home Fix Scotland Ltd.
- 4.2 The Committee may co-opt up to two people to bring specific skill and insight to the Committee. Co-optees shall not be counted towards a quorum.
- 4.3 Members of SLOC are appointed by the Group Board..

5. Meetings

- 5.1 SLOC shall meet at least four times a year at appropriate times in the reporting cycle, and otherwise as required.
- 5.2 Meetings of SLOC shall be convened by the Committee Chair, or Secretary.
- 5.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and the supporting papers, shall be forwarded to each member of SLOC and any other person required to attend, to arrive no later than 5 working days before the date of the meeting.

6. Quorum

6.1 The quorum of SLOC is three members. Observers do not count towards a quorum.

7. Administration

7.1 In the Chair's absence, another member shall be selected to Chair the meeting.

7.2 The Committee will be supported by the secretary. The secretary shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

7.3 The secretary of the Committee will prepare papers for circulation to all members of the Committee. The secretary will also keep a record of the membership and changes to the membership of the Committee.

7.4 The agenda for the meetings will be determined by the Committee Chair in discussion with the Property Services and Customer Services Directors. The agenda will take the views of the RCH Group Board into account as necessary.

8. Review

8.1 These Terms of Reference shall be reviewed by the RCH Group Board every three years unless an earlier review is required.

PART B: Terms of Reference: Board of Home Fix Scotland Limited

1. Purpose

- 1.1 Home Fix Scotland Limited (HFS) is a private company and subsidiary of River Clyde Homes (RCH) (together HFS and RCH are referred to as the Group). It provides a range of building related services, maintenance and facilities management. It is a wholly-owned subsidiary and operates under its articles of association, intra-group agreement and the Single Operating Model which allows the RCH Board of Management to provide the ultimate control over HFS's operations.
- 1.2 The HFS Board establishes and oversees the control framework to enable risks - financial, political and reputational - to be assessed and managed so that the executive and the business can operate effectively. The RCH Board will seek to ensure that adequate resources - financial and human - are available so that HFS can meet its objectives. The Chair of HFS will ensure that the Board performs its tasks effectively and will work with the Managing Director of HFS to ensure that the Board meets its strategic objectives and liaises with key stakeholders and the RCH Board as appropriate.
- 1.3 The Board will be supported by the Managing Director of HFS, who will be responsible for planning and meeting HFS's strategic objectives as set and agreed by the RCH Board.

2. Functions

- 2.1 The Board will be responsible for:
 - Setting and ensuring compliance with the RCH Group's purpose, vision and values, ensuring its long-term success and the long-term success of the Group;
 - Setting, approving and reviewing policies and strategies to deliver the vision;
 - Ensuring compliance with legal requirements;
 - Setting a positive culture, with a strong customer focus, seeking to understand and continuously improve the residents' experience;
 - Ensuring that HFS operates effectively, efficiently and economically;
 - Providing oversight, direction and constructive challenge to the Managing Director and staff team and establishing and maintaining a strong working relationship between the Board and Managing Director and the RCH Board;
 - Satisfying itself as to the integrity of financial information, approving the financial plan, each year's Business Plan, budget and annual accounts prior to publication;

- Monitoring performance of plans, budgets and operations;
- Ensuring HFS's affairs are conducted lawfully and in accordance with generally accepted standards of performance and probity;
- Establishing and overseeing a framework for the identification and management of risk in order to protect HFS's assets, reputation, and determining HFS's risk appetite;
- Establishing and overseeing a framework of delegation and systems of internal control so HFS can run effectively;
- Evaluating and approving new development opportunities, ensuring these are in line with RCH's business plan and any other business plan of the RCH Group;
- Agreeing changes to the structure, size and composition of the Board in accordance with its articles of association and referring these to RCH, as sole shareholder of HFS, when necessary
- Liaising with the Group's Remuneration and Nominations Committee on the overall succession planning for Board appointments, Board member development and appropriate self-assessment.

3. Delegation

- 3.1 The Board delegates responsibility to HFS's Managing Director for all operational matters in line with the Delegations schedule approved by the RCH Board.
- 3.2 The Board will be serviced by the Group's Audit & Risk Committee and Remuneration and Nominations Committee.

4. Accountability

- 4.1 The Board is accountable to its shareholders (RCH is currently the sole shareholder). It will provide, in the Directors' report to the annual accounts, a review of operations in the year, an overall statement on accountability and an overview of its key responsibilities.

5. Membership

- 5.1 The Board will have a minimum of 3 and a maximum of 7 members (including any co-optees). Members of the Board are directors of the Company in law. Any Executive Board member will cease to be a Board member upon termination of his/her employment.
- 5.2 Board members are elected for a fixed term of 3 years and in line with the Company's constitution, no member will serve beyond nine consecutive years. At the end of the fixed term, Board members will resign and, if they wish, re-apply for Board membership, up to a maximum of three terms (nine years).

5.3 Applications for re-appointment will be considered in the light of appraisals of the Board member's effectiveness (through the annual appraisals) and the skills gaps on the Board at the time. There is no assumption of automatic reappointment.

6. Meetings

6.1 The Board shall meet no less than three times every calendar year. Meetings will be valid if called out using electronic communication. The Board will determine at the beginning of the meeting whether they need to discuss any matters during the meeting without any officers of HFS being present.

7. Quorum

7.1 A quorum shall consist of three directors.

8. Administration

8.1 The Chair of HFS will chair the Board and, in his/her absence, the Vice Chair will chair the meeting.

8.2 The Secretary of the Board will prepare papers for circulation to all directors.

8.3 The Secretary will also keep a record of the Board's membership, a register of interests, and ensure directors' details are up to date.

8.4 The agenda for Board meetings will be determined by the Chair and Managing Director and take into account the views of other directors as necessary.

8.5 The agenda and papers will be sent no fewer than five working days prior to the date of the Board meeting.

8.6 The minutes will be taken by the Secretary and circulated no more than 10 working days after the meetings.

9. Urgency Policy

9.1 In the event of decisions having to be made outside the scheduled Board timetable the Secretary can call a meeting comprising at least three directors to consider the issue. At least one of these should be the Chair or, in their absence, the Vice Chair.

9.2 The meeting can be held face-to-face, or by electronic communication. If this is not possible, a group email can be sent. In this case, if three quarters of the directors are in favour of the proposal it shall be valid and effective as if it had been passed at a properly called and constituted Board meeting.

10. Review

- 10.1 The Terms of Reference of the Board of HFS will be reviewed by the RCH Group Board every three years unless an earlier review is required.

PART C – Matters delegated to the Chief Executive Officer

1. Role of Group Chief Executive (and delegation to officers)

- 1.1 The Group Chief Executive, being the chief officer of the Group is responsible for managing and directing the affairs of the Company.
- 1.2 The Director of Group Services is responsible for the applicability and the interpretation of this Scheme and advising accordingly.
- 1.3 This scheme determines which officers can exercise the delegated functions/powers.
- 1.4 The Director of Group Services shall be entitled to vary this Scheme but only in the following circumstances:
 - to reflect changes in job titles, departmental reorganisations and vacancies in posts; and
 - to change references to any legislation where the legislation is repealed, amended or updated.
- 1.5 Subject to the expressly reserved matters of the General Meeting, the Group Board and Committees set out in the RCH and HFS Articles of Association respectively and this Scheme of Delegation, the Group Chief Executive is authorised to manage the Group companies and to direct their operations.
- 1.6 The Group Chief Executive is responsible to and accountable to the Group Board.
- 1.7 The Group Chief Executive is responsible for all matters delegated to him or her in the Scheme of Delegation and Financial Regulations. The Group Chief Executive may delegate such powers, responsibilities and authority to other members of the Group Executive Leadership Team and advise the Group Board accordingly.
- 1.8 The Group Chief Executive, in consultation with the Group Chair, is responsible for the interpretation of the policies of the Group and the Group Chief Executive is responsible for their implementation.
- 1.9 The Group Chief Executive will motivate and direct the Group companies with confidence, authority and passion and lead the RCH Group to a customer-focused, progressive and sustainable future.

2. Urgent Decisions and Delegation

- 2.1 Between Group Board or Committee meetings, the Group Chief Executive, (or in his or her absence, the relevant Director), is authorised, in consultation with the Chair (or in his or her absence the Vice Chair or a Committee Chair) and one

other Board member, to take such action as may be considered necessary concerning urgent matters otherwise reserved to the Group Board, Subsidiary Board or a Committee. This delegation will only be used regarding urgent matters. Every effort will be made to convene a board meeting or to seek authority to act via email in the first instance.

2.2 Any such action shall be submitted for ratification at the next Board meeting or, where appropriate, Subsidiary Board or Committee meeting.

PART D – Summary Delegations Schedule

ACTION	ROLE OF BOARD / COMMITTEE	ROLE OF THE CEO AND THE EXECUTIVE LEADERSHIP TEAM ¹
Role	RCH Group Board, subsidiary Board and Committees - Approval for strategy, policy, performance, implementation and variation.	Executive Leadership Team - Accountable to Board(s) / Committees and responsible for providing advice and support by producing reports, discussion documents, strategies etc; ensuring the provision of appropriate / relevant professional and independent advice.
Purpose, Vision, Values	Purpose and focus; Aim(s); Principles.	Executive Leadership Team – Ensuring operational delivery; Evidencing implementation via operating practices.
Organisational Culture	RCH Group Board and HFS Board - Defining expectations as to how the values will be exhibited in e.g., service delivery, communication, employment – reflected in policies and organisational practice.	Executive Leadership Team - Evidencing implementation; advising Board(s) / Committees on policy considerations / implications; overseeing effective implementation throughout organisation (policy development, implementation, practice); effective / appropriate delegation to senior staff.
Risk	RCH Group Board, subsidiary Board and Group Audit and Risk Committee - Identification and review of key strategic / operational risks; identification of risk appetite; approval of risk management framework.	Executive Leadership Team - Implementing operational risk management; Evidencing effective implementation; Management, Mitigation and monitoring of all risks. Director of Group Services - Maintaining adequate insurance; Director of Property Services - Maintenance of up-to-date stock condition information.
Legal Compliance	RCH Group Board, HFS Board and Committees - Health and safety; Employment; Tenancy (including allocations and lettings); Homelessness;	Executive Leadership Team - Advising the Board on all obligations; Ensuring and evidencing organisational compliance; Effective delegation; Ensuring access to

¹ The CEO is responsible for ensuring appropriate arrangements are in place to achieve the actions. The Directors are responsible for ensuring delivery and implementation of the actions within their Directorates. Some of the roles are assigned to specific Directors and this is outlined in the table above.

	<p>Environmental; Equalities; Freedom of Information; Charities; Whistleblowing; Contractual terms; Public Procurement; Statutory Consent.</p>	<p>required knowledge and expertise (internal and external sources); Maintenance and implementation of all organisational policies; Implementing and observing all safety requirements.</p> <p>Directors - Maintaining all necessary certificates; Ensuring implementation of all necessary procedures (internal and external) to achieve compliance.</p>
<p>Regulatory Compliance</p>	<p>RCH Group Board - Ensuring compliance with Regulatory Standards of Governance and Financial Management; overseeing/maintaining evidence of compliance; Approving Annual Assurance Statement; oversight of implementation of improvement plans; Ensuring timely submission of all required regulatory returns;</p> <p>Approval of:</p> <ul style="list-style-type: none"> • ARC • Five/Thirty Year Financial Projections • Loan Portfolio Return(s) <p>Obtaining required regulatory Consent(s); Ensuring compliance with OSCR reporting requirements; Ensuring compliance with Companies House requirements.</p> <p>Ensuring compliance with Notifiable Events requirements and overseeing resolution of Notifiable Events.</p> <p>Audit and Risk Committee - Appointment of internal auditors and approval of annual Internal Audit Plan.</p>	<p>Executive Leadership Team - Ensuring preparation of all required submissions; Ensuring timely Board consideration; Provision of all supporting information; Obtaining and reporting on independent validation; Ensuring development and maintenance of assurance evidence bank; Ensuring preparation of all regulatory returns; Ensuring preparation of all required submissions; Ensuring timely Board consideration; Provision of all supporting information; Liaison with SHR;</p> <p>Director of Group Services - Management of internal audit programme; development of management responses; reporting to Audit and Risk Committee implementation of IA recommendations.</p>

Constitutional Compliance	<p>Ensuring compliance with:</p> <ul style="list-style-type: none"> • Companies Act (2006) • Charity Trustees and Investment (Scotland) Act (2005) • Conduct of Board and Committee meetings in accordance with the Articles of Association (e.g., quorum, minutes, conflicts of interest etc.) • Conduct of AGM in accordance with the Articles of Association • Election of Chair and other office-bearers • The 9 year rule. 	<p>Ensuring and evidencing compliance; Supporting Office Bearers and Board members in fulfilling constitutional responsibilities; Obtaining legal/specialist advice to support compliance; Supporting pro-active Board member recruitment and succession planning.</p> <p>Director of Group Services (in capacity as Company Secretary) - Ensuring AGM and Board member elections conducted as required; Ensuring all Board and Committee meetings are appropriately constituted, conducted and recorded;</p>
Tenant and Resident Safety and Quality Compliance	<p>Ensuring compliance with:</p> <ul style="list-style-type: none"> • Health and Safety obligations • SHQS • EESSH (and subsequent development) • SSHC (Scottish Social Housing Charter) <p>Oversight of Tenant Satisfaction Survey(s).</p>	<p>Executive Leadership Team - Delivery of all plans, strategies and actions to achieve and maintain standards; Ensuring preparation of all required records and returns; Evidencing / reporting compliance; Conduct of Tenant Satisfaction Surveys; Reporting and acting on outcomes</p>
Long and short term financial planning / management	<p>Audit and Risk Committee – Financial forecasts demonstrating viability; Assumptions – ensuring reasonableness; Scenario planning and stress testing; Treasury Management Policy / Strategy and planning; Approving the opening and closing of bank accounts; Agreeing the thresholds for executive delegations (e.g. short term deposits); Approving applications(s) for company credit cards, authorising users, agreement of individual and collective thresholds; Agreement to Standard securities.</p>	<p>Director of Group Services - Advising and supporting the Group Board and Committee; Accessing appropriate specialist / professional advice; Developing policies and strategies; Evidencing / reporting to the Board and Committee on implementation; Monitoring performance / trends / outcomes; Maintaining covenant compliance; Managing borrowing and investments; overseeing SLT exercise of delegated authorities; Evidencing compliance with policy and Board or Committee decision making.</p>

	RCH Group Board - Approving investment institutions, instruments, and terms; Approving borrowing terms; Granting of security or charges for private finance / loans	
Finance and Budget	<p>RCH Group Board – Recommend appointment of Auditors to AGM; Consider the Annual Management Letter / Letter of Representation; Annual Budget approval; Annual rent increase.</p> <p>Audit and Risk Committee – Periodic budget oversight and monitoring; Approval of budget variances above agreed thresholds; approval of finance related policies; Approval of annual budgeted bad debt write-off.</p>	Director of Group Services - Implementing and ensuring achievement of budget; Preparation of all management reports; Presentation of supporting information/ evidence to inform Board and Committee decision making; Approving budget virement within delegated authority.
Group Codes of Governance and Conduct	RCH Group Board responsible for approval and ensuring correct application of the Codes applicable to the Board.	Advising and supporting the Board.
Annual Board member performance appraisal	Group Board members and subsidiary Board members are required to take part in the annual performance review process.	Supporting annual programme of Board member reviews/appraisals.
Corporate Plan (annual refresh, 5 year and 30-year plans)	Group Board – approving long and medium-term strategic plan(s); Business Planning; Strategy and Development Funding Plan (SDFP); oversight / monitoring implementation and outcomes; approving / overseeing recovery / remedial action; approving and overseeing implementation of business development plans.	Executive Leadership Team - Advising Board; Accessing appropriate specialist / professional advice; Developing / drafting plans and strategies for consideration; Supporting effective Board engagement in planning; Evidencing / reporting to Board on implementation / performance / outcomes; Exercising operational control and direction; Initiating actions; Monitoring outcomes.
Performance Oversight	SLOC - Agreeing performance standards; Reporting standards (frequency, scope, format); Benchmarking and peer group selection.	Executive Leadership Team - Ensuring delivery of services to tenants and other customers in accordance with all requirements and expectations; Supporting and

		acting on customer feedback, reporting to Board, Managing performance and evidencing.
Co-regulation and customer scrutiny framework	Responsibility for implementation and approval of strategy required by Group Board – delegated to SLOC for monitoring scrutiny action plans.	Executive Leadership Team - Monitoring / overseeing effective performance.
Employer Responsibilities	RCH Group Board – Approving Terms and Conditions of Employment; Recruiting CEO/Senior Officer; Appraising the CEO’s performance (delegated to the Chair and Vice-Chair of the Group Board); Recruitment to Executive Leadership Team posts (Tier 2); Approving external accreditation strategies and overseeing maintenance; Ensuring disciplinary and grievance actions are conducted in accordance with agreed policies; participating as required by policies and operational delegation; Defending / pursuing employment-related litigation (e.g. Employment Tribunal); Approval of annual pay awards; Approval of job evaluation, salary scales and rewards.	Executive Leadership Team - Monitoring / overseeing effective performance; Ensuring that staff are managed and supported; Ensure that staff appraisal programme is implemented; Ensure implementation of grievance and disciplinary processes as required.
Resource Planning / Management	RCH Group Board - Approval of organisational structure and creation of new posts. HFS Board – Approval of organisational structure and creation of new posts. All Boards - Ensuring the provision / availability of effective staff support and appraisal arrangements.	Executive Leadership Team - Advising Board(s) on resource requirements; Ensuring necessary staff are complement, equipped with required knowledge, experience and skills; Ensure provision of effective support, development and appraisal system.
Communications and Public Statements	The RCH Group Board is responsible for approving the Communications Protocol.	The Executive Leadership Team is responsible for delivery and implementation of the Protocol.

Authority to incur commitment under Procurement Policy	
Total spend of up to £10,000	Heads of Service/Senior Managers
Total contract value between £10,000- £50,000	Relevant Member of the Executive Leadership Team
Total contract value of > £50,000	Approval by relevant Group Committee / HFS Board
Expenditure Authorisation Limits	
Once compliant agreements have been put in place with suppliers (having followed the correct procurement process detailed within the Contract Procedure Rules) the following authorisation limits will apply, both to incur the expenditure, and to authorise the subsequent invoice(s).	
< £1,000	Grade 4 Officers
< £5,000	Stores Assistant
< £10,000	Grade 5 Officers
< £250,000	Heads of Service, Senior Managers and Managers
> £250,000	Executive Leadership Team
Note:	
<ul style="list-style-type: none"> The above authorised roles (excluding "Grade 4 Officer Level") can be granted a company purchase card upon the authorisation of a member of the Executive Leadership Team in line with authorisation given by the Audit and Risk Committee. These cards are strictly to be used for small value, non-recurring purchases and require to be fully supported by a receipt. Purchase Cards have a monthly spend limit of no more than £5,000, which will only be temporarily amended in emergency situations. 	
Finance	
Virement – non employee costs if > than £200,000	Approval required by Group Audit and Risk Committee / HFS Board
Virement – non employee costs if < than £200,000	Approval required by Group Services Director
Virement – employee costs > than £10,000	Approval required by relevant Member of the Executive Leadership Team
Virement – employee costs < than £10,000	Approval required by Group Services Director
Contracts	

Procurement Policies	Approval required by Audit and Risk Committee
Contract value less than £1 Million (incl. VAT)	One Authorised signatory (duly witnessed by an RCH officer) is sufficient.
Contract value in excess of £1 Million (incl. VAT)	The subscription of two authorised signatories is required. Such subscriptions shall not require to be witnessed.
Assets and Customers	
Asset Management Plan	Approval required by the Board.
Disposals of land or other assets by way of sale (or excambion) of untenanted social and non-social dwellings or land or other assets	Approval required by relevant Committee up to and not exceeding a value of £120,000 Approval required by Group Board where value is in excess of £120,000 (SHR notification requirements applies)
Disposals by way of lease of roof space of residential tenanted properties for renewable energy sources (e.g. solar panels) or telecommunications (e.g. aerials)	Approval required by relevant Committee up to and not exceeding a value of £120,000 Approval required by Group Board where value is in excess of £120,000 (SHR notification requirements applies)
Leases of land or other assets and untenanted social and non-social dwellings (not by way SST or SSST or TFF)	Approval required by SLOC (SHR notification requirements apply)
Wayleaves to Utilities Companies	Approval required by relevant Director
Deeds of Servitude	Approval required by relevant Director
Short Term Licence to Occupy	Approval required by relevant Director
Project approvals including applications for planning	Approval required by Executive Leadership Team

permission and applications for grants	
Acquisition of land and buildings	Approval required by Group Board for a value in excess of £120,000 Approval required by Executive Leadership Team for a value up to and not exceeding £120,000
Nomination Agreements	Approval required by SLOC
Investment Programme (annual refresh and 5 year) confirming planned asset investment works, demolitions, new build and acquisitions.	Approval required by Group Board
Neighbourhood 'Blueprints' and Plans	Approval required by SLOC
Development, investment and regeneration policies	Approval required by SLOC
Management and Service Level Agreements	Approval required by relevant Directors
Tenancy Management, Customer Services and Factoring Services policies	Approval required by SLOC
Terms for Licences	Approval required by Audit and Risk Committee
Disposal of Goods	Approval required by Audit and Risk Committee
NOTE:	
<ul style="list-style-type: none"> Dispositions, Leases and other land or property documents must be signed on behalf of the RCH Group by a member of the Executive Leadership Team (Authorised Signatories) except Scottish Secure Tenancies (SSTs) or Short Scottish Secure Tenancies (SSSTs) which can be signed by Housing Officers or grades above. 	
HR	
Creation of temporary posts for a maximum of 2 years with prior budget approval	Approval required by Executive Leadership Team

Recruitment to fill existing posts	Approval required by Executive Leadership Team
Organisational Development Policies	Approval required by the Group Remuneration and Nominations Committee
Severance payment to and / or settlement agreement with a staff member	Approval required by the Group Remuneration and Nominations Committee (SHR notification requirements apply)

PART E – Duties of the Company Secretary

- a) The duties of the Secretary means the person appointed to the post of the RCH Group Secretary and who may be the Group Chief Executive or some other person;

1.

- a) Ensuring accessible governance information is available to the Group and Subsidiary Boards, Group employees and any member of the public and customers as appropriate;
- b) providing advice to the Group and Subsidiary Boards on the scope of powers and authority to take decisions including maladministration, financial impropriety, probity and governance issues;
- c) After consulting with the Group Chief Executive, advising the Group and Subsidiary Boards if he/she considers that any proposal, decision or omission would potentially give rise to unlawfulness or if any decision or omission has given rise to or potentially could give rise to allegations of maladministration. The proffering of such advice will trigger a review of the proposal or decision;
- d) Contributing to the promotion and maintenance of high standards of conduct as required by the provisions of the Code of Conduct and the SHR's regulatory framework;
- e) Arranging for independent investigation into matters concerning breaches of the Code of Conduct and the SHR's regulatory framework and making reports or recommendations in respect of such findings to the Chair of the Audit and Risk Committee;
- f) Comply with all regulatory standards in respect of publishing information.
- g) Service the Group Audit and Risk Committee, the Group Remuneration and Nominations Committee, the SLOC and the HFS Board as required.

PART F – Staffing Appointments

1. Recruitment of Chief Executive and Directors

1.1 Where the Group Board proposes to appoint the Group Chief Executive or Group Directors, the HR Manager shall arrange for a statement to be drawn up a statement specifying:

- a-) the duties of the officer concerned; and
- b-) any qualifications or qualities sought in the successful candidate.

1.2 The post shall then be advertised by the HR in such a way as is likely to bring it to the attention of persons who are qualified to apply for it and a copy of the statement drawn up shall be sent to any person on request. A specialist recruitment company may be appointed to support this recruitment process.

2. Appointment of Chief Executive and Directors

2.1 The Group Remuneration and Nominations Committee will act as a selection panel to recruit the Group Chief Executive and Group Directors.

2.2 All Group Board members must be given the opportunity to meet candidates and make their comments available to the selection panel.

3. Officers below Director Level

Appointment of Officers below Group Director level is the responsibility of the Group Chief Executive or his/her nominee, and must not be made by Group or Subsidiary Board members.

4. Disciplinary Action

4.1 The Group Chief Executive, if subject to disciplinary action, may be suspended whilst an investigation takes place into alleged misconduct. The normal disciplinary process would apply with the exception of the investigating officer being a member of the Group Remuneration and Nominations Committee supported by a Human Resources Representative. The Appeal would be heard by up to 3 members of the Group Board.

4.2 Board members will not be involved in disciplinary action against any officer below Chief Executive level, except where such involvement is necessary for any investigation or inquiry into alleged misconduct, through the Group's disciplinary and related procedures and in line with the Terms of Reference for the RCH Group's Remuneration and Nominations Committee.

5. Dismissal

Group or Subsidiary Board Members will not be involved in the dismissal of any Officer below the Group Chief Executive level except where such involvement is

necessary for any investigation or inquiry into alleged misconduct, through the Group's disciplinary and related procedures.

PART G – Finance, Contracts and Legal Matters

1. Financial management

The management of the Company's financial affairs will be conducted in accordance with the Financial Regulations agreed by the Group Board.

2. Contracts

Every contract made by the Group companies will comply with the corporate procurement arrangements within the Financial Regulations and the Contract Procedure Rules.

3. Legal proceedings by the RCH Group Companies

The Group Chief Executive is authorised to institute, defend or participate in any legal proceedings in any case where such action is necessary to give effect to decisions of the Group Board or in any case where the Group Chief Executive considers that such action is necessary to protect the Group's interests. Where necessary the Group Chief Executive may delegate authority to proceed.

