



SHA Committee Terms of Reference and Remits

Revised:	October 2020
	September 2021
	March 2023
	February 2024
Next Review Date:	August 2024

Terms of Reference and Remit

The Management Committee

1. TERMS OF REFERENCE

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

1.2 The Management Committee's core functions are:

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

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

Committee size

- Minimum seven members, maximum twelve members (from 2015 AGM onwards), including any co-optees.

Committee Membership

- Members elected by the Association's shareholding members or, in the case of any co-optees, appointed by the Management
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Committee

- Elections held annually, with one-third of members retiring each year.

Meetings frequency

- Monthly, or as otherwise required.

Quorum for Committee meetings

- Four members

Office Bearers

- Chairperson, Vice Chairperson, Secretary

Lead Officer for committee support

- Chief Executive Officer (CEO). Other staff members and/or external advisers to attend meetings where relevant
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3. RESPONSIBILITIES AND SCHEME OF DELEGATED AUTHORITY

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

Governance

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

Strategy, Performance and Operations

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

- asset management).
- Determining the policy of the Association on any matters involving material changes/ departure from existing policy.
- Monitoring compliance with the Scottish Social Housing Charter, regulatory requirements set by the Scottish Housing Regulator and the Office of the Scottish Charity Regulator, and with the Association's overriding legal and contractual obligations.
- Approval of the annual rent review for the Association's housing.
- Disposal and purchase of property assets (other than Low-Cost Home Ownership sales).
- Instigating legal proceedings (other than for the recovery of rent arrears or other breaches of tenancy conditions).

Financial Controls and Risk Management

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

Employment

- Fulfilling the Association's legal and contractual obligations as an employer.
- Appointment and removal of the Association's most senior employee.
- Appointment of members of the management team.
- Where required, hearing the final stage of grievance and disciplinary cases¹.

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

Group Structure

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

Terms of Reference and Remit

Finance and Corporate Services Sub-Committee

1. TERMS OF REFERENCE

1.1 The Management Committee has established the Finance and Corporate Services Sub-Committee to:

- Oversee the human resources and organisational management aspects of the Association's business;
- Ensure compliance in these business areas with the law, regulatory requirements and other good practice guidance;
- Ensure that the Association and its subsidiaries have effective systems for management control and risk management;
- Monitor, implementation of approved recommendations in internal audit reports, external audit reports and management letters;
- Provide the Management Committee with assurance about how the Association's key risks are being identified and managed, and;
- Initiate reports and investigations into any aspect of the activities of the Association or its subsidiary SFARS Ltd, as required.

1.2 In carrying out its role, the Finance and Corporate Services Sub-Committee shall be independent and objective and shall operate in accordance with the law and regulatory requirements.

2. ADMINISTRATIVE ARRANGEMENTS

Committee size

- A minimum of three members up to a maximum of seven
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members.

Committee membership

- Members appointed by Management Committee.
- Management Committee may also appoint up to two external co-optee members to the sub-committee to bring relevant expertise and/or independent perspective to the sub-committee's work.
- Members appointed annually, following the AGM.

Meetings frequency

- Quarterly, or as otherwise required.

Quorum for Committee meetings

- Three members.

Committee Chair

- Chairperson appointed by the Management Committee.
- The Chairperson of the Association may not also be Chairperson of the Finance and Corporate Services Sub-Committee.

Officer support

- Director of Finance and Corporate Services and other staff members and/or external advisers to attend meetings where relevant.
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3. SUB-COMMITTEE ROLE AND RESPONSIBILITIES

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

3.1 Corporate Services Delegated Powers

- To monitor overall staff attendance, sickness absence, and turnover.
- To keep staffing levels and structure under review.
- To monitor staffing budgets (including for temporary cover) and to consider and approve proposals relating to additional expenditure and temporary resourcing beyond the agreed staffing establishment.
- To act on behalf of the Management Committee on personnel issues, eg. disciplinary issues, grievances, and to ensure appropriate Management Committee involvement in recruitment exercises following Association policies. In these instances, a panel of at least 2/3 members of the Sub Committee will be

appointed to deal with these sensitive matters. This normally will be the office bearers subject to availability.

- To advise the Management Committee on issues relating to the support and appraisal of the Chief Executive and staff.
- Responsibility for all issues relating to staff welfare.
- To monitor and agree on the resourcing of Training and Development Plans for staff and committee.
- To act on behalf of the Management Committee on Health & Safety issues and policy development and to receive reports on Health & Safety with recommendations for action.
- Oversee the implementation of good practice throughout the organisation (including acting on internal audit recommendations).
- Oversee the delivery of appropriate training for Management Committee members on their role as an employer and other related topics related to this Remit.
- Consider any review of the staff complement and structure and submit recommendations to the Management Committee where financial implications outwith budget.
- Consider Terms & Conditions of Service and submit recommendations for change to the Management Committee.
- Consider any regrading issues that arise.
- Initial decision making on any other employment issues.

3.2 Finance Delegated Powers

- Ensuring Annual Accounts are prepared and audited for the Association's AGM, approving the draft accounts, and recommending to the Management Committee that they are proposed for adoption at the AGM.
- Keeping under review the Association's financial regulations, accounting procedures, and financial reporting arrangements.
- Approving and keeping under review the Association's banking requirements and arrangements (including operational, borrowing, and investment); making recommendations for change to the Management Committee.

- Approving mid-year budget changes where surplus is not reduced against the budget approved by Management Committee.
- Ensuring the Association's Borrowing Powers are kept under review and making recommendations for change to the Management Committee.
- Assessment and appraisal of the overall financial implications of proposed management and maintenance expenditure programme.
- Development of a draft budget to support the delivery of the Association's agreed business plan, in consultation with the Operational Sub-Committee and making recommendations to the Management Committee.
- Monitoring and review of the budget and cash flow projections quarterly.
- Considering and approving the quarterly Management Accounts and drawing any matters of concern to the attention of the Management Committee.
- Ensuring that PAYE declarations, Pension Fund arrangements, and all employee returns are made timeously.
- Consideration of the Association's private funding requirements, in consultation with Operations Sub-Committee, and recommending appropriate sources and arrangements to the Management Committee
- Ensuring that Association has comprehensive, adequate, and appropriate insurances in place to manage and mitigate risk.
- To agree, monitor, and review the implementation of our Factoring Policy, review and agree on the annual management fee for factoring and approving write offs where required following policy.

3.3 Internal and external audit

- To advise the Management Committee on the appointment and remuneration of the Group's external auditors and the scope of their work.
- To approve the external auditor's Letter of Engagement.
- To communicate with the external auditors on audit approach and scope, reporting, timetables and findings.

- To receive the external audit management letter, and to report on it to the Management Committee.
- To advise the Management Committee on the appointment (or required resourcing) of the internal audit service.
- To review the long-term plan for internal audit and to approve the annual audit plan.
- To review all audit recommendations (external and internal) and monitor the implementation of agreed recommendations relating to internal audit reports and external audit reports and management letters.
- To monitor the effectiveness of the external and internal audit services.

3.4 Risk management and assurance

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

3.5 Reports and investigations

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

3.6 The Finance and Corporate Services Sub-Committee (or officers and/or external advisers authorised by the Committee) will have the right to access all documents/records maintained by the Association or its subsidiaries.

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

3.8 The external and internal auditors shall have direct access to the Finance and Corporate Services Sub-Committee at all times and upon a request by the

auditors, the Chairperson of the Finance and Corporate Services Sub-Committee will convene meetings of the Committee for this purpose. The Finance and Corporate Service Sub-Committee may also meet the auditors without employees being present if the Committee or the auditors deem this to be necessary.

Terms of Reference and Remit

Operational Services Sub-Committee

4. TERMS OF REFERENCE

4.1 The Management Committee has set up the Operational Services Sub-Committee for the following purposes:

- To monitor the development and review of the Association’s housing management, property services and asset management policies, and to advise the Management Committee with regard to those areas.
- To monitor the Association’s performance against targets and performance indicators with regard to housing management, property services and asset management.
- To monitor the Associations’ compliance with the requirements of the Scottish Social Housing Charter and provide Management Committee with assurance that we are meeting our obligations.
- To approve tenders in line with authorities delegated to the Operational Services Sub-Committee by the Management Committee and as set out in the Scheme of Delegated Authority, and;
- All other matters relating to housing management, property services, asset management and any other matters delegated to the sub-committee by the Management Committee.

4.2 The Operational Services Sub-Committee should ensure that all aspects operational services are conducted in line with current legislation and Scottish Housing Regulator requirements, guidance and good practice

4.2 The Operational Services Sub-Committee also has responsibility for advising the Management Committee on the preparation of related annual budgets and for monitoring expenditure against agreed budgets.

5. ADMINISTRATIVE ARRANGEMENTS

Committee size

- A minimum of three members up to a maximum of seven members

Committee membership

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

Meetings frequency

- Quarterly, or as otherwise required.

Quorum for Committee meetings

- Three members.

Committee Chair

- Chairperson appointed by the Management Committee.

Officer support

- Director of Housing and Communities.
 - Other staff members, and external advisers to attend meetings where relevant.
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6. OPERATIONAL SERVICES SUB-COMMITTEE ROLE AND RESPONSIBILITIES

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

6.1 General – Housing Management

- To Monitor statistical information on the Associations' housing allocations and management of voids.
- To review the Association's Housing Services policies in line with the policy review schedule, set quotas and targets for performance management.

- Approve the Association's Annual Lettings Plan.
- Monitor rent collection, rent arrears, and former tenant arrears and compare with agreed targets and previous performance, and approval of arrears write-offs where required by Association policy.
- Monitor the implementation of the Association's policy with regard to arrears management (including legal actions for recovery of possession permitted by delegated authority) and approve any proposed departure from approved policy.
- Monitor the implementation of the Association's Group Policy on Entitlements, Payments and Benefits with regard to the granting of tenancies and other benefits to close connections as set out within the Group Policy.
- To agree and monitor any nominations agreements, prevention of homelessness protocols or other agreements in place with Glasgow City Council, Glasgow Health and Social Care Partnerships or other agencies.
- To receive and monitor statistical information on service complaints and reports of anti-social behaviour, and;
- To monitor, review and make decisions on other reports presented in relation to Housing Services as appropriate.

6.2 General – Property Services

- To review the Association's Property Services policies in line with the policy review schedule.
- To ensure the Associations' procurement policy and procedures with regard to housing and property services related activities are implemented including approval of tenders in line with the Association's Scheme of Delegated Authority.
- To commission stock condition surveys as appropriate to identify the Association's asset management requirements, and potential planned and cyclical maintenance issues.
- To monitor and review repairs and maintenance expenditure against approved budgets.
- To monitor and review repairs and maintenance performance against agreed targets and indicators.
- To monitor and review landlord health and safety compliance matters with regard to property management and planned maintenance.

- To monitor rechargeable repair processes and compare with previous performance, approving write-offs where required by Association policy and in line with authorities delegated to the sub-committee, and;
- To monitor, review and make decisions on other reports presented in relation to Property Services as appropriate.

7. Review

- 7.1 The Association's Committee terms of reference and remits will be subject to review annually at the first Management Committee meeting following the Associations' AGM.



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