



VIEWPOINT STANDING ORDERS

November 2018

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STANDING ORDERS, REMITS AND DELEGATED RESPONSIBILITIES

1.0 INTRODUCTION

- 1.1 The objects of Viewpoint (Viewpoint Housing Association Ltd) and its authority to establish a Board, Group Risk and Audit Committee and Remuneration Committee (Committees), are contained in Viewpoint's Rules.
- 1.2 This document describes the Board and Committee structures, proceedings, responsibilities and the delegated authorities to Office Bearers and senior staff.
- 1.3 The Standing Orders establish guidelines for the conduct of Viewpoint's business in accordance with its Rules. They provide an agreed flexible framework within which authorised decisions may be taken to enable Viewpoint's aims and objectives to be met.

2.0 BOARD STRUCTURE AND REMITS

- 2.1 The Board structure consists of the following:
 - Board
 - Group Risk and Audit Committee
 - Remuneration and Staff Welfare Committee
- 2.2 The Board may also from time to time establish "short-life" Working Groups to undertake a specific review or project within a specified timetable.
- 2.3 The remit for the Board and Terms of References for Committees are detailed in Appendices 1-3 attached.
- 2.4 The Scheme of Delegation to Office Bearers and to senior staff is detailed in Appendix 4.

3.0 BOARD MEMBERSHIP, MEETINGS AND QUORUMS

3.1 Board Membership

The Board has a minimum of 7 and a maximum of 15 members.

Any member of Viewpoint, as defined in the Rules, may be nominated and stand for election to the Board. Elections are held at the Annual General Meeting. The nomination and election procedures are explained in the information sent to every member before the AGM. Board Members will be elected in line with Viewpoint's Rules.

Appointment is subject to the Board Recruitment Policy.

Viewpoint will aim to have at least one tenant Board Member.

If vacancies remain after the AGM, the Board may co-opt individuals to bring membership up to the maximum of 15, and/or to bring particular skills or professional experience to the Board. Co-opted members may serve until the next AGM, at which time they will stand down but will then be eligible to stand for election if they are a Viewpoint member and are nominated in accordance with the relevant procedures.

Co-opted members may participate in all the business of Board meetings, except for matters directly affecting Viewpoint membership or the election of Office Bearers.

Viewpoint's Rules describe the circumstances under which:

- a Board Member may be removed from office;
- a Viewpoint member may not be eligible for election or re-election ;
- membership of the Board will cease.

3.2 Group Risk and Audit Committee Membership

The Group Risk and Audit Committee will be established and will have a minimum of 3 and a maximum of 15 members including the Chair of the Board. Group Risk and Audit Committee Members will be nominated by the Board and will elect a Group Risk and Audit Committee Chair from their numbers (not the Chair of the Board). Group Risk and Audit Committee Members will be elected for a period of one year, and thereafter may stand for re-election. Elections will normally take place at the Board Meeting following the AGM. At least 1 member of the Group Risk and Audit Committee, preferably the Chair, should have recent and relevant financial experience.

Minutes of meetings will be circulated to all Board members as soon as possible after each Committee.

3.3 Remuneration and Staff Welfare Committee

The Remuneration and Staff Welfare Committee will be established and will have a minimum of 3 (excluding the Chair of the Board) and a maximum of 15 members including the Chair of the Board. Remuneration and Staff Welfare Committee Members will be nominated by the Board and will elect a Remuneration and Staff Welfare Committee Chair from their numbers (not the Chair of the Board). Remuneration and Staff Welfare Committee Members will be elected for a period of one year, and thereafter may stand for re-election. Elections will normally take place at the Board Meeting following the AGM.

Minutes of meetings will be circulated to all Board members as soon as possible after each Committee.

3.4 Frequency of Meetings

The Board will normally meet at least six times annually at generally six weekly intervals. The Chief Executive will prepare a programme for these meetings which will be submitted for approval by the Board before the end of the previous year. Dates of meetings may however be altered, by arrangement between the Chair and Chief Executive.

A special meeting of the Board may be called by a notice in writing given to the Secretary by the Chair or by any two other Board Members. The notice must specify the business to be transacted.

The arrangements for holding the meeting are specified in Viewpoint's Rules.

The Group Risk and Audit Committee will meet at least quarterly and sufficiently before the following Board meeting to allow any reports and the minutes to be submitted to that Board meeting.

The Remuneration Committee will meet at least once a year.

3.5 Quorum

The quorum for a Board meeting will be 4 elected Members (i.e. **not** including any Co-optees present). The quorum for Committees will be 3 elected Members.

If there are insufficient elected Members present to form a quorum within half an hour after the time appointed for the meeting to commence, no business will be transacted and the meeting will be adjourned to either:

- the next meeting of the Board or the Committee due to be held;
OR
- if there are matters requiring a decision before the date of the next scheduled meeting, to the same day in the next week at the same time.

In very exceptional circumstances where there is no quorum and a decision on a particular matter is required that day, the appropriate Chair may authorise the action required, with retrospective approval being given at the next meeting.

4.0 OFFICE BEARERS

4.1 Office Bearers

Viewpoint's elected Office Bearer is the Chair, who will be appointed by the Board each year at a meeting immediately following the AGM, and will serve for one year, unless in the meantime he/she ceases to be a member of the Board.

The Board will appoint a Vice-Chair, who may deputise for the Chair and may be allocated an area of special interest.

Should the Chair's position become vacant during the year, the Board will elect a replacement who will serve for the remainder of that year until the next AGM. Should the Vice-Chair's position become vacant during the year, the Board will choose whether or not to appoint a replacement, or to wait until after the next AGM.

The Chair may serve for a maximum of five years, but is appointed on an annual basis as normal practice.

The Role of the Chair and Vice Chair are Appendix 5.

The Board has delegated the duties and responsibilities of the Secretary to Viewpoint's Chief Executive.

5.0 CONDUCT OF BOARD BUSINESS

5.1 Agenda, Papers and Location

Board and Committee meeting are usually held at Viewpoint's Head Office but can be held at any convenient venue.

The agenda and papers for each Board or Committee meeting will be sent out by the Secretary or the appropriate officer on his/her behalf, not less than 1 week before the date of the meeting. The Secretary or officer will agree the composition of the agenda with the Chair and Chief Executive, and thereafter will ensure that the agenda and all minutes, reports and papers are produced in the current approved format by 4.00pm on the day before they are due to be issued.

The circulation or tabling of "late" papers will only be permitted in exceptional circumstances and with the express permission of the Chair. The Chair may permit the addition of a late item to the agenda if the degree of urgency regarding the matter requires a report to be received or a decision to be made without further delay and it is not practical to call a special Board meeting.

The proceedings of any meeting will not be invalidated by the non-receipt of the agenda and papers by any Member.

5.2 Chairing of Meetings

Viewpoint's Chair will normally chair Board meetings, unless absent or not able to participate in a particular discussion due to a declaration of interest. In the absence of the Chair, the Vice-Chair will chair the meeting. If there is no Vice-Chair present, the elected Board Members present will appoint one of their number to chair that meeting.

Should the Chair arrive after the commencement of a meeting at which a Vice-Chair or another Board Member has taken the chair, that person will continue to chair the meeting until the agenda item under discussion has been completed, and thereafter will vacate the chair for the Chair, unless the Chair agrees that the existing arrangement should continue for the remainder of the meeting.

The same principles will apply to the chairing of Committees. However, as there is no Vice-Chair, in the absence of the Chair of those Committees the remaining elected Members will appoint one of their number to chair that meeting.

5.3 Length of Meetings & Adjournments

Meetings of the Board, and Committees will not normally continue for more than 2 hours. At the end of that time the meeting will end unless at least two-thirds of those present agree that the meeting should continue in order to conclude the business which requires to be resolved that day.

If there is insufficient support to continue, the meeting will either:

- be closed formally, with the remaining business being added to the agenda for the next scheduled meeting (this option will be followed if there are no matters requiring a decision before the next scheduled meeting);

OR

- be adjourned to the same day and time in the following week to complete the business, if there are matters requiring a decision before the next scheduled meeting.

An adjourned meeting will be regarded as a continuation of the original meeting. All decisions etc. will be recorded as having been made on the date of the additional meeting. No business will be dealt with at the additional meeting other than the matters not reached or left unfinished at the original meeting.

5.4 Order and Conduct of Business

Meetings will follow the order of the agenda, unless there is a request at the beginning of the meeting for the order to be re-arranged. To be approved, such a request will require the agreement of the majority of Members present.

Any business which is not on the agenda, but which a Member, the Chief Executive or a Director wishes to raise (normally under Any Other Competent Business - AOCB), will only be added to the agenda if a request is submitted at the beginning of the meeting with the agreement of the Chair. Urgent items of a serious nature will automatically be accepted. However AOCB should never be used to table late papers (see Point 5.1).

Should consent to add the item be withheld, the business may be included in the agenda for the next scheduled meeting.

All speakers will address the Chair, and all other Members will observe order when a Member is speaking. The time limit for individual speakers, and for the discussion of a particular item, will be at the discretion of the Chair.

5.5 Declaration of Interest

Viewpoint has an Entitlements, Payments and Benefits Policy which applies to all Board members and staff.

At the beginning of each meeting, all Members will be asked to declare whether or not they have an interest in any of the items on the agenda.

Any Member who declares an interest will take no part in the discussion or decision on the item(s) concerned, and may also be requested to leave the meeting for the duration of the item(s).

Any declaration of interest will be recorded in the minutes of the meeting and in Viewpoint's Register of Interests.

5.8 Decisions and Voting

The Board or Committee will normally seek to arrive at decisions by consensus.

Where consensus is not achieved, or where a formal vote is required due to the nature of the item under consideration, voting will normally be by show of hands. A simple majority of those present and voting will decide the matter, except where Viewpoint's Rules require a different majority. In the event of a tie, the Chair will have an additional (casting) vote.

Any Member present may propose that a vote be taken by secret ballot. The proposal to hold a secret ballot will require a seconder. There will be no discussion of the proposal and it will be voted on by show of hands. A secret ballot will be held if a simple majority of those present and eligible to vote on the matter vote in favour.

Co-opted members will not be included or counted if the matter under consideration is one on which they are not entitled to vote (see para. 3.1).

5.9 Points of Order

Any Member may raise a point of order at any time during a meeting. The Chair shall decide all questions of order, and their ruling will be final. No other Member will be able to speak to the point of order unless with the Chair's consent.

5.10 Suspension of Standing Orders

These Standing Orders may be suspended if two-thirds of the Members present vote in favour of a motion for suspension, which has been formally proposed and seconded.

5.11 Confidentiality

All matters discussed at any meetings will be regarded by both Members and any staff present as being in strict confidence.

5.12 Minutes

The Secretary will be responsible for ensuring that the business of each meeting is properly minuted.

The minutes will include:

- the names of Members present, any staff and others in attendance, the time they joined the meeting if late and the time they left if leaving early and any apologies received;
- approval of the minutes of the previous meeting;
- a description of each item of business considered, the major points raised in any discussion and the Board, or Committee's decision on each item;
- the names of those proposing and seconding any motion or amendment;
- the result of any vote, whether by show of hands or secret ballot;
- any declaration of interest by a Member;
- any registration of dissent made by a Member against a decision reached.

A first draft of the minutes, following approval by the Chair, will be circulated to Members within seven days of the meeting for information. The draft of the minutes will also be circulated to

Members with the agenda and papers for the following meeting. To be adopted, the minutes will require to be proposed and seconded by any two Members who attended the previous meeting, and approved by a majority of those present.

Minutes may be adopted “subject to” the inclusion of an amendment to correct or clarify a point. Any amendment(s) required must be formally proposed and seconded, and then approved by a majority of Members present, prior to the formal adoption of the minutes.

The original copy of the minutes (where appropriate, with any amendments included) will be signed by the Chair of the meeting at which they are approved.

The minutes of Committees will be formally adopted at the next meeting of the relevant Committee.

Any Member may raise any matter arising from the previous minutes, which does not appear on the agenda for the current meeting, subject to the provisions of the following paragraphs.

A Member of the Board or Committee, who was not present at a particular meeting of that committee, may request clarification of a point in the minutes at the following meeting, but may not re-open the discussion on any item where a decision was made at the previous meeting.

A Board Member who is not a member of the Committee may request clarification of a point in the Committee minutes but may not re-open the discussion on any item, except where the Committee has referred an item to the Board for consideration and/or a decision.

5.13 Board Members’ Conduct

In conducting Viewpoint’s business, Board Members will adhere to these Standing Orders, to Viewpoint’s Rules and the SFHA’s Code of Conduct for Governing Body Members which have been issued to all Board Members. The Secretary will ensure that each year, following the AGM, Board Members are reminded of the Code of Conduct for Governing Body Members.

The Board will not take a decision, which contravenes current legislation, statutory regulations and approved Codes of Practice, except where contravention is unavoidable. (e.g. a Code of

Practice, which might be taken into account by an Employment Tribunal).

5.14 Governance Policies and Board Member Guidance

The Board has approved a number of Governance Policies which should read in conjunction with the Standing Orders. These policies are:

- Board Member Recruitment
- Board Member Induction
- Board Member Succession Planning
- Board Member Learning and Development
- Board Members Role and Responsibilities
- Board Member Specification and Competencies
- Board Member Appraisal
- Association Membership Policy
- Code of Conduct for Governing Body Members
- Entitlements, Payments and Benefits Policy

6.0 CONCLUSION

6.1 Review of Standing Orders

The Secretary will ensure that the Board reviews these Standing Orders at least annually.

APPENDIX 1 – BOARD REMIT

Overall role

To direct the Association in accordance with its Rules and Objectives on behalf of the shareholders, tenants, employees and community at large whilst fulfilling the role of trustees of a regulated charity.

Core functions

- 1 To define and ensure compliance with the vision, values and objectives of Viewpoint.
- 2 To set long- and short-term strategic plans to achieve those objectives.
- 3 Set objectives, targets and standards by which the strategy and priorities will be achieved, and monitor progress and performance through receipt of regular reports;
- 4 To control the overall effective operation of Viewpoint in terms of its use of resources, financial viability and achievement of aims and objectives.
- 5 To approve policies covering all areas of activity and ensure that these are reviewed, updated and amended as necessary on a regular basis;
- 6 To receive reports highlighting significant performance deviations against targets from committees and staff on the operation of Viewpoint, together with forward plans.
- 7 To oversee a framework of delegation and systems of control, delegating powers to committees and Viewpoint's staff.
- 8 To ensure that Viewpoint's affairs are conducted lawfully, within its Rules and in accordance with generally accepted standards of performance and propriety. In particular ensuring compliance with The Scottish Housing Regulator's Regulatory Framework, OSCR's requirements, the Social Housing Charter and the National Care Standards as inspected by the Care Inspectorate (SCWS).
- 9 To appoint the Chief Executive and Directors
- 10 To promote Viewpoint's equal opportunities and diversity policy and to have overall responsibility for its implementation and for monitoring its effectiveness throughout all its activities.

Executive/Emergency Action

The Chair or, in his or her absence the Vice Chair, may authorise the Chief Executive to take such action as may require immediate attention and cannot be left until the next Board meeting or a Special Board meeting called. Where the matter is of key importance for Viewpoint or requires an evaluation of risk for Viewpoint, attempts will be made to contact all Board members, but five members shall constitute a quorum

for making the decision. All executive action will be reported to the next Board meeting for ratification. The report will confirm those members contacted.

Authority Retained by the Board

General

- 1 Approve applications for membership of Viewpoint;
- 2 Approve the composition, membership and terms of reference of the Board and its committees.
- 3 Approve the selection, appraisal and renewal of board members.
- 4 The election of the Chair, Vice Chair and committee chairs.
- 5 Review the Board's composition and skills mix at regular intervals to ensure that it is as representative as possible, and has the necessary skills to discharge its responsibilities;
- 6 Buy, sell, build upon, lease or exchange any land, and accept responsibility for any related contracts and expenses;
- 7 Decide, monitor and vary the terms and conditions under which property owned by the Association is to be let, managed, used or disposed of.
- 8 Agree the terms of engagement and remuneration of anyone employed in connection with Viewpoint's business and act as employer for anyone employed by the Association.
- 9 Grant heritable securities over any land owned, and floating charges over any or all of Viewpoint's property and assets, both present and future, including accepting responsibility for any related expenses;
- 10 The Board's remit is to have the common seal used only if it has been resolved at a duly convened and quorate meeting of the Board, that a document should be executed on behalf of Viewpoint under seal;
- 11 Appoint and remove Solicitors, Consultants, Surveyors, Managing Agents and employees, as required by Viewpoint's business;

- 12 Ensure that appropriate arrangements for the provision of external and internal audit services are in place, and approve the appointment of external and internal auditors;
- 13 The receipt and consideration of an annual report on internal controls, consideration of and response to the annual management letter of the external auditors.
- 14 Risk management strategy, appetite and risk map.
- 15 Refund any necessary expenses as are wholly necessary incurred by Board and committee members in connection with their duties.
- 16 Compromise, settle, conduct, enforce, or resist either in a Court of Law or by arbitration any suit, debt, liability or claim by or against Viewpoint;
- 17 The instigation of legal proceedings against any person or body, except for the recovery of rent arrears and other breaches of tenancy/occupancy conditions, which will be the responsibility of the Chief Executive (and which may be further delegated to officers of Viewpoint).
- 18 Ensure that all statutory and other returns required are submitted timeously;
- 19 Approve the formal notice calling each Annual General Meeting;
- 20 Ensure compliance with the SFHA Codes of Conduct for Governing Body Members and Staff and the Entitlements, Payments and Benefits Policy
- 21 Accept donations in support of the activities of Viewpoint.
- 22 The approval of the authorised signatories for Viewpoint.

Viewpoint Scotland Ltd

- 1 Appoint and remove officers of, and liaise, direct with, subsidiary companies as it sees fit. Such acts will be in compliance with the subsidiary's Articles of Association and Inter Group Agreement.

Finance

- 1 Approve and adopt an annual budget for Revenue Income and Expenditure and for Capital Expenditure including Cash Flow Projections;

- 2 Approve the annual Rent and Fee review;
- 3 Approve management accounts at least quarterly and exercise financial control by means of comparisons of actual income and expenditure with that budgeted
- 4 Authorise capital and revenue expenditure not anticipated in the budget to levels determined in the Financial Authorities (Appendix 6) and Procurement Policy.
- 5 Consider and recommend for approval the Annual Report, Accounts and Balance Sheet, prior to their submission to Viewpoint's Annual General Meeting;
- 6 The approval of Viewpoint's Treasury Strategy including borrowing and investment strategies and the approval of overdraft or loans facilities.
- 7 Authorise such borrowing within the limit of the Borrowing Powers laid down in the Rules as may be required to meet Viewpoint's commitments, and ensure compliance with all loan covenants;
- 8 Authorise the arrangements for the investment of cash surpluses in such a way as may be deemed advantageous to Viewpoint, provided such investment is within the scope of paragraph 80 of Viewpoint's Rules;
- 9 Ensure that Viewpoint has adequate and appropriate insurance cover for its responsibilities and activities, including property, employer's liability insurance and Directors and Officers liability insurance cover;
- 10 Approve Viewpoint's banking arrangements.

New Business

- 1 Approve Viewpoint's New Business and Development Programme, including the commitment of Viewpoint, public and private funds as summarised in the strategic and financial plans.
- 2 Ensure that the necessary grants have been agreed with The Scottish Government or the relevant local authority, and/or that private loans have been obtained for the projected expenditure on acquisitions and developments;
- 3 Monitor progress on individual projects and contracts through the receipt of regular reports, including the monitoring of

expenditure as compared with agreed cash flows and other qualitative and financial targets set at approval stage.

- 4 Approve proposals to deal with problems arising during the currency of a contract, e.g. requests by nominated sub-contractors for direct payment where receivership or liquidation appears imminent;
- 5 Exercise all the rights of the employer under the building contract in the event of determination;
- 6 Approve Viewpoint entering any forms of joint schemes with other organisations before any formal commitments are made.
- 7 Approve proposals to enter into new support agreements with specialist agencies or leasing arrangements with other Associations or specialist organisations.

Operations including Housing, Care and Support services

- 1 Monitor all aspects of quality within the services including complaints, customer satisfaction and Care Inspectorate reports
- 2 Approve annual key performance indicators and targets for all areas of operation taking into account sector peer performance and monitor performance at least quarterly.
- 3 Approve the writing off of bad debts as per delegated authorities;
- 4 Receive appropriate reports on serious cases of Anti-Social Behavior;
- 5 Receive reports on complaints, and ensure that complaints are dealt with within timescale and monitor any trends;
- 6 Determine claims for compensation from tenants, for amounts over £250 per event;
- 7 Monitor tenant satisfaction with the services provided through regular quality monitoring reports including a comprehensive 'tenant satisfaction survey' at least every 3 years;

Asset Management

- 1 Approve the Asset Management Strategy and monitor progress including performance in achieving the Social Housing Quality Standards and Energy Efficiency

- 2 Ensure that Condition Surveys of properties are undertaken at prescribed intervals, and that the results are fed into the forward planning of cyclical and planned maintenance programmes, including the setting aside of sufficient funds for future requirements;
- 3 Approve the annual cyclical and planned maintenance programmes;
- 4 Establish arrangements for the efficient and effective response to requests from tenants/residents for maintenance and repairs, including targets for completion times and pre & post inspections;
- 5 Approve contracts for the execution of maintenance projects as determined by Financial Regulations and the Procurement Policy.

Corporate Services

- 1 Approve and review as required, a staffing structure appropriate to the requirements of Viewpoint;
- 2 Approve the Executive Team/Director structures and any changes;
- 3 Approve redundancies of two or more;
- 4 The approval of the job descriptions for the Chief Executive and senior managers.
- 5 Approve a pay and benefits policy and/or reward strategy and overall expenditure.
- 6 The approval of Viewpoint's information technology strategy and monitor implementation.
- 7 Ensure compliance with Health & Safety legislation through the approval of comprehensive policies, and monitoring of compliance through regular reports;
- 8 Approve procedures for disciplinary action, appeals and grievances, and participate in the procedure as required, (only at CEO/Director level unless required during extenuating circumstances);
- 9 Approve the dismissal of the Chief Executive and Directors;
- 10 Ensure that effective Performance Appraisal procedures are in place for all staff including the Chief Executive;

APPENDIX 2 – GROUP RISK AND AUDIT COMMITTEE TERMS OF REFERENCE

1.0 Responsibilities of the Group Risk and Audit Committee

1.1 Purpose

The Group Risk and Audit Committee is a sub-committee of the main Group Board (“the Board”) and acts for Viewpoint Housing Association (“Viewpoint”) and its subsidiary Viewpoint Scotland Limited (“Viewpoint Scotland”). The Group Risk and Audit Committee is responsible for advising the Board on matters of internal control and risk management across the Group comprising Viewpoint and Viewpoint Scotland (“the Group”).

Viewpoint Scotland’s own Board has responsibility for the internal controls and risk management of the subsidiary’s operations. They will report to the Board on these responsibilities through the Group Risk and Audit Committee.

1.2 Role and Duties of the Group Risk and Audit Committee

General

- i. Provide assurance to the Board that there is an appropriate culture of control throughout the Group.
- ii. Oversee the report to the Board on the effectiveness of the system of internal control throughout the Group.
- iii. Approve and review on at least an annual basis the framework and processes for risk, including the assessment of risk and its management within the Group, making recommendations for change as necessary or appropriate.
- iv. Promote the effective co-ordination between internal and external audit.
- v. Advise the Board of the budget needed to resource effective external and internal audit and other responsibilities of the Committee.
- vi. Assess the effectiveness of, and value added by, the Group Risk and Audit Committee and contribute to an assessment of the effectiveness of the governance of the Group.

- vii. Ensure that the Board receives timeous and adequate financial and business management reports in order to effectively scrutinise performance of the Group.
- viii. Ensure that Viewpoint complies with all statutory duties placed on it.
- ix. Review, and make recommendations to the Board on these terms of reference.

1.3 **Financial statements**

- i. Review and recommend to the Board annually the accounting policies for and the form of presentation and content of the Group's financial statements with emphasis on the Group's going concern assumption notwithstanding that the prime responsibility for the sustainability review rests with the Board.
- ii. Review and recommend to the Board the form of presentation and content of any other public financial statement that Viewpoint needs to make and any corporate governance statements relating to audit and to risk management.
- iii. Review other statements containing financial information, for which Board approval is required.

1.4 **External audit**

- i. Make recommendations to the Board on the appointment, reappointment or otherwise of the external auditor.
- ii. Approve the fees and terms of engagement of the external auditor.
- iii. Review, agree and monitor a planned programme of work with the external auditor.
- iv. Consider and report to the Board on the annual statutory audit and make recommendations on the response to any audit management letters, reports and investigations.
- v. Obtain assurance that external audit recommendations which have been endorsed are implemented by management as timetabled.
- vi. Discuss annually with the external auditor any problems, reservations or issues arising from the interim or final audit or other investigations.

- vii. Review and monitor the external auditor's independence and objectivity and annually appraise the effectiveness and value for money of the external audit service.
- viii. Develop, implement and monitor a policy on the engagement of the external auditor to supply non-audit services, taking into account relevant guidance regarding the provision of non-audit services by the external audit firm.

1.5 **Internal control framework**

- i. Oversee the embedding and maintenance of an effective system of internal control.
- ii. Satisfy the Board that there is a sufficient and systematic review of the internal control arrangements within the Group.
- iii. Review the statement on internal control systems and make appropriate recommendations to the Board.
- iv. Ensure that any significant weaknesses identified are remedied and reported to the Board.
- v. Commission special investigations into matters of particular concern relating to internal control.
- vi. Ensure that the impact of alleged or fraudulent activity on the Group's framework of internal control is properly assessed and, where it considers it necessary, recommend changes to strengthen the control framework.
- vii. Receive reports relating to any matters of whistle-blowing or alleged or actual fraudulent activity which may have an effect upon Viewpoint or its subsidiary.

1.6 **Internal audit**

- i. Consider and make recommendations to the Board on the internal audit arrangements, including the appointment, reappointment or otherwise, fees, methods and terms of engagement, of the internal auditor.
- ii. Review and approve the internal audit needs assessment and strategy and the annual plan and monitor delivery of the plan, approving any changes during the year.

- iii. Ensure that all relevant control systems and procedures are reviewed within a three year period.
- iv. Receive and consider reports by the internal auditor on significant audit findings, together with the response from managers to these reports.
- v. Obtain assurance that internal audit recommendations which have been endorsed are implemented by management as timetabled.
- vi. Review and annually appraise the effectiveness of the approach, nature and scope of internal audit activities and compliance with professional standards, good practice guidance and performance indicators.
- vii. Receive and review the annual report from the internal auditor.

1.7 **High level risk framework**

- i. Provide assurance to the Board that risk management is embedded in the culture of the Group.
- ii. Satisfy the Board that there is a sufficient and systematic review of the risk management arrangements within the Group.
- iii. Risk is a standing agenda item at each Group Risk and Audit Committee meeting.

1.8 **Other**

- i. Consider and make recommendations to the Board on the selection and terms of appointment of other appropriate advisers and consultants.
- ii. Receive, as appropriate, regular reports on any governance issues which may affect the operation of the Group Risk and Audit Committee or the scope or extent of its responsibilities.
- iii. Receive, as appropriate, regular reports on any regulatory or compliance issues which may affect the operation of the Group Risk and Audit Committee or the scope or extent of its responsibilities.
- iv. Review the proportionality, independence and appropriateness of the Group's whistle-blowing policy and follow-up action.

- v. Ensure that appropriate disaster recovery and contingency plans are in place and are tested regularly.

2.0 Composition of Group Risk and Audit Committee

2.1 Number and appointment of Group Risk and Audit Committee Members

- i. The Group Board is responsible for appointing Group Risk and Audit Committee members who will also be Board members in the Group. The Group Risk and Audit Committee is responsible for appointing the Chair of the Group Risk and Audit Committee who must be a Group Board member (but not the Chair).
- ii. The Group Risk and Audit Committee will have a minimum of 3 members and a maximum of 15 members. The Chair of the Group Risk and Audit Committee should be financially qualified and/or have appropriate experience which would qualify her/him to lead the Committee.

3.0 Conduct of Group Risk and Audit Committee meetings

3.1 General

- i. A minimum of four ordinary meetings of the Group Risk and Audit Committee will be held each year at times, dates and places agreed by the Committee but sufficiently prior to a Board meeting to allow timely feedback to that Board meeting. Special meetings may be called as required.
- ii. Unless specifically determined, the Group Risk and Audit Committee will meet in private.
- iii. The quorum for any meeting shall be 3 of the membership of the Group Risk and Audit Committee. In the absence of the Committee Chair, those members present shall select a Chair for the meeting.
- iv. Meetings of the Committee will be serviced by the Executive Assistant/PA to the Chief Executive.
- v. Appropriate members of the Executive Team/Leadership Group, together with the internal auditor and, if requested by the Group Risk and Audit Committee, representatives of the external auditors, shall attend meetings of the Group Risk and Audit Committee. However, the Committee may meet with

the external auditors or internal auditors without any employees being present.

- vi. Employees will withdraw on the instruction of the Chair of the meeting.
- vii. The Group Risk and Audit Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to demand any information it needs from any employee. All employees are required to co-operate with any request made by the Group Risk and Audit Committee.
- viii. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant expertise and experience if considered necessary.

APPENDIX 3 – REMUNERATION AND STAFF WELFARE COMMITTEE REMIT

1.0 Purpose

- 1.1 To consider and determine matters relating to pay, benefits, terms and conditions of the Chief Executive and Executive Team.
- 1.2 To consider and make recommendations to the Board on matters relating to Viewpoint's overall Pay and Benefits and Reward Strategies and Policies.
- 1.3 To consider and make recommendations to the Board on human resource, workforce development and staff welfare strategies and policies
- 1.4 To consider and make recommendations to the Board on Viewpoint's approach to equality, diversity and inclusion and review and monitor the associated strategies

2.0 Membership

- 2.1 The Committee shall comprise a maximum of 15 members and a minimum of 3 members, all of whom shall be non-Executive Directors/Board members. The Chair of the Board may also serve on the Committee as a member. Members of the Committee shall be appointed by the Board.
- 2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as the Chief Executive and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 2.3 Appointments to the Committee are made by the Board and shall be for a period of one year which may be extended for further periods of one year but must not exceed nine years, provided the Board member still meets the criteria for membership of the Board.
- 2.4 The Remuneration Committee shall appoint the Committee Chair. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall choose one of their number (other than the Chair of the Board) to chair the meeting.
- 2.5 The Chair of the Board shall not be Chair of the Committee.

3.0 Secretary

- 3.1 The Chief Executive shall act as the Secretary of the Committee.

4.0 Quorum

- 4.1 The quorum necessary for the transaction of business shall be three members. A duly convened meeting of the Committee at which the quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5.0 Meetings

- 5.1 The Committee shall meet at least twice a year and otherwise as required.
- 5.2 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair.
- 5.3 Unless otherwise agreed, 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 and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

6.0 Minutes of Meetings

- 6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.

7.0 Annual General Meeting

- 7.1 The Committee Chair should attend the Annual General Meeting to answer any shareholder questions on the Committee's activities.

8.0 Duties

- 8.1 The Committee should carry out the duties below for the Board of Viewpoint as appropriate.
The Committee shall:

- 8.2 Determine and agree with the Board the framework of broad policy for the remuneration of Viewpoint's Chief Executive and Executive Team. In determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements. The objective of such policy shall be to ensure that members of the Executive Management of Viewpoint are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of Viewpoint.
- 8.3 When setting remuneration policy for the Executive Team, review and have regard to the remuneration trends across Viewpoint.
- 8.4 Have delegated powers from the Board, after consultation with the Chief Executive, to determine and set the remuneration and benefits package for the Chief Executive.
- 8.5 Have delegated powers from the Board to consider and, if appropriate, to approve the Chief Executive's recommendations for the remuneration and benefits package for other members of the Executive Team.
- 8.6 Review the ongoing appropriateness and relevance of Viewpoint's Reward and Pay & Benefits Policy, and make recommendations to the Board for the implementation of any major changes in employee benefits structures throughout Viewpoint.
- 8.7 Obtain reliable, up-to-date information about remuneration in other similar organisations. To help it fulfil its obligations the Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary, within any budgetary restraints imposed by the Board.
- 8.8 Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the Terms of Reference for any remuneration consultants who advise the Committee.
- 8.9 Ensure that contractual terms on termination, and any payments made, are fair to the individual, and Viewpoint, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- 8.10 Consider and recommend to the Board for approval all human resource related policies and workforce and staff welfare strategies.
- 8.11 Review, recommend to the Board and monitor on behalf of the Board all strategies and policies related to equality, diversity and inclusion.

9.0 Reporting Responsibilities

- 9.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10.0 Other Matters

The Committee shall:

- 10.1 Have access to sufficient resources in order to carry out its duties, including to Viewpoint's secretariat for assistance as required.
- 10.2 Be provided with appropriate and timely training both in the form of an induction programme for new members and on an ongoing basis for all members
- 10.3 Give due consideration to laws and regulations, the provisions of relevant Codes and the requirements of OSCR and the Scottish Housing Regulator.
- 10.4 Arrange for periodic reviews of its own performance and, at least annually, review its Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11.0 Authority

- 11.1 The Committee is authorised by the Board to obtain, at Viewpoint's expense, outside legal or other professional advice on any matters.

APPENDIX 4 – SCHEME OF DELEGATION TO THE SECRETARY AND OFFICERS

General Principles

It is recognised that the effective pursuance of Viewpoint's work will require decisions to be taken without waiting for Board approval, and that many routine matters will fall to be decided by members of staff, in accordance with approved policies.

This Scheme of Delegation describes the arrangements for delegating certain types and areas of decisions or actions to office bearers and/or senior staff. It should be read in conjunction with the Financial Regulations and delegated authorities. The Board's purpose in approving this Scheme of Delegation is to ensure that the work of Viewpoint is not unnecessarily delayed while awaiting decisions which are clearly within the retained authority of the Board and Committees and the general terms of Viewpoint policy.

The office bearers and staff shall therefore seek to use delegated powers to maintain progress in the various areas of work, provided that no policy decisions are taken, major financial commitments entered into or material risks taken without the approval of the Board.

Chair

The Chair or in his her absence the Vice Chair, shall have delegated authority, in consultation with the Chief Executive, to take decisions as required between Board meetings to ensure that there are no unnecessary delays in progressing the work of Viewpoint, subject to each decision being in accordance with Viewpoint's Rules, Board Remit including the provisions for Executive Action and current policies. All such decisions will be reported to the next meeting of the Board for homologation.

The Chair will have delegated authority to sign legal documents on behalf of Viewpoint.

Chief Executive and Secretary

The Chief Executive is the Secretary to Viewpoint. The Secretary's duties and responsibilities will include:

- Calling all meetings, ensuring that all necessary agendas, papers, reports and minutes are produced and issued in accordance with Standing Orders to enable the Board to fulfil their remits;

- Supervising the security and authorising use of Viewpoint's Seal;
- Preparing and submitting all necessary reports and returns to the Financial Conduct Authority, to The Scottish Housing Regulator and to all other statutory bodies;
- Maintaining the register of Association Members and other registers required under the Rules and current policies;
- Signing specified legal documents and cheques on behalf of Viewpoint;
- Ensuring compliance with the Rules;
- Ensuring the Rules are reviewed;
- Making annual statement to the Board on compliance with the Rules.

Chief Executive

The Chief Executive will have delegated authority to:

- Ensure the routine day-to-day pursuance of Viewpoint's business in accordance with all current policies and procedures approved by the Board;
- Incur the day-to-day expenditure for which provision has been made in the budget;
- Authorise capital and revenue expenditure of up to £50,000 and £20,000 respectively for which provision has not been made in Viewpoint's Budget provided it can be demonstrated at the next meeting of the Board that the investment was necessary for the conduct of Viewpoint's affairs. Multiple authorisations for the same or a related item are not permitted;
- Approve changes to the capital budget of up to £100,000 per item and changes to the revenue budget of up to £50,000, where excess expenditure in one heading can be offset by savings in another
- Enter into maintenance and service contracts on behalf of the Board, subject to budget provision as detailed above;

- Appoint Consultants, who have been procured in accordance with the Procurement Policy and will be employed using standard Conditions of Engagement and performance criteria relating to the particular project;
- Sign forms of Building Contracts on behalf of Viewpoint allowing the acceptance of tenders;
- Accept legally binding offers of HAG from The Scottish Government/local authorities, and offers of loan facilities from financial institutions where the Board has approved the application;
- Pay Consultant's fees in accordance with the Conditions of Engagement;
- Take all steps immediately necessary to minimise loss and expense in any emergency situation, including as a result of the determination of a Contractor's employment;
- Pursue action for payment of rent arrears and repossession in accordance with current approved procedures;
- Instruct evictions and due diligence for recovery of related arrears when Decree of the Sheriff Court has been obtained, in accordance with current approved procedures;
- Appoint replacement staff to existing vacancies, and approve changes to the establishment (team and departmental staff structures) provided such changes are within existing budget and all below the level of Director;
- Appoint temporary staff up to any level for periods up to 12 months;
- Authorise staff up to one redundancy;
- Determine claims for compensation from tenants up to £250 in value;
- Implement the decisions of the Board or Working Group which may be established;
- Take disciplinary action, and hear appeals and grievances, in accordance with Viewpoint's procedures;

- Authorise the dismissal of staff up and including third tier posts;
- Approve single redundancies;
- To be in attendance at all Board and sub-Committee meetings.
- Submit Notifiable Events to the Scottish Housing Regulator

Directors

Each Director will have delegated authority to:

- Take decisions in those areas of Viewpoint's activities, which are covered by his/her individual job description, specified in current procedures, or as delegated by the CEO;
- Approve the dismissal of staff up to but not including third tier staff;
- Incur the day-to-day expenditure for which provision has been made in the budget within their particular department or service area;
- Where a lengthy absence of the Chief Executive is anticipated, the CEO shall designate a Director to be authorised to deputise who will have delegated authority to take decisions under the Chief Executive's delegated authority, in consultation with the Chair;
- Liaise with the media in connection with any area of Viewpoint's activities, and represent Viewpoint at meetings with The Scottish Government, the Scottish Housing Regulator and all other public or private organisations in pursuit of Viewpoint's interests, in consultation with the CEO and Chair as necessary;
- To be in attendance at all Board and Committee meetings as required.

APPENDIX 5 – ROLE OF THE CHAIR AND VICE CHAIR

ROLE DESCRIPTION FOR CHAIR (based on SFHA model)

Section 1: Introduction

The Chair of the Board (our Board of Management) has particular duties and responsibilities, and should always remember that he/she is acting on behalf of the Board and not in isolation.

The position of Chair is referred to in Viewpoint's rules and standing orders, and the Chair must always act in accordance with these.

This statement is consistent with the principles set out in the Scottish Housing Regulator's Standards of Governance and Financial Management.

Section 2: Responsibilities

The overall responsibilities of the Chair are to provide leadership to the Board, and to ensure the efficient and proper conduct of the Board's business, acting on occasions under delegated authority on behalf of the Board.

The specific responsibilities of the Chair as follows:

Providing leadership to the Board

- Represent Viewpoint and present constructive views on its behalf.
- Keep the composition, skills and effectiveness of the Board under review, and recommend action to remedy any deficiencies
- Ensure the Board receives professional advice when it is needed;
- Ensure, in the event of a vacancy, in conjunction with other members of the Board, that the post of Chief Executive is filled in a timely and orderly fashion, in accordance with employment legislation, good practice and Viewpoint's own recruitment policy.
- Ensure, in conjunction with the Remuneration Committee, that the remuneration of the Chief Executive is considered, and recommendations made to the Board.
- Arrange, with the Vice Chair and other members of the Board if appropriate, for the annual appraisal of the Chief Executive, and report results to the Board.
- Ensure the Board works effectively with the senior staff;
- Ensure appraisal of the performance of Board Members is undertaken, and that the senior staff officer's appraisal is carried out in accordance with the agreed policies and procedures of Viewpoint; and

- Ensure the training requirements of Board Members, and the recruitment and induction of new Board Members is undertaken.
- Provide ongoing support and guidance to the Chief Executive and (where necessary) initiate any disciplinary action.
- Ensure the Board monitors the use of delegated powers;
- Ensure Viewpoint is represented at external events appropriately;
- The Chair has delegated authority to deal with potential breaches of the Code of Conduct for Governing Body Members and the Entitlements, Payments and Benefits Policy. The Chair has delegated authority, in consultation with other office-bearers, to instruct, progress and conclude investigations carried out in accordance with this protocol.
- A breach of the Code of Conduct for Governing Body Members and the Entitlements, Payments and Benefits Policy is potentially a Notifiable Event. In case of a breach the Chair is responsible for ensuring that the necessary notifications are made to the Scottish Housing Regulator as soon as any breach comes to light, and that the SHR's requirements (as set out in the relevant guidance) in terms of reporting the outcome of the investigation are met.

Ensuring the efficient and proper conduct of the Board's business

- Ensure an overview of business of Viewpoint is maintained;
- Ensure the Agenda for each meeting is set;
- Ensure meetings are conducted effectively;
- Ensure the standing orders, Code of Conduct for Governing Body Members and other relevant policies and procedures affecting the governance of Viewpoint are complied with;
- Ensure that the views of all Board members are sought before any important decision is taken at meetings.
- Decide on any points of order arising at any meetings of the Board
- Keep order and make sure that every member has a fair hearing and an opportunity to express their views on the subject under discussion.
- Decide all matters of order, relevancy and at his/her discretion, alter the order of business at any stage of the meeting
- Exercise a second and deciding vote in the event of a tie in the vote of the Board
- Ensure minutes are approved and decisions and actions arising from meetings are implemented;

Acting under delegated authority on behalf of the Board

- Where necessary, ensure decisions are made under delegated authority for the effective operation of Viewpoint between meetings – see Board Remit on Executive/Emergency Action and Delegated Authority to the Chair;

- Initiate any investigation under the terms of Viewpoint's Code of Conduct for Governing Body Members
- Ensure that Viewpoint's business is efficiently and accountably conducted between Board meetings
- Act as the final authority in relation to appeals and complaints, in accordance with Viewpoint's policies.
- Sign cheques and documents requiring the Board or the Chair's authorisation.

The Chair is offered training where appropriate to help him/her develop his/her skills in relation to the responsibilities associated with the post.

In exercising his/her responsibilities, the Chair may seek the advice and support of the Vice Chair or other Board members, and may be guided by the advice of the Chief Executive. However, the Chair remains solely responsible for the decisions which lie within the responsibilities of the post, and his/her decisions in these matters are final.

The relationship between the Chair and Chief Executive, as leaders of the Board and of the staff group respectively, is vital to the effective governance of Viewpoint. The relationship must be based on good and regular communication, mutual trust and support and an understanding of the respective roles and responsibilities.

ROLE DESCRIPTION FOR VICE CHAIR

Section 1: Introduction

The Vice Chair of the Board has particular duties and responsibilities, and should always remember that he/she is acting on behalf of the Board and not in isolation.

The position of Vice Chair is referred to in Viewpoint's Standing Orders and the Vice Chair must always act in accordance with those Standing Orders.

Section 2: Responsibilities

The overall responsibilities of the Vice Chair are to support the Chair and to stand in for the Chair when required.

The Vice Chair will, with the Chair, carry out the annual appraisal of the Chief Executive and report the results to the Board.

The Vice Chair will be offered training where appropriate and help develop his/her skills in relation to the responsibilities associated with the post.