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| MANAGEMENT COMMITTEE DELEGATED AUTHORITY & STANDING ORDERS |
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DELEGATED AUTHORITY AND STANDING ORDERS OF THE MANAGEMENT COMMITTEE OF PHA

Introduction

The purpose of the Management Committee is to ensure that the Committee of Management places particular emphasis upon its responsibilities for Governance and Health & Safety. It is responsible for overseeing:

- (a) Governance of the Association
- (b) Health & Safety within the Association;
- (c) the welfare of Staff as the employer ;
- (d) the financial control over the Association's budget;
- (e) risk across all areas within the organisation
- (f) Parent in the Group Structure with PSPS as an independent subsidiary.**

Remit of the Management Committee

The Remit of the Management Committee is as follows:

The strategic role of the Management Committee is to determine the direction and objectives of the Association.

Having regard to its strategic role, duty to hold the Association's Senior Management Team to account and to ensure that proper and effective controls and systems for running the Association are in place and are implemented, the following are reserved to the Management Committee:

- appointment of the Chair and Vice Chair;
- appointment and removal of the Director ;
- appointment of Committee Members;
- appointment of Chairs/Vice Chairs of Committees;

- approval of the Business Plan, Budget, and any variations and amendments to same together with any plans or the like considered by the Chair, whom failing the Vice Chair, or the Director to fall within the strategic role of the Board;
- approval of such other plans, projections or the like which the Board decide should be reserved to the Management Committee;
- all matters requiring determination by the Committee in terms of the Business Plan, Budget, or the like expressly reserved for the approval of the Committee in terms of these Standing Orders;
- overriding responsibility for compliance by the Association with registration criteria, performance standards, guidance and regulatory requirements of the Scottish Housing Regulator (and its successors);
- material extension or restriction of the scope of the Association's activities;
- the determination of the policy of the Association;
- payments or benefits in accordance with the regulatory guidance;
- matters reserved to it by the Scheme of Financial Delegation;
- matters of doubt or difficulty which involve, or appear likely to involve, major changes in or departure from the policy of the Association;
- any matter referred to it by a General Meeting;
- reference of a matter to a General Meeting;
- the establishment and dissolution of Sub Committees and the referral and delegation of business to them;
- approval of Stock Transfers ;
- **approval of the creation or dissolution of a Subsidiary ;**
- **appointment of Directors of the Subsidiaries;**
- **overall control of PSPS**

- amendment of these Standing Orders, including the Scheme of Financial Delegation;
- **approval of nomination for election of Independent Board Members**, filling and agreeing procedure for filling casual vacancies, appointment of the Director and appointment of co-optees to Committees;
- any borrowing by the Association;
- any granting of security by the Association;
- monitoring outcomes against Budget; and
- any other matter reserved to the Management Committee in terms of the Rules or these Standing Orders.

Delegation to the Director

Subject to the express reservations to the General Meeting, the Management Committee and to the Committees set out in these Standing Orders, the **Director is authorised and empowered to manage the Association, and its Subsidiaries, and to direct their operations.** The Director is responsible and accountable to the Board.

The Director is responsible for all matters delegated to him/her and the effective implementation and operation of the Scheme of Financial Delegation.

The Director may, consistent with these Standing Orders, including the Scheme of Financial Delegation, delegate such powers, responsibilities and authority to such members of staff of the Association as the Director may from time to time determine.

The Director, in consultation with the SMT & Committee, is responsible for the interpretation of the policies of the Association and the Director is responsible for its implementation.

The Director is responsible for the preparation and effective implementation and operation of a scheme of non-financial delegation under which the Director will delegate such powers, responsibilities and authority to such members of staff of the Association as s/he may from

time to time determine. The Director will provide the Board with such information in respect of this scheme, its implementation and operation as the Board may from time to time reasonably request.

STANDING ORDERS

1. The management committee will elect its own chairperson, who will be an elected member, at the first meeting of the committee following the annual general meeting. The chairperson so elected will become the chairperson of the Association. The management committee will also so appoint the secretary of the Association, the vice-chairperson and any other office bearers at the same meeting. The chairperson and other office bearers may be removed from office only in accordance with the Association's rules.
2. The management committee will normally meet once a month and no less than 6 times in each year. Notification of meetings shall be given no less than 7 days in advance of the meeting. Any special meetings must be called in accordance with Rule 21. Minutes of the previous meeting will normally be circulated in advance for approval.
3. Meetings of the management committee will be called by the secretary in conjunction with the Director. The Chairperson will set the agenda in conjunction with the Director and will chair management committee meetings. In the absence of the chairperson, meetings will be chaired by the vice-chairperson, secretary or a committee member elected from those present.
4. Any committee member wishing to place an item on the agenda shall notify the chairperson in writing of the item they wish to include 7 days before the date of the appropriate meeting, otherwise proposed items will be dealt with at the discretion of the chairperson. The chairperson of the committee shall be empowered to decide the agenda and will rule whether additional items not included on the agenda can be considered as competent business.
5. Any management committee member who absents him/herself from four consecutive meetings of the management committee without special leave of absence shall cease to be a member of the committee. Any committee member wishing to resign will do so in writing to the secretary.

6. Special leave of absence must be formally approved by the management committee and minuted accordingly.
7. Four Committee members shall form a quorum. In the event of a quorum not being present by 30 minutes after the scheduled start of the meeting, the meeting will be reconvened a week hence at the same time and place.
8. In the event of a meeting becoming inquorate after the start, the meeting shall be adjourned.
9. Decisions taken by the management committee will stand on record for 6 months and shall not be discussed, questioned or put to the vote within that period unless on a resolution moved and seconded and supported by two thirds of the committee members present.
10. Staff will attend management committee meetings or submit written reports as required by the committee, chairperson, secretary or Director. Written reports will be considered by the management committee only when circulated in advance, except in exceptional circumstances.
11. Subject to space being available observers will normally be welcome at meetings. The chairperson shall be empowered to decide which observers may attend.
12. Any person wishing to attend the meeting shall give notice in writing to the chairperson 14 days in advance of the meeting if possible or may be permitted to attend without due notice at the discretion of the chairperson.
13. With the agreement of the chairperson observers may speak on items of business at meetings.
14. Meetings will close not more than 2 and a half hours from the scheduled start unless a motion to suspend standing orders in this respect is approved by a majority of those present. This standing order may only be suspended twice within a meeting for a period of fifteen minutes on each occasion.
15. The management committee will review these standing orders at least every 5 years.