STANDING ORDERS

1. Overview

The Association's Standing Orders are largely drawn directly from its Rules and set out how Board business will be conducted. The relevant requirements are that the Association should operate in accordance with its Rules and that the Board should conduct its business with honesty and integrity complying with the values of good governance as outlined in the Scottish Housing Regulator's, Regulatory Standards of Governance and Financial Management. The remit of the Board which identifies its responsibilities and key functions are set out at Appendix 1. The role description and specific responsibilities of Board members are detailed in Appendix 2.

In order to ensure good governance of the Association the Board has put in place these Standing Orders to enable its business to be managed efficiently and effectively.

2. Board Procedures

The Chair

The Chair of the Board shall preside at all meetings. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and Vice-Chair, the members of the Board present at the meeting shall elect a Board member present to be the Chair of that meeting. All questions of order arising at any meeting shall be decided by the Chair of the meeting. The Chair shall have both a deliberative and a casting vote. The role description of the Chair and Vice - Chair are set out in Appendix 4 and 5.

Meetings of the Board

The ordinary meetings of the Board shall be held at least once every two months; in accordance with a rota of suitable dates to be agreed at the end of each calendar year. A special meeting of the Board may be called by a notice in writing given to the Secretary by the Chair or by two Board members specifying the business to be transacted. Any such special meeting shall be called in accordance with Rule 56.1 and shall be held between 10 to 14 days of receipt of the notice by the Secretary and no business shall be transacted at the meeting other than that specified in the notice.

Notice of Board Meetings

Notice of ordinary Board meetings shall be sent to Board members by the Secretary not less than seven days before the date of the meeting. All matters of business for the Agenda shall be in the hands of the Secretary by 4pm on the day preceding that on which the Notice of Meeting is due to be issued. Notice of a special meeting of the Board shall be sent to Board members at least seven days before the date of

the meeting. Proceedings at any meeting shall not be invalidated by any accidental omission to send notice of the meeting to any members.

Business at Board Meetings

The business at Board meetings shall normally follow the order of the Agenda, but the Chair shall have the power to alter the order of business at any stage. With the consent of the members present, business not on the Agenda may be transacted at an ordinary meeting but not at a special meeting. The Board shall have the power to adjourn any meeting to such a date and time as it, or the Chair, may determine. When the adjourned meeting is resumed, the proceedings shall commence at the point at which they were adjourned and shall extend only to items on the Agenda for the original meeting.

Any Other Competent Business

If any Board member or the Chief Executive wishes to raise items in relation to a matter of urgency, and accepted by the majority of the meeting as such, the Secretary must be advised accordingly as early as practicable before the meeting. It shall be at the sole discretion of the Chair of the meeting in question as to whether or not the item(s) so raised shall be considered. Items of other competent business must be related directly to the functions of the Board and require a decision by the Board. Points of information or order will not be deemed to be relevant or competent business and shall not be considered.

Quorum

Four Board members or such greater number as the Board shall determine will form a quorum for a Board meeting. The Board shall not have any of its normal powers unless a quorum is present. The presence of co – optees will not be counted towards the establishment of a quorum for Board or committee meetings.

Minutes

The Secretary, or nominated deputy, in consultation with the Chair of the Association shall prepare minutes of Board meetings and these minutes shall be submitted to the following ordinary meeting of the Board. Where they have previously been circulated, the minutes shall be treated as read. Where they have not been previously circulated, Board members shall be given time to read the minutes before the Board is asked to approve them.

Voting

Voting shall normally be by a show of hands but shall be by secret ballot if such a procedure is requested by one third of the members present at any meeting. A simple majority shall be sufficient to determine any matters, except in the case of a motion to suspend Standing Orders, where a two thirds majority of the members present in favour of the motion shall be necessary. In the event of equality of votes the Chair of the meeting shall have a casting vote in addition to their deliberative vote. Any member of the Board may, without giving reasons, ask that their dissent from any resolution be recorded in the minutes, provided that the request is made at the meeting at which the resolution has been passed.

Notices of Motion

Notices of motion may be given at an ordinary meeting of the Board for consideration at the following ordinary meeting, or in writing to the Secretary not later than 4pm on the day preceding the date on which the Agenda is to be issued. If the members giving notice of the motion is absent when the motion arises to be considered, it shall be placed on the Agenda for the following ordinary meeting. If the member is again absent on that occasion, the motion shall fall.

Motions and Amendments

All motions and amendments must be relevant to the subjects under discussion. The Chair of any meeting shall have the power to rule out of order any motion or amendment that is, in their opinion irrelevant or incompetent. Any motion or amendment must be proposed and seconded before being put to the meeting.

Order of Debate

The Chair of the meeting shall determine the order of debate and a member shall not normally be permitted to speak more than once on the same issue, unless to reply to a question or with the permission of the Chair of the meeting. The proposer of a motion shall have the right to reply before a vote is taken but may not introduce any new matter at that stage. After the proposer of the motion has exercised their right to reply no other member shall speak on the question unless to raise a point of order. All speakers shall address the Chair and all members shall observe order in such circumstances. The selection of, and time limit for, speakers shall be at the discretion of the Chair.

Points Of Order

Any member may raise a point of order in the course of a meeting and all questions of order shall be decided by the Chair of the meeting. No other member shall be permitted to speak to the point of order unless with the Chair's permission.

Motions Contradictory to Previous Decisions

A motion which is contradictory to a previous decision of the Board shall not be competent within six months from the date of adoption of such a decision unless such a motion has been given in writing, signed by one third of the Board members and is specified in the Agenda for the meeting.

Declaration of Interest

If any member or officer has a personal or pecuniary interest, direct or indirect, in any matter under discussion at a meeting of the Board, they shall declare that interest as soon as practicable after commencement of the meeting. The Association’s Rules state that the Board member will be required to leave the meeting while the matter is discussed unless the Board agree that in the circumstances it is appropriate for the member to remain. In any case, they will not be allowed to vote on the matter or to stay in the meeting while any vote on the matter is being held.

In order to facilitate this, the agenda for every Board and committee meeting will include a standing item entitled "Declarations of Interest". This item will be placed on the agenda immediately after the opening item "Apologies for absence". The

procedure for dealing with actual or potential conflicts of interest is set out in the Association's policy on Declarations of Interests by Board members.

Confidentiality

All matters discussed at Board meetings shall be treated in strictest confidence by members and officers in attendance whether or not a particular matter is specifically described as confidential. Breach of confidentiality will be considered a breach of the Association's Code of Conduct for Governing Body members.

Committees and Working Groups

The Board is empowered to appoint committees and working groups, as it may deem necessary, to consider different aspects of the Association's business from time to time. The Board has only one committee at present; the Audit Committee. The remit of the Audit Committee and the responsibilities of the Chair of the Audit Committee are set out in Appendix's 3 and 7 respectively.

At its first meeting after each Annual General Meeting the Board shall agree the membership of both the Audit Committee and any other committee. In order to comply with best practice in governance no committee will be chaired by the Chairperson of the Association but the Chairperson will be entitled to serve as a committee member or attend any committee meetings as an observer. A quorum for committees will be three members. All committees shall be bound by the provisions of the Association's Standing Orders.

Closure of Meetings

No meeting shall continue for more than two hours beyond the time for which the meeting is called unless with the approval of at least two thirds of the members present after the expiry of that time, and the approval of the suspension of Standing Orders. A meeting shall be automatically adjourned after four hours from the time for which it was called and shall resume on such date and time as the meeting shall decide.

Suspension of Standing Orders

A motion to suspend Standing Orders shall not succeed unless it is supported by at least two thirds of the members present at the meeting at which the motion is proposed.

Enforcement of Standing Orders

It shall be the duty of the Chair of any meeting in consultation with the Vice-Chair to ensure that Standing Orders are observed and enforced at all meetings.

Manor Estates Housing Association Ltd.

Board Remit

1.0 Introduction:

The Board is the Association's governing body and, as the organisation has charitable status, Board members are also charity trustees.

The Board has ultimate authority and responsibility for all the Association's work. Day to day operational management is delegated to senior staff within the limits set out in the Delegated Authorities.

In fulfilling its obligations the Board will comply and regularly review compliance with the Regulatory Standards of Governance and Financial Management as prescribed by the Scottish Housing Regulator, these being:

- The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.
- The RSL is open about and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these priorities.
- The RSL manages its resources to ensure its financial well – being and economic effectiveness.
- The governing body bases its decisions on god quality information and advice and identifies and mitigates risk to the organisation's purpose
- The RSL conducts its affairs with honesty and integrity
- The governing body and senior officers have the skills and knowledge they need to be effective.

2.0 Responsibilities of Board

The Board is responsible for:

- Ensuring the Association is well governed and achieves its overall purpose.
- Providing leadership to the Association and determining its overall business strategy.

- Controlling the Association's business activities and ensuring compliance with all legal, regulatory and best practice standards.

- Ensuring tenants and other customers receive high quality services that are good value for money.

- Ensuring the Association remains solvent and makes proper use of its financial and other resources.

- Employing, directing and supporting staff and ensuring they are effective in managing the Association's business.

3.0 Key Functions of Board

The Board's key functions are to:

- Set the overall strategy by developing, approving and monitoring the Association's and the overall plans for improving services and business development.

- Approve all major policies on governance, financial management, housing services and employment; business changes and new activities.

- Make major financial decisions about the use of resources, including setting the annual budget and rent increase.

- Monitor Income and Expenditure activity and oversee the Association's strategy on borrowing money.

- Oversee the way the Association manages risk; identify major issues, confirm mitigating actions and take account of these in making decisions.

- Act as the employer of staff; approve arrangements for pay, conditions of service and pensions.

- Review performance; track how major strategic decisions are put into practice and what results are being achieved.

- Monitor and respond to the quality of service tenants receive and levels of tenant satisfaction.

- Critically examine how efficient and effective the Association is in all activities, ensuring it makes best use of resources and provides value for money in all its activities.

Role Description for Board Members
of
Manor Estates Housing Association Ltd.

Role Description for Board Members of Manor Estates HA

1. Introduction

"The Governing Body leads and directs the RSL to achieve good outcomes for its tenants and other service users." Regulatory Standards of Governance and Financial Management, Standard 1[1]

1.1 This role description has been prepared to set out the responsibilities that are associated with being a board member of Manor Estates Housing Association (MEHA). It should be read in conjunction with the accompanying person specification and MEHA's Rules and Standing Orders.

1.2 MEHA is a Registered Social Landlord and a Scottish Charity. The role description reflects the principles of good governance and takes account of (and is compliant with) the expectations of the Regulatory Standards of Governance and Financial Management for Scottish RSLs and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).

1.3 MEHA encourages people who are interested in the Association's work to consider seeking election as a board member and is committed to ensuring broad representation from the communities that it serves. Board members do not require 'qualifications' but, from time to time, we will seek to recruit people with specific skills and experience to add to or expand the existing range of skills and experience available to ensure that the governing body is able to fulfil its purpose. We have developed a profile for the board member which describes the skills, qualities and experience that we consider we need to lead and direct MEHA and carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.

1.4 This role description applies to all members of the board, whether elected or co-opted or appointed, new or experienced. It is subject to periodic review.

2. Primary Responsibilities

2.1 As a board member, your primary responsibilities are, with the other members of the governing body, to

- Lead and direct MEHA's work
- Promote and uphold MEHA's values
- Set and monitor standards for service delivery and performance
- Control MEHA's affairs and ensure compliance
- Uphold MEHA's Code of Conduct and promote good governance

2.2 Responsibility for the operational implementation of MEHA's strategies and policies is delegated to the Chief Officer.

3. Key Expectations

3.1 MEHA has agreed a Code of Conduct for Board Members which every member is required to sign on an annual basis and uphold throughout their membership of

[1] Scottish Housing Regulator (February 2020) *Regulation of Social Housing in Scotland: Our Framework* available here

the governing body.

3.2 Each Board member must accept and share collective responsibility for the decisions properly taken by the board. Each Board Member is expected to contribute actively and constructively to the work of MEHA. All members are equally responsible in law for the decisions made.

3.3 Each member must always act only in the best interests of MEHA and its customers, and not on behalf of any interest group, constituency or other organisation. Board Members cannot act in a personal capacity to benefit themselves or someone they know.

4. Main Tasks

- To contribute to formulating and regularly reviewing MEHA's values, strategic aims, business objectives and performance standards
- To monitor MEHA's performance
- To be informed about and ensure MEHA's plans take account of the views of tenants and other customers
- To ensure that MEHA operates within and be assured that MEHA is compliant with the relevant legal requirements and regulatory frameworks
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that MEHA is adequately resourced to achieve its objectives and meet its obligations
- To oversee and ensure MEHA's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants
- To act, along with the other members of the governing body, as the employer of MEHA's staff
- To ensure that MEHA is open and accountable to tenants, regulators, funders and partners

5. Duties

- Act at all times in the best interests of MEHA
- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the governing body and sub-committees
- Contribute effectively to discussions and decision making
- Exercise objectivity, care and attention in fulfilling your role
- Take part in ongoing training and other learning opportunities

- Take part in an annual review of the effectiveness of MEHA's governance and of your individual contribution to MEHA's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent MEHA positively and effectively at all times, including in local communities and when attending meetings and other events
- Respect and maintain confidentiality of information
- Treat colleagues with respect and foster effective working relationships within the governing body and between the governing body and staff
- Be aware of and comply with our policy on the restrictions on payments and benefits
- Register any relevant interests as soon as they arise and comply with MEHA's policy on managing conflicts of interest

6. Commitment

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

Activity	Time
Attendance at up to 8 regular meetings of the board	**16 hours**
Reading and preparation for meetings of the board	**16 hours**
Attendance at up to 4 sub-committee meetings	**8 hours**
Reading and preparation for sub-committee meetings	**4 hours**
Attendance at annual planning and review events (including individual review meeting)	**8 hours**
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	**2 hours**
Attendance at internal briefing and training events	**4 hours**
External Training and conference attendance (may include overnight stay or weekend)	**8 hours**
Total	**66 Hours**

7. What MEHA Offers Board members

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

7.2 In return for your commitment, MEHA offers:

- A welcome and introduction when you first join the boardy;
- A buddy from the governing body for the first six months, with ongoing support

- Clear guidance, information and advice on your responsibilities and on MEHA's work
- Formal induction training to assist settling in
- Papers which are clearly written and presented, and circulated in advance of meetings
- The opportunity to put your experience, skills and knowledge to constructive use
- The opportunity to develop your own knowledge, experience and personal skills
- The chance to network with others with shared commitment and ideals

8. Review

8.1 This role description was approved by the Board on Aug 2021. It will form the basis of the annual review of the effectiveness of your contribution to our governance.

APPENDIX 3

MANOR ESTATES HOUSING ASSOCIATION Ltd.

REMIT OF AUDIT COMMITTEE

The purpose of the Audit Committee is to oversee the Association's accounting and internal control systems and to oversee the Association's external and internal audit.

The Financial Reporting Council provides guidance on the role of the Audit Committee in its publication 'Guidance on Audit Committees' (2016). The Audit Committee is an independent, advisory committee of the Association's Board. It is appointed and responsible to the Board.

The Board has delegated authority to the Audit Board to:

- Advise the Board whether an adequate system of accounting and internal control exists, and to make recommendations for its improvement
- Consider the Internal Auditor's annual report on the effectiveness and efficiency of the Association's systems of Accounting and Internal Financial Control and recommend whether the Board should accept it
- Consider the Internal Financial Control statement and recommend whether the Board should accept it for inclusion in the Annual Accounts
- Recommend the appointment or re-appointment of external auditors to the Board and negotiate their fee.
- Review and make recommendation in relation to the Association's Risk Management Strategy, monitor corporate risks regularly ensuring mitigating arrangement are in place.
- Agree the timing of external audit work and ensure compliance with all appropriate statutes, regulations and guidance
- Receive the external auditor's Audit Findings letter, report its contents to the Board and reply on its behalf
- Ensure the Association has an appropriate internal audit function and appoint or re-appoint the internal auditor, including agreeing terms of reference and fees
- Review and agree the planned programme and scope of internal audit work and ensure its completion
- Consider internal audit reports, their recommendations and management responses and ensure implementation of recommendations

- Report to the Board each year on the internal audit work and ensure its completion

- Identify any additional internal audit work required, recommend to the Board that it be undertaken and, on approval, commission it and receive a report

Role Description for Chair
of
MANOR ESTATES HOUSING ASSOCIATION Ltd.

Role Description for Chair of Manor Estates HA

1. Introduction

1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of Manor Estates HA [and to the Chairs of Manor Estates HA's sub-committees]. The responsibilities described here are additional to those set out in the board members' role description. It should be considered alongside Manor Estates HA's Rules Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy.

1.2 This role description will be used to support the annual review of the governing body's effectiveness. It will be used to appoint the Chair [and sub-committee Chairs] after each AGM. Board Members who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here before the election takes place.

1.3 In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.

1.4 As set out in the Standing Orders, the Chair of Manor Estates HA may not also serve as the Chair of a sub-committee and each sub-committee must elect a different Chair.

1.5 An overview of the Role of the Chair is outlined in Rule 59.6 of Manor Estates HA's Rules.

1.6 The Chair will be elected by the board each year at the first board meeting following the AGM. Whilst the Chair of Manor Estates HA can be re-elected, in accordance with Rule 59.11 of Manor Estates HA's Rules, they cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five year maximum term.

1.7 In the spirit of Manor Estates HA's rules, if an individual has served five years as Chair, they should not be subsequently re-elected as Chair at any point.

2. Key Responsibilities

2.1 The Chair must act, and be seen to act, at all times on behalf of the governing body. The Chair's key responsibilities are:

- To lead the board [or sub-committee] constructively, provide direction and manage meetings effectively
- To develop and maintain a constructive and positive working relationship between the Chair and senior staff
- To uphold Manor Estates HA's Code of Conduct and promote good governance
- Ensure decision making complies with Standing Orders and Scheme of Delegation
- To be a positive and effective ambassador for Manor Estates HA

- To ensure that Manor Estates HA's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required

- To be accountable for the actions of the Chair

3. Leadership and Direction

3.1 The Chair is expected to:

- Lead by positive action and example

- Represent Manor Estates HA positively and effectively

- Set the style and tone of governing body [or sub-committee] meetings to ensure effective and participative decision making

- Promote and uphold the Code of Conduct for Manor Estates HA's board

- Ensure that the necessary arrangements are in place to enable Manor Estates HA to honour its obligations, achieve its objectives and meet agreed targets

- Demonstrate and support the principles of good governance at all times

- Ensure that the governing body has access to the range of skills, knowledge and experience necessary for the achievement of Manor Estates HA's aims and objectives and for the fulfilment of the governing body's responsibilities

- Ensure that the governing body has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought

- Provide support to new and experienced governing body members by promoting access to relevant induction, training and development opportunities

4. Working with the Chief Executive

4.1 The Chair should:

- Establish a constructive relationship with the Chief Executive and ensure that their respective roles of leading and managing are recognised and promoted effectively. [Sub-committee Chairs should establish similar relationships with the relevant senior staff member].

- Ensure that the conduct of Manor Estates HA's business continues effectively between meetings of the governing body and act under delegated or emergency authority when necessary

- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Chief Executive, in accordance with Manor Estates HA's agreed recruitment practices

- Carry out, with at least one other governing body member, the Chief Executive's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the governing body.

- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the Chief Executive

- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Chief Executive, in accordance with Manor Estates HA's agreed procedures

5. Promoting Good Governance

5.1 The Chair is required to:

- Promote and demonstrate the highest standards of ethical conduct and integrity

- Build and sustain constructive relationships with other office bearers, members of the board and senior staff

- Initiate any investigation under the terms of Manor Estates HA's Code of Conduct

- Chair all general meetings of Manor Estates HA in accordance with the Rules

- Chair all board meetings of Manor Estates HA, in accordance with the Rules and Standing Orders

- Ensure that all board members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention

- Ensure that effective induction and ongoing training and support are provided to all board members and that annual performance reviews are conducted in accordance with Manor Estates HA's policy

- Manage meetings inclusively and effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically

- Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively

6. Conduct of HA's Business

6.1 The Chair is expected to:

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

7. Monitoring and Review

7.1 This role description was approved by the board on August 2021. It will be reviewed not later than August 2027.

Appendix 5

Role Description for Vice - Chair
of
MANOR ESTATES HOUSING ASSOCIATION Ltd.

Role Description for Vice Chair of Manor Estates HA

1. Introduction

1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of Manor Estates HA. The responsibilities described here are additional to those set out in the board members' role description. It should also be considered alongside:

- the Role Description for the Chair of Manor Estates HA;
- Manor Estates HA's Rules; and
- Manor Estates HA's Standing Orders.

1.2 In the event that the Chair of Manor Estates HA is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.

1.3 The position of Vice Chair will be elected by the governing body, every year at the first meeting following the AGM.

1.4 In accordance with Rule 59.11 of Manor Estates HA's Rules, the Chair cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five-year maximum term.

1.5 When the Chair stands down, the Vice Chair in post will be asked if they wish to stand for election to become Chair**.**

1.6 The role of Vice Chair must be carried out by a governing body member, and may also be carried out by a former office bearer.

2. Role of Vice Chair

2.1 The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair of Manor Estates HA. Therefore, this role description must be read in conjunction with the Role Description for the Chair of Manor Estates HA**.**

2.2 When known in advance, the Vice Chair should ensure that they are available for any board meeting that the Chair is unable to attend – e.g. where the Chair has booked a holiday. Close liaison with the Chair is a key requirement of the role.

2.3 The individual holding the post of Vice Chair will gain training and insight as to whether they would like to consider performing the role of Chair in the future.

3. Monitoring and Review

3.1 This role description was approved by the board on August 2021**.** It will be reviewed not later than 2027.

Appendix 6

Role Description
for
Secretary of Manor Estates Housing Association Ltd.

Role Description for Secretary of Manor Estates HA

1. Introduction

1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of Manor Estates HA. It should also be considered alongside Manor Estates HA's Rules and Standing Orders.

2. Duties of the Secretary

2.1 Manor Estates HA's Rules specify the Role of the Secretary in detail. All references to the Secretary within Manor Estates HA's Rules are provided as Annex 1

2.2 The duties of the secretary include:

- Calling and going to all Annual General Meetings, Special General Meetings and governing body meetings
- Keeping the minutes for all Annual General Meetings, Special General Meetings and board meetings
- Sending out letters, notices calling meetings and relevant documents to Members before a meeting
- Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator
- Ensuring compliance with Manor Estates HA's Rules
- Keeping the Register of Members and other Registers required by Manor Estates HA's Rules

3. Monitoring and Review

3.1 This role description was approved by the board on August 2021. It will be reviewed not later than 2027.

Annex 1 – References to Secretary Within Manor Estates HA's Rules

1. Rules Relating to Correspondence with Members

Rule 10

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

Rule 11.1.1

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

Rule 11.1.4.2

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

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

2. Rules Relating to Annual and Special General Meetings

Rule 21.1

All general meetings other than annual general meetings are known as special general meetings. The Secretary will call a special general meeting if:

21.1.1 the Board requests one; or

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

Rule 21.2

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

Rule 21.3

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

Rule 21.4

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

Rule 22.1

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

give details of:

22.1.1 the time, date and place of the meeting;

22.1.2 whether the meeting is an annual or special general meeting;

22.1.3 the business for which the meeting is being called

Rule 22.2

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

Rule 27.6

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

3. Rules Relating to Board Meetings and Special Board Meetings

Rule 50

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

Rule 56.1

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

Rule 56.3

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

4. Rules Relating to the Role of the Secretary

Rule 59.1

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

duties until the Secretary returns.

Rule 59.2
The Secretary and the other Office Bearers will be controlled, supervised and instructed by the Board.

Rule 59.3
The Secretary's duties include the following (these duties can be delegated to an appropriate employee with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner):

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

Rule 59.4
The Secretary must produce or give up all the Association's books, registers, documents and property whenever requested by a resolution of the Board, or of a general meeting.

Rule 59.10
The Chair can resign their office in writing to the Secretary and must resign if they leave the Board or is prevented from standing for, or being elected to the Board under Rule 43. The Board will then elect another Board Member as Chair.

Rule 63
The Association shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 and record the execution in the register. The use of a common seal is not required. The Association may have a seal which the Secretary must keep in a secure place unless the Board decides that someone else should look after it. The seal must only be used if the Board decides this. When the seal is used, the deed or document must be signed by the Secretary or a Member of the Board or another person duly authorised to subscribe the deed or document on the Association's behalf and recorded in the register.

Rule 68
At the last Board Meeting before the annual general meeting, the Secretary must confirm in writing to the Board that Rules 62 to 67 have been followed or, if they have not been followed, the reasons for this. The Secretary's confirmation or report must be recorded in the minutes of the Board Meeting.

Rule 75.1
Every year, within the time allowed by the law, the Secretary shall send to the Financial Conduct Authority the annual return in the form required by the Financial Conduct Authority.

Rule 75.2

The Secretary must also send:

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

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

Rule 85

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

Appendix 7

Role Description
for
Chair of the Audit Committee
of

The role of the Chair of the Audit Committee is to lead that committee by:

1. Fulfilling the requirements of the Audit Committee as specified in the agreed remit.
2. Chairing all Audit Committee meetings in accordance with the Association's standing orders and ensure efficient management of meetings
3. Ensuring that standing orders, code of conduct for Board members and other relevant policies and procedures affecting the governance of the Association are complied with
4. Ensuring the committee works effectively with senior staff in fulfilling the remit of the Audit Committee.
5. Where necessary, initiating any investigation under the terms of the Association's Code of Conduct for Board Members.
6. Maintaining an overview of the business of the Association and making such recommendations to the Board as are deemed appropriate.
7. Ensuring decisions and actions arising from Audit Committee meetings are implemented in accordance with delegated responsibilities.
8. Ensuring that, where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings
9. Ensuring the Audit Committee monitors the use of delegated powers
10. Ensuring the Audit Committee receives professional advice when it is needed
11. Representing the Association at external events from time to time