

TERMS OF REFERENCE FOR THE HOUSING ASSOCIATION MANAGEMENT COMMITTEE

1.0 PURPOSE

1.1 The Housing Association Management Committee is collectively responsible for ensuring the success of the Blochairn HA and its compliance with all legal and regulatory obligations. It has responsibility for setting the Association's overall values and objectives, ensuring that high standards of integrity and probity are maintained and for management oversight of the Association as a whole and its constituent parts.

1.2 In practice this means that the Association Management Committee will set policy and strategy and will monitor the performance of the Association in achieving strategic, operational and financial objectives. The Governance Structure should be as simple as possible to allow it to

comply with the Scottish Housing Regulator (SHR) Standards of Governance and Financial Management and Constitutional Requirements. In undertaking its role, the Management Committee will seek to avoid replicating or repeating the work of Sub-Committees.

1.3 It is the Association Management Committee's responsibility to ensure that the Association remains financially viable, that a balanced and comprehensive assessment of the financial position and associated risk is presented on a regular basis and that a sound system

of internal control is maintained.

1.4 The Association Management Committee and sub - committees work to ensure that responsibilities across the Association are met. Legal and regulatory requirements mean that there will always be key tasks that must be reserved for the Association Management Committee and may not be delegated. This is in order that it can properly exercise its control responsibilities and realise the benefits of the Association.

1.5 In addition to ensuring that the Management Committee performs its key roles effectively, all Management Committee members hold the responsibility of company Directors and have a fiduciary responsibility to the Association. The

Regulator also expects the Management Committee to ensure that the Association's interests are protected.

1.6 Therefore, in conducting its business, Association Management Committee Members must, at all times, concern themselves with two principal questions:

- i) Whether the Association is keeping within its objectives and powers;
- ii) Whether its actions are financially responsible.

2.0 Role and Duties of the Association Management Committee

2.1 Governance

- i. To ensure the Association complies with its constitution and its legal obligations and ensure compliance with the SHR Regulatory Standards by reviewing and approving the Association's corporate governance arrangements and documentation and approve changes to ensure they are fit for purpose.
- ii. To establish a framework of delegation to Management Committees, committees and staff.
- iii. As required, to create standing or other committees or working Associations to which business may be delegated or referred for detailed consideration.
- iv. To annually assess the skills, knowledge, diversity and objectivity of the Management Committee to provide capable leadership.
- v. To approve the appointment (and if necessary, removal) of Association Management Committee and Committee Members after consideration where appropriate, of any recommendations received from a sub-committee of the Management Committee established to recruit Management Committee members.
- vi. To ensure arrangements are in place to review Association Management Committee collective performance, individual Management Committee Member performance and arrangements for succession planning.
- vii. To consider any matter referred to it by a General Meeting.
- viii. To establish a framework for internal control and risk management across the Association.

- ix. To appoint, and, if required, remove the Association Chief Executive
- x. To carry out the annual appraisal, set the annual objectives and agree remuneration and any contractual changes for the Association Chief Executive.
- xi. To input into the appointment of and, if required, the removal of Directors and other members of the Executive Team as judged appropriate.
- xii. To approve the appointment of the Association's principal professional advisers.
- xiii. To appoint and if necessary, remove the Association Secretary.
- ix. To approve and if necessary, remove the Association's auditors and have in place arrangements for maintaining an appropriate relationship with internal and external auditors.
- x. To account for its activities to shareholders at an AGM to be called each year and to call general meetings as necessary in accordance with its rules.
- xi. To approve this schedule of matters reserved for Association Management Committee decision.

2.2 Statutory Duties

- i. To approve the Association's annual report and accounts prior to publication.
- ii. To approve an appropriate statement for inclusion in the annual report/annual accounts on the effectiveness of the Association's systems for risk management and internal control.
- iii. To approve Housing Association regulatory returns prior to submission, including the signing of the Annual Assurance Statement.
- iv. To ensure that the Association's affairs are conducted lawfully and in accordance with generally accepted standards of performance and propriety.
- v. To ensure that the Association's legal and regulatory obligations are met as landlord, employer and steward of public or other funds.

2.3 Strategy and business planning

- i. To set the Association's vision, values, long term strategic direction and objectives.
- ii. To agree and oversee the Association and Association business plans to achieve its purpose and intended outcomes for tenants, customers and other service users. This includes long term financial projections and any material changes to it.
- iii. To approve an organisational approach to strategic performance management and reporting.
- iv. To approve changes to the Association structure including the entry of new Association members and changes to the top level management structure.
- vii. To approve material expansion of the business into new activities or geographic areas.
- viii. To approve any decision to cease to operate all or a material part of the Association's business.
- ix. To approve material partnerships or alliances in pursuit of strategic objectives.

2.4 Association Policies

- i. To approve and periodically review the Association's key policy frameworks and strategies.

2.5 Operational

- i. To approve the annual operating and capital expenditure budgets and any material changes to them.
- ii. To approve any significant changes in accounting policies or practices.
- iii. To monitor and review performance in relation to achieving approved plans and budgets and the implementation of Association decisions and satisfy itself that financial and other management information is accurate.

- iv. To receive reports on and review the effectiveness of internal control and risk management processes and satisfy itself that systems in place are robust and defensible.
- v. To make decisions on all matters that might create significant financial or other risk to the organisation, or which raise material issues of principle.
- vi. To approve material development projects and new business opportunities outside of agreed plans.
- vi. To consider any areas in which improved value for money and / or quality of service could be obtained.
- vii. To approve the prosecution, defence, or settlement of litigation material to the interests of the Association.
- viii. To ensure that the Association maintains effective relationships with central government, local authorities, regulatory bodies, other statutory bodies, and partner organisations.
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- x. To receive and consider any reports received from regulators.