

## Rural Stirling Housing Association

### Board Remit

1.1 The Board of Management (BoM) is ultimately responsible for the strategic direction, governance and overall control of Rural Stirling Housing Association (RSHA). The BoM will lead and direct RSHA in accordance with its Rules and will determine its strategy to ensure that the association's Aims and Objectives are achieved.

1.2 To streamline its work, the BoM may delegate some of its responsibilities to committees and working or task groups, established in accordance with RSHA's Rules, and to the Chief Executive in accordance with RSHA's Standing Orders. The remit and membership of any such committee or working / task group must be approved by the BoM. Board members are expected to join at least one committee but no committee shall have as its members every member of the BoM.

1.3 The BoM will have at least seven and not more than fifteen members (including co-optees) elected in accordance with its Rules. All Board members are expected to attend meetings and vote in accordance with RSHA's Rules, Standing Orders and Code of Conduct.

1.4 The BoM will normally hold seven meetings each year. The quorum for meetings is six members of the BoM, excluding co-optees who will not contribute to the quorum.

1.5 The BoM will be supported by RSHA's Chief Executive who will ensure that the BoM and its activities are effectively serviced and supported. The CEO will attend all meetings of the BoM and will act as principal advisor; s/he and the Senior Management Team will provide advice and information to the BoM but do not have any voting rights.

### Purpose

2.1 The BoM will exercise the responsibilities set out in RSHA's rules. The BoM is responsible for leading the development of RSHA's aims, objectives, strategy and planning. The BoM is responsible for monitoring their effective implementation, ensuring their achievement and overseeing performance.

2.2 The BoM is responsible for ensuring that RSHA complies with all legal and regulatory requirements. The BoM is also responsible for ensuring that RSHA is adequately resourced and effectively managed to meet its aims and objectives and its obligations and commitments to tenants and customers.

## Aims, Objectives and Values

### 3.1 The BoM will:

- Define and ensure compliance with RSHA's aims, objectives, values and standards, in accordance with its rules, legislation and regulatory expectations
- Uphold and promote RSHA's aims, objectives, values and standards to customers, tenants, service users, staff, partners and stakeholders
- Agree, uphold and ensure compliance with a Code (or Codes) of Conduct for Board members and staff to meet the highest ethical standards of integrity and probity
- Ensure that RSHA conducts its affairs openly, honestly and with integrity and that the values of equality, diversity and dignity at work are upheld and promoted

## Governance

### 4.1 The BoM will:

- Promote the highest standards of governance in all of RSHA's activities and ensure compliance with regulatory expectations and good practice advice
- Establish a framework for developing, implementing, monitoring and reviewing policies and plans to achieve RSHA's objectives
- Ensure that strategic plans, policies and operational practices are informed by the views of tenants, service users and other customers
- Promote and maintain an effective working relationship with the CEO based on clear delegation and open communication
- Ensure that the Board has the necessary skills, knowledge and expertise to carry out its functions
- Approve the remits and/or terms of reference and composition of all committees and working groups established by the Board and monitor their activities
- Develop, promote and maintain strategic alliances and partnerships with other bodies. Where RSHA is represented on outside bodies, the Board will approve the nature of the representation and will receive periodic reports
- Assure itself annually that RSHA complies with all regulatory and statutory requirements as required by the Scottish Housing Regulator

4.2 The BoM will adopt and implement a framework for the support, training and regular appraisal of its members.

4.3. The BoM will ensure that the CEO's performance is appraised annually, in accordance with RSHA's agreed policy and procedures

4.4 The BoM will always act in and seek to promote the best interests of RSHA, its tenants and service users.

## Strategy, Planning and Performance

5.1 The BoM will develop, agree and oversee the implementation of RSHA's strategic and corporate plans, including the:

- Business Plan
- Financial Viability Plan
- Treasury Management Policy
- Asset Management Strategy
- Development Strategy, Strategy and Strategic Housing Investment Plan
- Annual Budget
- Risk Management Strategy

5.2 The BoM will

- adopt and oversee the implementation of a framework for the development and review of strategy and policies to support the delivery of corporate objectives and ensure compliance with statutory and regulatory requirements
- ensure that the development and implementation of RSHA's policies and plans are informed by the views of tenants, service users and stakeholders and that they comply with all relevant statutory and regulatory requirements and guidance
- agree targets for service delivery and business performance and ensure the establishment and implementation of an appropriate framework for monitoring their achievement that includes comparison of RSHA's performance against those of relevant peer organisations
- adopt appropriate frameworks to ensure robust internal control, the effective management of risk and clear delegation of authority to committees and the CEO
- oversee the development and maintenance of effective strategic alliances and partnerships and ensure that RSHA contributes to the development of plans and strategies by other bodies that are relevant to the achievement of its own strategic aims and objectives
- approve any new initiatives, business partnerships or business activities that are introduced outwith the Business Plan

## Resources

6.1 The BoM will ensure that RSHA has the necessary financial, human and other resources to meet its aims, objectives and targets.

6.2 The BoM will:

- Approve the terms of RSHA's borrowing and investments and ensure that all such activities comply with legal and regulatory requirements and with RSHA's Rules and internal policies
- Ensure the availability of sufficient grant and loan finance, on appropriate terms, to support the achievement of RSHA's objectives

- Approve the terms of RSHA's annual rent and service charge increase
- Approve the acquisition of land or sites for new development
- Approve the acquisition and / or disposal of assets
- Approve the annual budget to support the effective achievement of RSHA's aims and ensure the delivery of services and implementation of policies in accordance with statutory, regulatory and good practice requirements and agreed targets
- Monitor RSHA's financial position by reviewing the quarterly management accounts
- Approve virement between internal budgets in accordance with the Scheme of Delegation
- Approve additional and/or emergency expenditure in accordance with the Scheme of Delegation
- Agree and ensure the effective implementation of an appropriate organisational structure to achieve RSHA's aims and objectives and keep this under periodic review
- Undertake all the functions associated with RSHA's role as an employer and establish and oversee the implementation of an appropriate framework for the recruitment, remuneration, support and employment of staff
- Appoint (and if necessary dismiss) the CEO; approve his/her salary, benefits and terms of employment and ensure that s/he is effectively supported and his/her performance appraised at least annually

## Compliance, Control and Accountability

7.1 The BoM will ensure that RSHA complies with its Rules and all statutory and regulatory requirements. It will ensure that RSHA applies good practice in all its activities.

7.2 The BoM will approve regulatory returns and submissions are made in accordance with the Standing Orders and ensure that all such returns required are made accurately and submitted timeously.

7.3 The BoM will, following its consideration by the Audit and Risk Committee, receive the auditor's report, approve the audited accounts for recommendation to the AGM and agree the recommendation to be made to members in respect of the appointment or re-appointment of the Auditor.

## Subsidiary Bodies and Related Organisations

8.1 The Board will approve the establishment of any subsidiary or related organisation, the terms of the Independence Agreement (or equivalent) and the terms of any loans or other financial or resource arrangements between a subsidiary or related organisation and RSHA. As part of its approval consideration, the Board shall ensure that the establishment of any subsidiary accords with statutory and regulatory requirements and will specifically consider how the subsidiary will contribute to achieving the aims and objectives of RSHA and the consequent risks and benefits imposed on RSHA.

8.2 The Board will, at least once a year, receive and consider a report on the activities of each / all of RSHA's subsidiaries and related organisations.

8.3 The Board will approve the strategic and business plans of Venachar and any other subsidiary established by RSHA.

8.4 The Board will approve and keep under review the terms of RSHA's involvement in any joint venture.

## Review

9.1 This remit was approved by the Board at its meeting on 23<sup>rd</sup> May 2019 and cannot be amended without its approval. It will be reviewed by the Board not later than May 2021.