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Policy Name	Standing Orders
Policy Author	Director
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West Whitlawburn Housing Co-operative will provide this policy on request at no cost, in larger print, in Braille, in audio or other non-written format, and in a variety of languages. Please contact the office.



Registered with the Scottish Housing Regulator No. 203
Registered Charity No. SCO38737, VAT Registration No. 180223636
Registered society under the Co-operative and Community Benefit Societies Act 2014

Governance

Regulatory Standards:

Standard 1 The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.

Guidance

- 1.2 The RSL's governance policies and arrangements set out the respective roles, responsibilities and accountabilities of governing body members and senior officers, and the governing body exercises overall responsibility and control of the strategic leadership of the RSL.
- 1.3 The governing body ensures the RSL complies with its constitution and its legal obligations.
- 1.4 All governing body members accept collective responsibility for their decisions.
- 1.5 All governing body members and senior officers understand their respective roles, and working relationships are constructive, professional and effective.
- 1.6 Each governing body member always acts in the best interests of the RSL and its tenants and service users and does not place any personal or other interest ahead of their primary duty to the RSL.
- 1.7 The RSL maintains its independence by conducting its affairs without control, undue reference to or influence by any other body (unless it is constituted as the subsidiary of another body).

1. Introduction

- 1.1 These Standing Orders have been approved by the Management Committee (the Committee) of West Whitlawburn Housing Co-operative (WWHC) as a framework for the effective and proper conduct of business and to specify the delegated authority and financial regulations within which we operate.
- 1.2 All matters that are not specified in these Standing Orders are reserved to the Committee. Where authority is delegated to staff, the delegated authority is in respect of operational matters only.
- 1.3 The Standing Orders take account of our Rules, legislative and regulatory requirements and good practice advice. In the event of a conflict between these Standing Orders and the Rules, the Rules will prevail.
- 1.4 The Standing Orders and associated appendices can only be amended with the approval of the Committee. They will be reviewed at least every three years.

2. The Management Committee

- 2.1 The Committee is responsible for:
 - Providing effective leadership, control and direction of WWHC's work.
 - Exercising good governance across all our activities.
 - Ensuring we set and achieve our strategic aims and objectives.
 - Ensuring that we comply with all legislative and regulatory requirements.
 - Promoting and upholding WWHC's values
- 2.2 The Committee has agreed a remit which specifies its responsibilities and duties which is **Appendix 1** of this document.
- 2.3 The Committee will meet at least six times each year.

3. Sub Committees

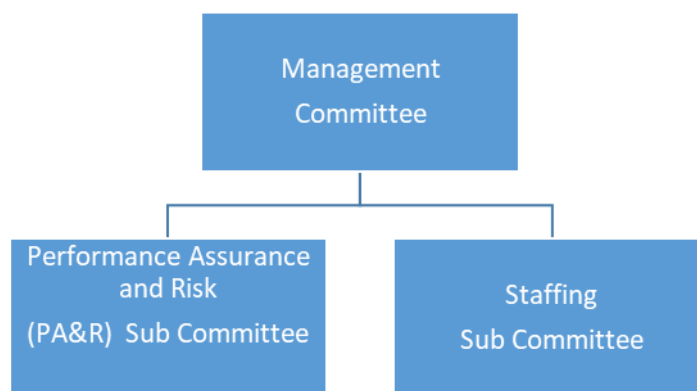
- 3.1 The Management Committee has established two Sub-Committees to which it has delegated authority for particular defined taking activities in specified areas. The Sub-Committees are:
 - Performance, Assurance and Risk
 - Staffing

Their responsibilities are detailed in the remits and terms of reference which have been agreed by the Committee. **Appendix 2** is the Performance, Assurance and Risk Sub Committee and **Appendix 3** is the remit of the Staffing Sub Committee.

These remits will be monitored regularly and formally reviewed at least every three years.

- 3.2 All Sub Committees report to and are accountable to the Management Committee.

The governance structure at WWHC is as follows:



Principal Officers for the Committee Structure are:

Management Committee	Director External Auditor
Performance, Assurance and Risk	Director and other senior officers Internal Audit Services
Staffing Sub Committee	Director and other senior officers

- 3.3 The Performance, Assurance and Risk Sub Committee will meet at least four times each year and will report on activities to the next meeting of the Management Committee.
- 3.4 The Staffing Sub Committee will meet as and when necessary and will report on its activities to the next meeting of the Management Committee.
- 3.5 Each Sub Committee may obtain appropriate professional advice on relevant matters without reference to the Management Committee, to enable it to fulfil its responsibilities, subject to the provisions of these Standing Orders and the agreed remits.

- 3.6 Co-opted members of the Management Committee may be members of any of the Sub-Committees, although they may not become office bearers and may not take part in any discussions or decisions relating to Rules, membership or the election of office bearers.
- 3.7 Sub-Committees may not co-opt additional members beyond those appointed from the Management Committee unless by specific agreement of the Management Committee upon request. Any Management Committee member may attend meetings of any Committee of which they are not a member as an observer.

4. Hearing and Appeals Panels

- 4.1 The Management Committee may establish hearing and appeals panels as required to hear, investigate and decide upon matters raised by breaches of the Code of Conduct of Committee Members.
- 4.2 Where appropriate, the Management Committee may delegate authority for agreeing the membership and remit of individual panels to the Chair or where the matter involves the Chair, to the Director.
- 4.3 Following consideration of any competent matter referred to it, the Hearing/Appeals Panel will make a decision and report its actions to the Committee. The Hearing/Appeals Panel is accountable to the Management Committee whose decision is final.

5. Working Groups and Advisory Panels

- 5.1 The Committee may establish Working Groups to assist its consideration of specific issues. The Committee will agree any delegated decision making authority as required and such groups must be formally established, and a remit agreed by the Committee. Working Groups will not normally be established for periods in excess of twelve months. The Committee will decide the life span of Working Groups.
- 5.2 Remits for Working Groups as they are created will be attached to these Standing Orders as separate documents. Due to backlogs of work on policy reviews a short life working group as outlined in the Governance Chart above is included.
- 5.3 The remit of any Working Group and Advisory Panels will be kept under review and assessed upon completion.

5.4 All groups established under the terms of this section of the Standing Orders report to and are accountable to the Management Committee.

6. Membership

6.1 Management Committee

6.1.1 The Management Committee will have no less than seven members appointed at the AGM. Membership of the Committee will be not more than fifteen (including co-optees). The Rules set out the arrangements for the election, co-option and appointment of Management Committee members and will always be followed.

6.1.2 The presence of co-optees at Management Committee Meetings will not be counted when establishing whether the minimum numbers of Committee Members are present to allow the meeting to take place. The presence of co-optees will not count towards the quorum for sub-committee meetings.

6.1.3 Where a Committee member fails to attend four consecutive meetings of the Committee without first obtaining leave of absence, they will automatically cease to be a member of the Committee.

6.1.4 The Chair and other office bearers, and membership of the Sub Committees will be agreed at the first Management Committee meeting following the AGM each year.

6.2 Sub Committees

6.2.1 Co-opted members of the Committee may be members of any of the Sub Committees, although they may not become office bearers and may not take part in any discussions or decisions relating to Rules, membership or the election of office bearers.

6.2.2 Sub Committees may not co-opt additional members beyond those appointed from the Management Committee unless by specific agreement of the Committee upon request. Any Committee member may attend meetings of any Committee of which they are not a member as an observer.

6.3 Hearing and Appeals Panels

6.3.1 Membership and the remit of any Hearing/Appeals Panel established in accordance with Section 4 of these Standing Orders will be determined by the Management Committee at the time the

remit is agreed or may be delegated to the Chair or Director to determine.

6.4 Advisory Groups and Working Parties

6.4.1 Membership of Advisory Groups and Working Parties established in accordance with Section 5 of these Standing Orders will be determined by the Management Committee at the time the remit is agreed.

6.5 Role of Committee Members

6.5.1 The Management Committee has agreed a role for its members included at **Appendix 4**. At least annually, the Committee will identify the range of skills, knowledge and experience that it requires to fulfil the terms of its agreed remit.

6.5.2 It will publicise the areas of skills, knowledge and experience required when inviting nominations for election to the Management Committee.

6.5.3 The Management Committee may co-opt anyone who is suitable to join the Committee provided that the total membership, including co-optees, does not exceed fifteen and the number of co-optees does not exceed a third.

6.5.4 References to members of the Management Committee in these Standing Orders include co-optees. In seeking co-options, the Committee will have regard to the role description and identified skills, experience and knowledge required.

6.5.5 In the event of a dispute, a majority of those attending a meeting of the Management Committee, Sub Committee or working group may require a member to withdraw from the meeting, if the member fails to recognise the authority of the Chair.

7. Office Bearers

7.1 At its first meeting following the AGM, the Management Committee will elect a Chair, Vice-Chair, Secretary and any other office bearer is sees fit. The Committee has agreed a remit for the Chair, Vice Chair and the Secretary which specify their roles, responsibilities and duties. These form **Appendix 5, 6 and 7** respectively of these standing orders.

7.2 In the absence of the Chair, the Vice-Chair will undertake his/her duties. Co-optees cannot be elected, or act, as office bearers.

- 7.3 In the period between the AGM and the first meeting of the Management Committee, the incumbent Chair or failing him/her, the incumbent Vice-Chair will continue to act in that role temporarily. In the event that neither the Chair nor Vice-Chair remains as a member of the Management Committee following the AGM, the elected Committee will meet immediately after the AGM to elect office bearers to ensure that the efficient operation of business is not interrupted. The Director will conduct the proceeding to elect the Chair and office bearers and will then pass the chair to the newly elected Chairperson.
- 7.4 Chairs of Sub Committees will also be appointed by the Management Committee at the first meeting after the AGM as will convenors of any ongoing advisory groups or working parties.
- 7.5 Office bearers must ensure that they liaise regularly and effectively with each other and with the Director and senior staff.
- 7.6 Sub Committee Chairs are responsible for reporting to the Committee on the decisions and actions taken by the relevant Sub Committee and for ensuring that appropriate recommendations are made on matters requiring Management Committee approval.
- 7.7 Where a decision requires to be taken on a matter out with the schedule of meetings, and it is not practicable for a meeting (of either the Committee or the relevant Sub Committee) to be called, and failure to make a decision would be prejudicial to the interests of the organisation and/or its service users, the Director has delegated authority to consult with the Chair or Chair of the relevant Sub Committee to make a decision and implement action. A report will then be made to the next meeting of the Management Committee or appropriate Sub Committee for homologation.
- 7.8 The Committee and Sub Committees may delegate authority to their Chair or other office bearers to make decisions and take action in respect of specific issues and within agreed principles between meetings. All such decisions and actions must be reported to the next meeting of the Committee or Sub Committee.

8. Personal Interest

- 8.1 The Management Committee has adopted and agreed the SFHA Model Code of Conduct for Management Committees and staff members including arrangements for the declaration of conflicts of interest. All Management Committee members and staff must

declare relevant interests in line with our procedures and confirm at least annually that their declaration is accurate.

- 8.2 Any potential conflicts of interest must be declared at the start of a meeting of the Committee, Sub Committees, Working Group or Hearing/Appeals Panel. All agendas will contain a standing item for declaration of interests. All declarations will be recorded in the Minutes. The Management Committee will determine if the Member will be required to leave the meeting during the discussion of a matter in which they have an interest. Where the members of the Management Committee decide that the member may remain, they will not take part in the discussion nor participate in any vote on the matter. The declaration and decision of the Committee on whether the Member was required to leave the meeting plus the reasons for the decision will be recorded in the Minutes. The Members withdrawal and return will also be recorded in the minutes.
- 8.3 The Code of Conduct is signed annually by all Management Committee members following the AGM.

9. Meetings

- 9.1 All meetings will be held in the Co-operative office, the Resource Centre, or online.
- 9.2 A schedule of all meetings of the Committee and Sub Committees will be agreed for each financial year.
- 9.3 In the event of a special meeting of the Committee being called by the Chair or two Committee members, the provisions within the Rules which relate to special meetings will be applied.

10. Quorum

- 10.1 The quorum for meetings of the Management Committee is four.
- 10.2 The quorum for meetings of Sub Committees is three.
- 10.3 Co-optees do not count towards determining the quorum at either Management Committee or Sub Committee meetings.
- 10.4 For any meeting or any item of business, any member who is able to participate by telephone, video conference or weblink will be regarded as being present and will count towards the quorum.
- 10.5 All members of a Hearing/Appeals Panel must be present for a meeting to proceed.

10.6 The quorum for working groups and advisory panels will be determined by the Management Committee.

11. Business at Meetings

11.1 At least seven days' advance notice of meetings will be given. The Management Committee may determine the form of the notice to be provided, which can include electronic form. Notice of meetings must include an agenda of the business to be transacted and all supporting papers.

11.2 Urgent business which has not been notified in advance of the meeting may be considered if a majority of those attending agree.

11.3 The Chair, respective Sub Committee Chairs and the Director and senior staff will liaise over the preparation of the Agenda for meetings of the Management Committee and Sub Committees.

11.4 Members of the Management Committee, Sub Committees, Working Groups and Appeal Panels may propose items for inclusion on the Agenda for a meeting by contacting the Chair of the relevant Committee or the Director/senior staff member. The Chair will decide whether the item is to be included and the nature of any supporting papers required.

12. Chairing Meetings

12.1 Where the Chair is not present at the appointed start of a meeting of the Management Committee, the Vice-Chair will preside over the meeting or, failing him/her also not being present, the Committee members present will appoint another member, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.

12.2 Where the Chair of a Sub Committee or a Working Group/Advisory Panel is not present at the appointed start time, those members present may appoint an attending member, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.

12.3 The Chair will decide on all matters of order raised at meetings and will determine the order of debate.

The Chair is responsible for:

- ensuring that members who wish to, are allowed to contribute;
- allocating adequate time for contributors to speak;
- ensuring voting procedures are in place and these are followed;
- announcing votes at general meetings.

12.4 The Chair may vary the order of business from that detailed on the agenda.

13. Length of Meetings

13.1 Meetings will not normally last for more than two hours. Members at a meeting may agree, by majority, to set aside this time limit and extend the meeting for not more than a further hour in order to conclude the business in hand. Any business not dealt with at the end of a meeting will be carried forward to the next scheduled meeting or may be identified as business to be conducted at a Special Meeting held for that purpose and called in accordance with the Rules.

14. Staff Attendance at Meetings

14.1 The Director will normally attend all meetings of the Committee and Sub Committees with additional officers in attendance where appropriate.

14.2 The Director, in consultation with the Chair, may invite relevant staff to attend all or part of a Management Committee or Sub Committee meetings where appropriate.

14.3 Staff attending meetings of the Management Committee or Sub Committees will not be entitled to vote and must observe the Standing Orders in terms of protocol and etiquette.

14.4 Staff may be required to leave a meeting of the Management Committee or Sub Committee in the event of specific agenda item(s) being deemed to be taken in Private. This is unlikely to happen frequently and the Director will normally remain during such discussions.

14.5 The Director will determine appropriate staff attendance and support for any Working Groups or Advisory Panels established by the Committee.

14.6 The Director will attend meetings of Hearing/Appeals/Advisory Panels and Working Groups and act as Secretary, unless the matter being dealt with involves him/her directly in which case the Chair of the meeting will decide and if necessary engage a Secretary to support the meeting.

15. Attendance of other Parties

- 15.1 The Management Committee and Sub Committees may invite external parties, such as advisors and consultants, to attend meetings to discuss specific items of business. Their attendance will normally be confined to the discussion of the specific item under consideration unless the Chair determines otherwise.

16. Minutes

- 16.1 Draft minutes of Management Committee meetings will be prepared and circulated to the Chair within fourteen days of the meeting wherever possible. They will be presented to the next meeting for approval by the Committee and the agreed version thereafter signed by the Chair.
- 16.2 Minutes of Sub-Committees will be presented to the next meeting of the Management Committee for noting and approval of any recommendations relating to matters not delegated.
- 16.3 Minutes of Working Groups and Advisory Panels will be presented to the next meeting of the Management Committee for noting and, where appropriate, approval, in accordance with the agreed remit and level of delegation.
- 16.4 In the case of Hearing/Appeals Panels, a report will be made to the Management Committee or relevant Sub Committee on the outcome of the Panel's consideration.
- 16.5 The Secretary has responsibility for ensuring the preparation and circulation of draft minutes for all meetings of the Committee, Sub Committees and Working Groups/Advisory Panels. In practice, this is delegated to the most senior member of staff in attendance at the Committee meeting. Draft minutes are then agreed with the Chair of the meeting before being distributed to members.

Minute taking protocol at Appendix 8.

17. Voting

- 17.1 Decisions at meetings will normally be made by a show of hands, except where a poll is requested or required and will be carried by a majority. Votes cannot be taken on resolutions which conflict with any of the provisions our rules or the law.
- 17.2 Where the members present are equally divided, the Chair will have a second or casting vote.

- 17.3 A member may request that his/her dissent from a decision is recorded in the minutes of the meeting. Any member making such a request must not actively dissociate themselves from or criticise the decision in public.
- 17.4 Two members may request that a secret ballot is held about a specific issue. The Secretary will make the necessary arrangements for the secret ballot and will count the results before passing them to the Chair to be declared.
- 17.5 A vote to suspend Standing Orders must be supported by a majority of those present and will apply only to the meeting at which the vote is taken.

18. Openness and Confidentiality

- 18.1 Once they have been approved, minutes of the meetings of the Committee will be available to the public on our website or on request from our office.
- 18.2 Some items may require to be treated as confidential, e.g. those relating to individuals or groups of individuals or commercially sensitive discussions and these may be considered in private. Any items in the minute that are considered confidential, sensitive or commercial will be the subject of a separate Confidential Minute excluded from public access.

19. Emergencies

- 19.1 Nothing in these Standing Orders will prevent the effective implementation of approved emergency procedures that will apply in the event of a disaster or emergency situation arising.
- 19.2 Where urgent or emergency decisions are required and it is not practicable to hold a meeting of the Committee or Office Bearers, the Chair (or in his/her absence, the Vice Chair) and Director (or in his/her absence, senior staff members) will take all necessary decisions to fulfil our responsibilities to service users and partners. All such decisions and actions must be reported to the Committee at the earliest opportunity.

20. Delegated Authority

- 20.1 The Management Committee is responsible for all decisions taken and actions carried out by or on behalf of the organisation. The Committee recognises that good governance depends on a clear

definition and understanding of the authorities which attach to Committee and staff members. It also recognises that the successful implementation of strategies and plans require the establishment of effective and appropriate levels of delegation to ensure that activities and decisions are not unnecessarily delayed.

20.2 The Scheme of Delegated Authority has been approved by the Committee and is set out below for that purpose.

20.3 All matters not specified in the Scheme of Delegated Authority are reserved to Committee, unless the matter is urgent, in which case, the Chair and the Director are authorised to take decisions and implement action, provided a report is made to the next meeting of the Committee for homologation. It will be for the Chair to decide whether a special meeting of the Committee should be called for that purpose, in accordance with the Rules.

20.4 Delegated Authority to staff relates to operational responsibilities.

20.5 Office Bearers, acting with senior staff, have authority to

- Represent the Co-operative on official business, consistent with agreed policies and procedures
- Implement agreed emergency procedures
- Take urgent decisions and/or action between meetings, in consultation with the Director
- Take decisions on specific issues between meetings that have been delegated to one or more office bearers by the Management Committee

20.6 The Director, in consultation with senior staff has authority to:

- Ensure the effective implementation of strategies, policies and plans
- Represent the Cooperative on official business, consistent with agreed policies and procedures
- Carry out all necessary legal and financial duties to ensure compliance with statutory and regulatory requirements.

20.6 The Management Committee has agreed the following specific Scheme of Delegation:

Ref	Authority for	Delegated to
1. Governance		
1.1	Approving Annual Returns to the Scottish Housing Regulator and Scottish Government	Management Committee

Ref	Authority for	Delegated to
	Signing and authorising Annual Returns to the Scottish Housing Regulator and Scottish Government	Chair or Director with approval from Management Committee.
	Submission of Returns to the Scottish Housing Regulator and Scottish Government	Director and designated officers
1.2	Signing and authorising Annual Returns to OSCR	Chair with approval from Management Committee
	Submission of Returns to OSCR	Director or designated Officer
1.3	Signing and authorising Annual Returns to Financial Services Authority	Chair with approval from Management Committee
	Submission of Returns to FSA	Director or designated Officer
1.4	Approval of Strategic and Operational Policies	Management Committee
	Approval of Procurement Policy	Management Committee
1.5	Approval of authorised signatories	Management Committee
1.6	Approval of recommendation to the AGM on the appointment of the external auditors	Management Committee, on recommendation from the Finance and Audit Sub Committee
1.7	Approval of appointment of internal auditors	Management Committee, on recommendation from the Finance and Audit Sub Committee
1.8	Agree any remedial action identified by the internal auditor	Management Committee
1.9	Preparation and issue of notice, agenda, papers and minutes for meetings of Management Committee	Director in consultation with the Chair
1.10	Approval of draft minutes of Management Committee meetings	Chair
1.11	Preparation and issue of notices, agenda, papers and	Senior staff in consultation with respective chairs.

Ref	Authority for	Delegated to
	minutes sub-committees	
1.12	Preparation and issue of notices, agenda, papers and minutes of Hearing / Appeals / Advisory Panels, and Working Groups (parties/groups/panels)	Director (unless the subject of a hearing or appeal) in consultation with respective Chairs
1.13	Approval of draft minutes of Sub Committee meetings	Appropriate Chair
1.14	Preparation and issue of notice, agenda, papers and minutes for AGM	Secretary, in consultation with Chair and Director
1.15	Approval and Monitoring of all Registers required by Regulators	Management Committee
1.16	Maintenance of all Registers required by Regulators	Director or designated officer
1.17	Agreeing inclusion of new contractors and consultants on approved lists where they exist Maintenance of list of current contractors/consultants	Management Committee Assistant Directors (Corporate and Property Services)
1.18	Making/approving statements to the press or other public statements	Chair and/or Director
1.19	Disposal of land and property requiring specific consent Disposal of land and property covered by general consent	Management Committee Management Committee
1.20	Taking and granting of leases	Director
1.21	Approving pension, death in service benefit arrangements and related Trust deeds. Day to day pension operations and signatory	Management Committee Assistant Director (Corporate Services)
2. Staffing		
2.1	Approve permanent additions and deletions to the staffing establishment	Management Committee
2.2	Approve significant changes to terms and conditions of employment.	Management Committee, on recommendation from Staffing Sub Committee
2.3	Development and negotiation	Management Committee, on

Ref	Authority for	Delegated to
	of all issues relating to remuneration of staff, working environment, training and development and dignity at work.	recommendation from Staffing Sub Committee. (As full EVH members, WWHC will be bound by joint negotiating arrangements).
2.4	Recruitment of Director	Management Committee
2.5	Recruitment of senior staff	Director
2.6	Line Management of Director	Chair
2.7	Line management of senior staff	Director
2.8	Line Management of all other staff	Appropriate line managers
2.9	Grievance and Disciplinary issues relating to Director	Chair and Office Bearers
2.10	Grievance and Disciplinary issues relating to senior staff	Director
2.11	Grievance and Disciplinary issues relating to all other staff	Appropriate line managers
3. Finance		
3.1	Agreeing Financial Regulations and Procedures	Management Committee on recommendation from Finance and Audit sub committee
3.2	Approving borrowing and investment strategies and principles	Management Committee
3.3	Approval of Annual Accounts	Management Committee on recommendation from Finance and Audit sub committee
3.4	Approval of Budget	Management Committee
3.5	Monitoring financial performance and reporting to Management Committee	Director, Assistant Director (Corporate Services) and Finance and Audit sub committee
3.6	Ensuring annual external audit carried out	Director and Assistant Director (Corporate Services)
3.7	Agreeing and implementing remedial action identified in the course of the annual external audit	Finance and Audit Sub-Committee (reporting to Management Committee)
3.8	Agreeing and overseeing the implementation of changes to accounting policies and practices	Finance and Audit Sub-Committee, Assistant Director (Corporate Services)

Ref	Authority for	Delegated to
3.9	Agreeing the opening and closure of bank or building society accounts Holding of all bank and cheque books and other financial documentation	Management Committee Assistant Director (Corporate Services)
3.10	Approve the terms of all insurances	Assistant Director (Corporate Services) and Director.
3.11	Agree internal management control systems	Finance and Audit Sub-Committee
3.12	Incur and instruct payment of all items of budgeted expenditure within the terms of agreed budgets and financial regulations	Director, Assistant Directors and officers specifically identified in Financial Regulations
3.13	Agree action to address short term cash flow difficulties	Management Committee
4. Housing Management		
4.1	Signing tenancy agreements	Operational staff as appropriate
4.2	Approval of the setting of annual rents	Management Committee
4.3	Agree to the writing off of arrears within the terms of financial regulations	Management Committee
4.4	Agree to the writing off of rechargeable repairs or equivalent within the terms of financial regulations	Management Committee
4.5	Instructing Recovery Action for breach of tenancy conditions	Housing Officer
4.6	Agreeing Eviction	Assistant Director (Tenant Services)
4.7	Approving the terms of the customer satisfaction survey and commissioning the project	Management Committee
5. Property Services (Development)		
5.1	Negotiating terms for the acquisition of sites and making recommendations to Management Committee Approving Site Acquisition	Director, Assistant Director (Property Services) Management Committee
5.2	Approving submissions to the	Management Committee

Ref	Authority for	Delegated to
	Local Authorities Strategic Housing Investment Plans (SHIP)/Strategic Local Programmes (SLP) Approval for 'In Principle' Commitment/ Outline Scheme Proposals to new development/stock growth Approval to invest in new development/ stock growth	Management Committee Management Committee
5.3	Ensuring any targets specified in the Local Authority's Strategic Housing Investment Plan (SHIP)/Strategic Local Programmes (SLP) are achieved	Director
5.4	Approving outline scheme proposals	Management Committee
5.5	Agreeing savings to individual schemes: Up to 10% of agreed costs Over 10% of agreed costs	Director / Assistant Director (Property Services) Management Committee
5.6	Negotiating terms of loans to fund individual developments and making recommendations to the Committee	Finance Consultant / Director / Assistant Director (Corporate Services)
5.7	Ensuring borrowings and investments comply with statutory and regulatory requirements and Rules	Director / Assistant Director (Corporate Services)/ Finance Consultant and Management Committee
5.8	Negotiating grant(s) to fund individual developments	Director / Assistant Director (Property Services) / Finance and Development Consultant
5.9	Appointment of Contractors and Consultants Appointment of Contractors and Consultants – New development	Director, Assistant Director (Property Services) Management Committee

Ref	Authority for	Delegated to
5.10	Approval of Claims against Contractors/Consultants Intimation of claims	Director, Assistant Director (Property Services) Assistant Director (Property Services)
6. Authorised Signatories		
6.1	Legal documents	Normally Secretary together with appropriate Management Committee members as and when required.
6.2	Contracts: Employment Development Consultants For Works, Goods and Services	Director / Assistant Directors / Chair Director Director / Assistant Directors
6.3	Annual Returns to Regulators and Scottish Government (including The Scottish Housing Regulator and OSCR)	Chair and /or Director
6.4	Invitations to Tender	Director / Assistant Directors
6.5	Local Authorities Strategic Housing Investment Plans (SHIP)/Strategic Local Programmes (SLP)	Director
6.6	Tenancy Agreements	Operational staff as appropriate
6.7	Scottish Government funding documentation	Director / Assistant Director (Property Services)
6.8	Grant claims	Director / Assistant Directors / Community Development Co-ordinator / Property Officer
6.9	Loan Documentation	Director / Assistant Director (Corporate Services)
6.10	Bank Signatories (for authorisation of cheques and/or electronic fund transfers)	Office bearers / Director / Assistant Directors (Property and Tenancy Services)
6.11	Administrative Processing – i.e. ordering goods and services, authorising payroll transactions and initiating payments	As detailed in financial regulations and procedures
6.12	Share Certificates	Office bearers

Ref	Authority for	Delegated to
6.13	Leases	Director, Assistant Director (tenancy Services)
Such documents, which require the use of the seal, should be signed and sealed at committee meetings, the act must be both minuted and recorded in the register.		

Approval of Commitment to Spend

New approval limits approved by Management Committee Feb 2024

Capital and Revenue Expenditure

a)	Under £20,000	Director or Deputy Director
b)	Over £20,000	Management Committee

Capital Expenditure

d)	Purchase of a property	Management Committee
e)	Consultants Fees / Works Costs payments within approved contract sums	Director, Deputy Director, Property Manager
f)	Component replacement costs within approved contract sums	Director, Deputy Director, Property Manager

Staff Appointments, Salaries & Staff Costs

g)	Staff structure and permanent appointments	Management Committee
h)	Temporary Staff	Director
i)	Salary Reviews	Management Committee
j)	Staff Expenses	Deputy Director / Corporate Services Officer / Finance Officer
k)	Committee Expenses	Director / Deputy Director / Finance Officer
l)	Director Expenses	Chairperson or other Office Bearer
m)	Overtime	Deputy Director, Assistant Director (Tenant Services) and Concierge Manager within approved budget
n)	Redundancies / settlements	Management Committee

Property Management Costs

o)	up to £1,000	Property Assistant
p)	Up to £5,000	Property Officer
q)	Up to £10,000	Property Manager
r)	Up to £20,000	Director, Deputy Director
s)	Over £20,000	Management Committee

Office Administration and Other General Expenses

t)	Up to £500	Reception / Admin / Finance Assistant
u)	Up to £2,500	Corporate Services Officer / Finance Officer
v)	Up to £20,000	Director or Deputy Director
w)	Over £20,000	Management Committee

Housing Management

x)	Legal fees up to £500	All Senior Staff
y)	Up to £20,000	Director or Deputy Director
z)	Over £20,000	Management Committee

The above noted have the same authority levels for authorising invoices for payment.

Remit of the Management Committee

Appendix 1

The membership arrangements for the Management Committee are defined in the Rules.

<p>The Management Committee is responsible for directing the affairs of WWHC and its business. This includes the leadership, strategic direction and control with the aim of achieving good outcomes for tenants and other service users in accordance with Regulatory Standards and Guidance issued by the Scottish Housing Regulator.</p>	
<p>Primary Responsibilities & Principles</p>	<p>The Management Committee's primary responsibilities are as follows:</p> <ol style="list-style-type: none"> 1. Lead and direct WWHC's work; 2. Promote and uphold WWHC's values; 3. Overseeing the process for selecting the external auditor and making appropriate recommendations to the members to consider at the AGM. 4. Control WWHC's affairs and ensure compliance with the law and regulatory standards and guidance. <p>In discharging these responsibilities the Management Committee will confine itself to consideration of strategy, policy, overriding performance issues, major new developments, overall responsibility for WWHC's finances, effective supervision of the Director and the work of Sub-Committees and any other structure it creates to support its business.</p> <p>Achievement and delivery of WWHC's strategies, objectives, policies, plans and management of day to day operations will fall to the Director, staff team and any agents engaged to support them.</p>
<p>Delivery of Primary Responsibilities:</p>	<p>More specifically, the Management Committee's primary responsibilities will be delivered through the following key areas of work:</p> <ol style="list-style-type: none"> 1. Lead and direct WWHC's work: <ul style="list-style-type: none"> • Agree and oversee WWHC's business plan and other strategic plans to achieve its purpose and intended outcomes for its tenants and other service users

	<ul style="list-style-type: none"> • Agree and oversee WWHC’s governance policies and arrangements; • Ensure that WWHC adheres to its Rules • Ensure that WWHC maintains its independence by conducting its affairs without control, undue reference to or influence by any other body • Agree and oversee operational policies; • Approval and monitoring of budgets, long-term financial plans and treasury management strategies • Ensure that key risks are identified and appropriately managed. <p>2. Promote and uphold WWHC’s values:</p> <ul style="list-style-type: none"> • Review and approve WWHC’s Vision and Values • Provide and promote equality of opportunity and fair treatment for all • Review and evaluate the performance and effectiveness of the Management Committee • Set and monitor performance against the Management Committee Training Plan • Ensure compliance with policies, codes and recommended practice relating to the good governance of WWHC <p>3. Overseeing the process for selecting the external auditor and making appropriate recommendations to the members to consider at the AGM.</p> <ul style="list-style-type: none"> • Agreement of the external auditor’s annual report on the effectiveness and efficiency of the Co-operative’s system of accounting and internal financial control. • Agreement of the internal financial control statement for inclusion in the annual report and financial statement of the Co-operative. • Review of management accounts and considering any major areas of concern. • Review of annual budget and rent and other service charge setting. • Reviewing covenant compliance and ensuring systems in place to prevent breach. <p>Reviewing, and challenging where necessary, the</p>
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	<p>actions and judgements of management, in relation to the interim and annual financial statements, paying particular attention to:</p> <ul style="list-style-type: none"> • critical accounting policies and practices, and any changes in them; • decisions requiring a major element of judgement; • the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed; • the clarity of disclosures; • significant adjustments resulting from the audit; • the going concern assumption; • compliance with accounting standards; <p>Reviewing, with the external auditors, the findings of their work:</p> <ul style="list-style-type: none"> • Discussing with the external auditor, before the audit commences, the nature and scope of the audit, reviewing the auditors' quality control procedures and steps taken by the auditor to respond to changes in regulatory and other requirements. • Assessing the effectiveness of the external auditor, including consideration of qualifications, expertise and resources. • Reviewing the external auditor's management letter and management's response. • Considering management's response to any major external audit recommendations. <p>4. Control WWHC's affairs and ensure compliance with the law and regulatory standards and guidance:</p> <ul style="list-style-type: none"> • Establish and oversee a framework of delegation and systems of control • Approve Annual Returns to regulatory bodies • Ensure that the Health and Safety responsibilities of WWHC are appropriately assigned and met • Review the appraisal and continued personal development of the Director
How often meetings are held	The Management Committee must meet at least six times a year, but will normally meet on a monthly basis in accordance with an agreed schedule of meetings.
Chair of the	The Chair will be appointed by the Management

Committee (and who, if anyone, may not chair it):	Committee at the first meeting following the Annual General Meeting. The Chair of the Management Committee should not be Chair of WWHC's Sub-Committees. Co-optees are not permitted to stand as Chair.
Election, Appointment and Composition of the Management Committee	<p>Management Committee members will be Members of the Co-operative elected by the Membership at General Meetings, unless they are appointed as a co-optee or by the Scottish Housing Regulator.</p> <p>Management Committee members must fulfill the eligibility criteria for Committee members as presented in the Co-operative's Rules.</p> <p>The Management Committee has the power to appoint a Member to take the place of an elected Committee Member who leaves the Committee between the Annual General Meetings, but only until the time of the next Annual General Meeting, where the appointed Member must stand for election by the Membership.</p> <p>The Management Committee will recruit new Members in accordance with the Management Committee Recruitment Policy.</p> <p>The Management Committee can co-opt suitable persons on to the Committee. Co-optees do not need to be Members, but they can only serve as co-optees on the Committee until the next annual general meeting or until removed by the Committee. A person co-opted to the Committee can also serve on any sub-committees.</p> <p>Co-optees may not comprise more than one third of the Committee at any one time.</p>
Number of Members	The Management Committee shall consist of no less than seven Committee Members and no more than fifteen Committee Members (including co-optees).
Quorum	A quorum will be four members of the Management Committee. Co-optees will not count towards the quorum.
Additional points	<p>1. The Management Committee is not permitted to exercise any powers which are reserved to the Membership in General Meetings either by the Co-operative's Rules or by statute.</p> <p>2. In the event that the number falls below seven, the</p>

Management Committee can continue to act only for another two months. If at the end of that period the Committee has not found new members to bring the number up to seven, the only power it will have is to act to bring the number of Committee Members up to seven.

3. The minutes of the Management Committee will be presented to the next meeting for approval.

4. Minutes of meetings which have been approved by the Management Committee will be published on the Co-operative's website – confidential and commercially sensitive matters recorded in the minutes will be redacted.

5. The Chair of the Management Committee may access legal advice on the Co-operative's behalf from its appointed legal advisers at the expense of the Co-operative.

6. In circumstances where a vote is required and the votes are equal, the Chair has a casting vote.

7. The Director and other senior officers/advisers as required will normally be in attendance at Management Committee meetings.

8. The Management Committee may meet other advisers without paid staff being present should the Chair consider it necessary.

9. The Chair will regularly lead and keep a record of discussions with the Management Committee to review and evaluate the collective performance of the Management Committee.

10. Members of staff and other interested parties may be permitted to attend and observe meetings of the Management Committee with the exception of confidential business at the sole discretion of the Management Committee.

11. Governance support will be provided by the Co-operative's designated officer with responsibility for such matters.

Functions of the Management Committee

The functions of the Management Committee are:	How will the Management Committee discharge its functions?
Define and ensure compliance with the values and objectives of the Co-operative and ensure these are set out in each Business Plan and annual report	By an annual review
Establish policies and plans to achieve those objectives	By an annual review of the Business Plan and supporting Annual Delivery Plan
Approve each year's report and financial statements prior to publication and approve each year's budget including setting rent and other charges.	By reviewing and approving the budget for the coming year, consulting with tenants on the rent increase, reviewing and approving the accounts.
Establish and oversee a framework of delegation and systems of control.	By creating Standing Orders, deciding the role and remit, composition and terms of reference of the Management Committee, Sub-Committees and staff structure of the Co-operative.
Agree policies and make decisions on all matters that create significant financial risk to the Co-operative, or which affect material issues of principle.	By developing a risk management policy and risk register that is overseen by the Performance, Assurance and Risk Sub Committee and senior staff ensuring that risk consideration and active management is a fundamental part of the Business Plan and all key decisions it is asked to make. By ensuring a current and up to date Policy suite for the Co-operative.
Monitor the Co-operative's performance in relation to these plans, budget, controls and decisions	By receiving minutes of each Management Committee, sub-committee and management accounts. The Committee Chairs/Director and Assistant Directors to inform the Committee of significant issues and variations referred to in minutes of Committees. The Director to inform the Management Committee of other relevant issues.
Appoint (and if necessary	Management Committee

The functions of the Management Committee are:	How will the Management Committee discharge its functions?
remove) the Director	
Satisfy itself that the Co-operative's affairs are conducted in accordance with generally accepted standards of openness, accountability, performance and propriety.	By considering the SHR's Regulatory Standards of Governance and Financial Management and compliance with same in each paper that is presented to it for consideration
Take appropriate specialist advice.	The Chair, Management Committee and Sub Committees will initiate external advice as required subject to approval by Committee if there are significant impacts on budget.

Responsibilities and Principles

In addition to its formal responsibility to the Shareholders, the Management Committee will be responsible to the tenants, the local community, the Scottish Housing Regulator (SHR) and other key stakeholders for the good governance of the Co-operative.

The Management Committee provides strategic leadership of the organisation and as such, will confine itself to consideration of strategy, policy, overriding performance issues, major new developments, overall responsibility for the finances of the Co-operative, effective supervision of the Director, (and through the Director, the staff) and the work of its Sub Committees and any other structure it creates to support its business.

Achievement and delivery of the Co-operative's strategies, objectives, policies and plans and management of day to day operations will fall to the Director, staff team and any agents engaged to support them.

Terms of Reference: Performance, Assurance and Risk (PA&R) Sub Committee

<p>The role of this Sub-Committee is to advise the Management Committee on target setting and performance monitoring, risk management policies and processes, including the systems of internal control and on the appointment and remuneration of the internal auditor. In addition, the PA&R Sub-Committee takes non-executive responsibility for the direction of internal audits.</p>	
<p>Matters reserved for the Management Committee which the Sub Committee advises on:</p>	<p>The PA&R Sub-Committee will have an Annual Work Programme setting out the key areas it intends to review during the year. The plan will be reviewed at each meeting. The broad areas it will focus its activities upon are the control environment, performance monitoring, assurance, internal audit and risk.</p> <p>More specifically:</p> <ol style="list-style-type: none"> 1. Overseeing the process for selecting the internal audit service provider and recommending them for appointment by the Management Committee. 2. Recommending the internal audit fees for Management Committee approval. 3. Advising the Management Committee whether an appropriate system of accounting and internal control exists and for making recommendations for its improvement. In this, it will be advised by external and internal auditors and Director. 4. Ensure effective co-ordination between internal and external audit. 5. Actively identifying and managing strategic risks and ensuring risk consideration and management is embedded in the organisation. 6. Reviewing regularly its terms of reference and its own effectiveness and recommending any necessary changes to the Management Committee. 7. Set and monitor standards of service delivery and performance with the aim of achieving good outcomes for WWHC's tenants and service users: <ul style="list-style-type: none"> • Monitor WWHC's compliance with the Scottish Social Housing Charter; • Monitor WWHC's compliance with responsibilities and duties related to tenant

	<p>safety.</p> <ul style="list-style-type: none"> • Monitor performance against agreed value for money objectives; • Ensure that WWHC gives tenants, service users and other stakeholders' information that meets their needs. • Monitor the Co-operative's performance against the standards and outcomes contained within the Scottish Social Housing Charter and to review and approve the Annual Return on the Charter (ARC). • Monitor performance against the Key Performance Indicators (KPI's) outlined within the Co-operative's Business Plan. • Take account of the needs, priorities, views and aspirations of tenants, service users and stakeholders and encourage participation by tenants in the work of WWHC. • Ensure compliance with legal and regulatory requirements; <p>8. Ensure the effective implementation of the Co-operative's Assurance review processes.</p>
<p>Matters specifically delegated to the PA&R Sub Committee</p>	<p>1. Reviewing the reports of management and Internal Audit on the effectiveness of systems for internal control, financial reporting and risk management, including the fraud and loss report. Internal audit reports may be presented direct to Management Committee where required, depending on the timing of meetings to prevent unnecessary delay.</p> <p>2. Reviewing and keeping track of progress from internal and external audits and independent recommendations in the Audit Recommendations Action Plan. Progress reports to the Management Committee.</p> <p>3. Approving the Internal Audit Strategy and programme for the Co-operative and ensuring that the scale of the Internal Audit service is appropriate.</p> <p>4. Assessing the effectiveness of the Internal Audit service.</p> <p>5. Provide assurance that there is a systematic risk assessment process and that the risk management framework is effectively embedded in the organisation.</p> <p>6. Consider the Risk Management Log and adequacy of mitigating actions and report to Management Committee.</p>

	<p>7. Reviewing the procedures for handling allegations from whistle blowers, suspected incidents of corruption, fraud and bribery.</p> <p>8. Consider the Register of Fraud, Corruption, Bribery and Whistleblowing and the adequacy of actions, annually reporting to the Management Committee.</p> <p>9. Considering other matters on strategic risk and internal control, as requested by the Management Committee.</p> <p>10. Ensure appropriate disaster recovery and contingency plans are in place and regularly tested.</p> <p>11. Keep under review the latest guidance and codes from the SHR and the Auditing Practices Board and ensure the applicable recommendations are implemented.</p>
How often meetings are held	The PA&R will meet four times each year. Emergency meetings may be called by the Chair of the Audit and Risk Sub Committee who will work with the Director/Secretary to set a convenient day within two weeks
Chair of the Committee (and who, if anyone, may not chair it):	The Chair is appointed by the Management Committee and does not serve for more than two terms of 3 years. The Chair of the Management Committee should not be Chair of the Sub-Committee.
Composition of Committee (and any restrictions on membership of it)	The membership of the Sub Committee is drawn from the Management Committee Management. The selection of members is based upon skills and competencies. At least one member of the Sub Committee should, where possible, have some recent and relevant experience.
Number of members	At least three and up to ten members, who should all be Management Committee members. Additional members may be appointed to the Sub Committee to address specific issues.
How the Committee is appointed	By the Management Committee in consultation with the Sub Committee Chair
Quorum	A quorum will be three members of the Sub Committee. Co-optees will not count towards the quorum
Additional points:	<p>1. The minutes of the PA&R Sub-Committee will be reported to the next Management Committee meeting and can be in draft form at that stage.</p> <p>2. The Chair of the PA&R Sub-Committee may access legal advice from the Co-operative's appointed legal</p>

	<p>advisers at the expense of the Co-operative.</p> <p>3. Both internal and external auditors have direct access to the Chair of the Performance, Assurance & Risk Sub-Committee where necessary.</p> <p>4. The Chair of the Co-operative may be a member of the PA&R Sub Committee, but cannot be Chair of the Sub-Committee.</p> <p>5. In circumstances where a vote is required and the votes are equal, the Chair of the PA&R Sub-Committee has a casting vote.</p> <p>6. The Director and other senior officers/advisers as required will normally be in attendance at PA&R Sub-Committee meetings.</p> <p>7. The Sub-Committee may meet the external or internal auditors without paid staff being present should the Chair of the PA&R Sub-Committee consider it necessary.</p> <p>8. Governance support will be provided by the Co-operative's designated officer with responsibility for such matters.</p>
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Remit of Staffing Sub Committee

Appendix 3

<p>The role of this Committee is to respond to a range of ad hoc staffing issues as set out below. The Staffing Sub Committee may also be asked by the Management Committee to address specific staffing policy matters as and when required.</p>	
<p>Matters reserved for the Management Committee which the Sub Committee advises on:</p>	<p>The Staffing Sub Committee will lead on the following matters and report back to Management Committee which will make the final decision</p> <ol style="list-style-type: none"> 1. Recruitment of the Director including: selection of appropriate qualified and experienced HR Consultant to assist, drawing up job description and person specification; initial interviews; shortlisting of candidates; recommendation to the Management Committee. 2. Dismissal of Director including: commissioning of any independent investigation; appointment of appropriately qualified professional support if required; recommendation to the Management Committee 3. Disciplinary action against the Director including: commissioning of any independent investigation; appointment of appropriately qualified professional support if required; recommendation to the Management Committee 4. Grievance hearings whether about or by the Director including: commissioning of independent investigation if required, hearing of Grievance; appointment of appropriately qualified professional support if required; recommendation to the Management Committee. 5. Advice on Staffing Policy/ Structure Issues. The Management Committee may from time to time ask the Staffing Sub Committee to meet to consider policy proposals or changes to the staffing structure and to advise the Committee on these matters. The Staffing-Sub Committee will review proposals produced by staff or appropriately qualified advisors and make recommendations to

	<p>the Management Committee on these.</p> <p>6. Matters relating to Health and Safety will be overseen by the Management Committee.</p>
Matters specifically delegated to the Sub Committee	<p>The Management Committee delegates to the Staffing Sub Committee the following matters</p> <p>1. Appeals Against Decisions on Disciplinary Actions: In accordance with our Terms and Conditions of Employment and Disciplinary Policy, the final internal appeal against any disciplinary action will be heard and decided by the Staffing Sub Committee.</p> <p>2. Appeals Against Decisions on Grievances: In accordance with our Terms and Conditions of Employment and the Grievance Policy, the final internal appeal against a decision on a Grievance will be heard and decided by the Staffing Sub Committee.</p>
How often meetings are held	The Staffing Committee will meet as and when required.
Chair of the Committee (and who, if anyone, may not chair it):	<p>The Chair is appointed by the Management Committee and does not serve for more than two terms of 3 years.</p> <p>The Chair of the Management Committee should not be Chair of the Staffing Sub-Committee.</p>
Composition of Committee (and any restrictions on membership of it)	The membership of the Staffing Sub Committee is drawn from the Management Committee Management. The selection of members is based upon skills and competencies. At least one member of the Staffing Sub Committee should, where possible, have some recent and relevant staffing experience.
Number of members	At least three and up to five members, who should all be Management Committee members. Additional members may be appointed to the Staffing Sub Committee to address specific issues.
How the Committee is appointed	By the Management Committee in consultation with the Staffing Sub Committee Chair. Members are appointed for terms of three years.
Quorum	A quorum will be three members of the Staffing Sub Committee. Co-optees will not count towards the quorum
Additional	1. The minutes of the Staffing Sub Committee will

points:	<p>be reported to the next Management Committee meeting and can be in draft form at that stage.</p> <p>2. The Chair of the Staffing Sub Committee may access legal advice from the Co-operative's appointed legal advisers, with approval from the chair of the Management Committee, at the expense of the Association. The Sub Committee may also seek other expert advisers as necessary.</p> <p>3. In circumstances where a vote is required and the votes are equal, the Chair of the Staffing Sub Committee has a casting vote.</p> <p>4. The Director and other senior officers/advisers as required will normally attend Staffing Sub-Committee meetings.</p>
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1. Introduction

“The Management Committee 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 This role description has been prepared to set out the responsibilities that are associated with being a Committee Member of West Whitlawburn Housing Co-operative (WWHC). It should be read in conjunction with WWHC’s Rules and Standing Orders.
- 1.2 WWHC 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 As a fully mutual housing co-operative WWHC encourages members and those interested in co-option who are interested in the Co-operative’s work to consider seeking election as a Committee Member and is committed to ensuring broad representation from the communities that it serves. Committee members do not require ‘qualifications’ but, from time to time, will require members of the committee to attend training and conferences to expand the existing range of skills and experience to ensure that the Management Committee is able to fulfil its purpose. We 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 Committee, whether elected or co-opted, casual vacancy, new or experienced. It is subject to periodic review.
- 1.5 Please refer to the role description in preparing for your annual review with the Chair. It will be helpful in thinking about how you contribute to the work of the Committee, anything you would like to change in the coming year, and any areas where you feel you might benefit from further support, learning or development.

2. Primary Responsibilities

- 2.1 As a Committee Member your primary responsibilities are, with the other members of the Committee, to
 - Lead and direct WWHC’s work

- Promote and uphold WWHC's values
- Set and monitor standards for service delivery and performance
- Control WWHC's affairs and ensure compliance with statutory bodies and contractual requirements
- Ensure that WWHC is accountable
- Identify risks associated with WWHC's business objectives and strategic direction and oversee how these risks are managed
- Uphold WWHC's Code of Conduct and promote good governance

2.2 Responsibility for the operational implementation of WWHC's strategies and policies is delegated to the Director.

3. Key Expectations

- 3.1 WWHC has agreed a Code of Conduct for Committee Members which every member is required to sign on an annual basis and uphold throughout their membership of the Management Committee
- 3.2 Each Committee Member must accept and share collective responsibility for the decisions properly taken by the Committee. Each Committee Member is expected to contribute actively and constructively to the work of WWHC. All members are equally responsible in law for the decisions made.
- 3.3 Each member must always act only in the best interests of WWHC and its Members and not on behalf of any interest group, constituency or other organisation. Committee Members cannot act in a personal capacity to benefit themselves or someone they know.

4. Main Tasks

- To contribute to formulating and regularly reviewing WWHC's values, strategic aims and performance standards
- To monitor WWHC's performance
- To ensure that WWHC operates within and be assured that WWHC is compliant with the relevant legal and regulatory frameworks
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that WWHC is adequately resourced to achieve its objectives and meet its obligations
- To act, along with the other members of the Committee, as the employer of WWHC's staff
- To be informed about and ensure WWHC's plans take account of the views of tenants and other customers

- To oversee and ensure WWHC's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants
- To ensure that WWHC is open and accountable to tenants, regulators, funders and partners

5. Duties

- Act at all times in the best interests of WWHC
- Act in accordance with the Co-operative's attitude menu and communications code
- Accept collective responsibility for decisions, policies and strategies
- Declare any relevant interests as soon as they arise in accordance with the Co-operative's policies
- Attend and be well prepared for meetings of the Committee and sub-committees
- Contribute effectively to discussions and decision making
- Take part in training and other learning opportunities
- Take part in an annual review of the effectiveness of WWHC's governance and of your individual contribution to WWHC's governance. By assessing the committee's own performance and effectiveness the committee has the skills and experience appropriate to its roles and responsibilities.
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector and any changes in WWHC's operating environment
- Represent WWHC positively and effectively at all times when attending meetings and other events
- Respect and maintain confidentiality of information
- Treat colleagues with respect and foster effective working relationships within the Committee and between the Management Committee 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 WWHC's policy on managing conflicts of interest
- Exercise objectivity, care and attention in fulfilling your role

6. Commitment

6.1 An estimate of the annual commitment that is expected from Committee Members is:

Activity
Attendance at up to 11 West Whitlawburn Housing Co-operative meetings of the Management Committee
Reading and preparation for meetings of the Management Committee

Attendance at West Whitlawburn Housing Co-operative's sub-committee meetings if a sub-committee member
Reading and preparation for sub-committee meetings
Attendance at annual planning and review events (including individual review meeting)
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits, Annual General Meetings, Members' Meetings
Attendance at internal briefing and training events
External Training and conference attendance (may include overnight stay or weekend)

7. What WWHC Offers Committee Members

7.1 All Committee members are volunteers and receive no payment for their contribution. WWHC has policies which prevent you or someone close to you from benefiting personally from your involvement with WWHC, although these policies also seek to ensure that you are not unfairly disadvantaged by your involvement with WWHC. All out of pocket expenses associated with your role as a Committee Member are fully met and promptly reimbursed.

7.2 In return for your commitment, WWHC offers:

- A welcome and introduction when you first join the Management Committee;
- A mentor from the Management Committee and a named staff contact for the first six months, with ongoing support
- Clear guidance, information and advice on your responsibilities and on WWHC'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 Committee October 2021. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Management Committee not later than August 2024.

Signed by Committee member:

Signed by Chairperson:

Date:

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of WWHC and to the Chairs of WWHC's sub-committees. The responsibilities described here are additional to those set out in the Committee Members' role description. It should be considered alongside WWHC'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 Management Committee's effectiveness. It will be used to appoint the Chair and sub-committee Chairs after each AGM. Committee 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 An overview of the Role of the Chair is outlined in Rule [56.6] of WWHC's Rules.
- 1.5 The Chair will be elected by the Committee each year at the first Management Committee meeting following the AGM. Whilst the Chair of WWHC can be re-elected, in accordance with Rule [56.11] of WWHC'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.
- 1.6 The Committee will encourage those who are interested in becoming an office bearer's in the future to seek training and attend events to gain more experience. The Committee will foster a culture of succession planning as part of good governance.

2. Key Responsibilities

- 2.1 The Chair must act, and be seen to act, at all times on behalf of the Management Committee. The Chair's key responsibilities are:
 - To lead the Committee or sub-committee constructively, provide direction and manage meetings effectively
 - To develop and maintain a constructive and positive working relationship between the Chair and Director and senior staff
 - To uphold WWHC's Code of Conduct and promote good governance
 - To ensure that WWHC's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required

- Ensure decision making complies with Standing Orders and Scheme of Delegation
- To be a positive and effective ambassador for WWHC

3. Leadership and Direction

3.1 The Chair is expected to:

- Represent WWHC positively and effectively
- Set the style and tone of Management Committee or sub-committee meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for WWHC's Management Committee
- Ensure that the necessary arrangements are in place to enable WWHC 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 Management Committee has access to the range of skills, knowledge and experience necessary for the achievement of WWHC's aims and objectives and for the fulfilment of the Management Committee's responsibilities
- Ensure that the Management Committee 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 Committee Members by promoting access to relevant induction, training and development opportunities
- Lead by positive action and example

4. Working with the Director

4.1 The Chair should:

- Establish a constructive relationship with the Director 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 WWHC's business continues effectively between meetings of the Management Committee 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 Director, in accordance with WWHC's agreed recruitment practices

- Carry out, with at least one other Committee Member, the Director's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the Management Committee
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the Director
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Director, in accordance with WWHC'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 governing body and senior staff
- Initiate any investigation under the terms of WWHC's Code of Conduct
- Chair all general meetings of WWHC in accordance with the Rules
- Chair all Management Committee meetings of WWHC, in accordance with the Rules and Standing Orders
- Ensure that all Committee Members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- 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
- Ensure that effective induction and ongoing training and support are provided to all governing body members and that annual performance reviews are conducted in accordance with WWHC's policy

6. Conduct of WWHC's Business

6.1 The Chair is expected to:

- Ensure that WWHC's business is efficiently and accountably conducted between Management Committee meetings
- Sign (or otherwise authorise) payment instructions and documents requiring the Management Committee or the Chair's authorisation, in accordance with WWHC'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 Management Committee for ratification
- Ensure that the range of skills, knowledge and experience required to lead WWHC effectively is available to the Management Committee and that the Committee 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 Committee In October 2021. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Management Committee not later than August 2024.

Signed by Chairperson:

Signed by Director:

Date:

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of WWHC. The responsibilities described here are additional to those set out in the Committee Members' role description. It should also be considered alongside:
- the Role Description for the Chair of WWHC;
 - WWHC's Rules; and
 - WWHC's Standing Orders.
- 1.2 In the event that the Chair of WWHC 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 Management Committee, every year at the first meeting following the AGM.
- 1.4 In accordance with Rule [56.11] of WWHC'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 Committee 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 WWHC. Therefore, this role description must be read in conjunction with the Role Description for the Chair of WWHC.
- 2.2 When known in advance, the Vice Chair should ensure that they are available for any Management Committee 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 Committee in October 2021. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Management Committee not later than August 2024.

Signed by Vice Chairperson:

Signed by Chairperson:

Date:

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of WWHC. The responsibilities described here are additional to those set out in the Committee Members' role description. It should also be considered alongside WWHC's Rules and Standing Orders.
- 1.2 The role of the Secretary will be carried out by a Committee Member of WWHC who will be elected by the Management Committee, every year at the first meeting following the AGM.
- 1.3 Where appropriate, the Secretary's duties can be delegated to an appropriate employee of WWHC, with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner.

All of the practical duties detailed at 2.1 – with the exception of attendance at meetings - will be delegated to Assistant Director (Corporate Services / Corporate services Officer)

2. Duties of the Secretary

- 2.1 WWHC's Rules specify the Role of the Secretary in detail in rule 56.3
- 2.2 The duties of the secretary include:
 - calling and going to all meetings of the Co-operative and all the Committee Meetings
 - Keeping the minutes for all meetings of the Co-operative and Committee
 - 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 WWHC's Rules
 - Keeping the Register of Members and other Registers required by WWHC's Rules
 - Supervision of the WWHC's seal

3. Monitoring and Review

- 3.1 This role description was approved by the Committee in October 2021. It will form the basis of the annual review of the effectiveness of your contribution to our governance.



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Registered with the Scottish Housing Regulator No. 203
Registered Charity No. SCO38737, VAT Registration No. 180223636
Registered society under the Co-operative and Community
Benefit Societies Act 2014

It will be reviewed by the Management Committee not later than August 2024.

Signed by Secretary:

Signed by Chairperson:

Date:

Annex 1 – References to Secretary within WWHC’s Rules

1. Rules Relating to Correspondence with Members

Rule 10.1.1

You resign your membership by giving the Secretary one month’s notice in writing at the registered office provided that you give up your Tenancy Agreement at the same time

Rule 10.1.7.2

(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 19.1

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

- 19.1.1** the Committee requests one; or
- 19.1.2** 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 19.2

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

Rule 19.3

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 Committee or the Chairperson, but if such consultation is not practicable the Secretary can on his/her own decide the time, date and place for the meeting.

Rule 19.4

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

Rule 20.1

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:

- 20.1.1** the time, date and place of the meeting;
- 20.1.2** whether the meeting is an annual or special general meeting;
- 20.1.3** the business for which the meeting is being called

Rule 20.2

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.

3. Rules Relating to Committee Meetings and Special Committee Meetings**Rule 47**

Committee Members must be sent written notice of Committee 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 Committee Member or the failure of the Committee Member to receive such notice shall not invalidate the proceeding of the relevant meeting.

Rule 53.1

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

Rule 53.3

If the Secretary does not call the special meeting as set out above, the Chairperson or the Committee Members who request the meeting can call the meeting. In this case, they must write to all

Committee Members at least seven days before the date of the meeting.

4. Rules Relating to the Role of the Secretary

Rule 56.1

The Co-operative must have a Secretary, a Chairperson and any other Office Bearers the Committee considers necessary. The Office Bearers, except for the Secretary, must be elected Committee Members and cannot be co-optees. An employee may hold the office of Secretary although not be a Committee Member. The Committee will appoint these Office Bearers. If the Secretary cannot carry out his/her duties, the Committee, or in an emergency the Chairperson, can ask another Office Bearer or employee to carry out the Secretary's duties until the Secretary returns.

Rule 56.2

The Secretary and the other Office Bearers will be controlled, supervised and instructed by the Committee.

Rule 56.3

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):

- 56.3.1** calling and going to all meetings of the Co-operative and all the Committee Meetings;
- 56.3.2** keeping the minutes for all meetings of the Co-operative and Committee;
- 56.3.3** sending out letters, notices calling meetings and relevant documents to Members before a meeting;
- 56.3.4** preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;
- 56.3.5** ensuring compliance with these Rules;
- 56.3.6** keeping the Register of Members and other registers required under these Rules; and
- 56.3.7** supervision of the Co-operative's seal.

Rule 56.4

The Secretary must produce or give up all the Co-operative's books, registers, documents and property whenever requested by a resolution of the Committee, or of a general meeting.

Rule 56.5

At its first meeting after registration of the Co-operative, the Committee will elect the Chairperson of the Co-operative, the Secretary and any other Office Bearers the Committee considers necessary. Thereafter a Chairperson and other Office Bearers will be appointed on an annual basis at the next scheduled Committee Meeting held after each annual general meeting

Rule 56.10

The Chairperson can resign his/her office in writing to the Secretary and must resign if s/he leaves the Committee or is prevented from standing for or being elected to the Committee under Rule 40. The Committee will then elect another Committee Member as Chairperson.

Rule 60

The Co-operative 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 Co-operative may have a seal which the Secretary must keep in a secure place unless the Committee decides that someone else should look after it. The seal must only be used if the Committee decides this. When the seal is used, the deed or document must be signed by the Secretary or a Member of the Committee or another person duly authorised to subscribe the deed or document on the Co-operative's behalf and recorded in the register.

Rule 65

At the last Committee Meeting before the annual general meeting, the Secretary must confirm in writing to the Committee that Rules 59 to 64 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 Committee Meeting.

Rule 72.1

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 72.2

The Secretary must also send:

- 72.2.1** a copy of the auditor's report on the Co-operative's accounts for the period covered by the return; and
- 72.2.2** a copy of each balance sheet made during that period and of the auditor's report on that balance sheet.

Rule 82

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

Appendix 8

Minute Taking Protocol

Rule 58 requires that minutes of every general meeting, Committee meeting and sub committee meeting be kept. Those minutes must be presented to the next appropriate meeting and if accepted as a true record, signed by the Chairperson of the meeting at which they are presented. All minutes signed by the Chairperson of the meeting shall be conclusive evidence that the minutes are a true record of the proceedings at the relevant meeting.

This Protocol has been developed by the Management Committee to provide clear guidance on what Minutes should contain, how they will be presented and treated by the Co-operative.

1. The Director has delegated responsibility from the Secretary for ensuring the preparation and circulation of draft minutes for all meetings of the Management Committee, Sub-Committees and Working Groups/Advisory Panels.
2. Draft minutes will be agreed with the Chair of the meeting before being distributed to members.
3. The Who, What, Where and When - Minutes will contain the following information:
 - West Whitlawburn Housing Co-operative's name.
 - The type of meeting, e.g. Annual General Meeting, Management Committee Meeting, sub committee Meeting.
 - Date, time and venue of the meeting.
 - Names of those Committee Members present with Office Bearer positions noted.
 - Confirmation that a quorum was established (minimum of 4 non co-opted Committee Members required for Management Committee).
 - Positions of staff members present.
 - Names and positions of any other attendees.
 - Name and position of the person who recorded the Minutes.
 - A list of apologies submitted by those unable to attend.
 - Details of when a person was not present for the entire meeting due to late arrival and/or early departure.
 - A summary of conflicts of interest declared, who made them and the action taken to deal with them.
4. Previous Minutes - The following will be recorded regarding the scrutiny of the Minutes of the previous meeting:

- Details of any changes agreed to the Minutes of the previous meeting. Note: Committee Members unable to attend the next meeting can ask for points of accuracy from the most recent previous Minute to be raised in their absence. Committee Members in this position should ask the Secretary to do this on their behalf.
 - That previous Minutes have been approved.
 - Record of matters arising from the minutes of the previous meeting.
5. General Content - Minutes should be restricted to a simple and concise record of decisions taken and actions agreed, together with any necessary contextual information. Minutes will be structured to reflect the order in which agenda items were considered.

More specifically, they will contain:

- Item numbers and headings that reflect the agenda items considered.
- Details of who has presented an item or report to the meeting.
- The exact wording of each recommendation or motion as it was voted on and whether it was approved or rejected. (The person recording the minutes will seek clarification from the Chair as required during the meeting to ensure that this is accurate.)
- The name of the Committee Member or the position of the staff member responsible for making the recommendation or motion.
- If the vote on the motion was counted, the count should be included.
- Dissenting votes, but only where a Committee Member requests that they go on record with their dissenting vote.
- A confidential minute will be recorded where considered necessary by the Management Committee. Examples of when this may be required could be where issues have been commercially sensitive, contentious or relating to personnel matters. The non-confidential Minute will note the relevant agenda item and that a separate confidential Minute has been recorded. The confidential Minute will follow this Protocol for Minute Taking and be clearly referenced to the main non-confidential Minute.
- Details of all regulated procurements and the value of successful tenders.
- Only relevant information provided at the meeting. Information may not be corrected or updated in the Minutes unless it was discussed at the meeting.

- A list of any agenda items that were held over until a future meeting.
 - The time when the meeting was closed, adjourned or restarted.
 - The date and time of the next meeting.
6. The following will not be included in Minutes:
- Opinions or interpretations of the person recording the Minute. (Avoid using adjectives and adverbs.)
 - Judgmental phrases like “heated debate” or “valuable comment”.
 - Transcripts of the meeting (Minutes should not be taken down verbatim. Minutes are a record of decisions taken and actions agreed, not what was said).
 - Recommendations or motions that are withdrawn.
 - Name of the person who seconded a motion.
 - Individual names will not normally be recorded other than in the attendance list.
 - Elaborate or jargonistic language.
 - Detailed reports. (Brief contextual information will be recorded where required.)
 - Details of tender amounts rejected.
 - Copies of reports presented at the meeting. These will be filed and available for reference purposes, but will not form part of the Minute.
7. Minute Preparation, Quality Control and Distribution
- A draft version of the Minutes will be prepared normally within 2 days of the date of the meeting.
 - The senior officer who attended the meeting will review the draft Minute within 10 days of the meeting and agree any corrections required with the person who prepared the draft.
 - The Chair of the meeting will then review the draft before it is issued to Committee Members. The Chair will agree any further corrections with the senior officer.
 - The draft Minute will then be issued to Committee Members at least 7 days before the date of the next meeting unless the timing of the next meeting does not allow for this.
 - Minutes of Sub-Committees will be presented to the next meeting of the Management Committee for noting and approval of any recommendations relating to matters not delegated.
 - Minutes of Working Groups and Advisory Panels will be presented to the next meeting of the Management

Committee for noting and, where appropriate, approval, in accordance with the agreed remit and level of delegation.

- Minutes approved by the Committee or General Meetings must be signed and dated by the Chair of that meeting, electronically scanned and held on file by WWHC as the true record of that meeting.

Confidential Minutes will be kept separately from the main Minute and saved electronically in a restricted access folder.

Confidential Minutes will be distributed only to those Committee and staff members who do not have a conflict of interests for the relevant item(s)