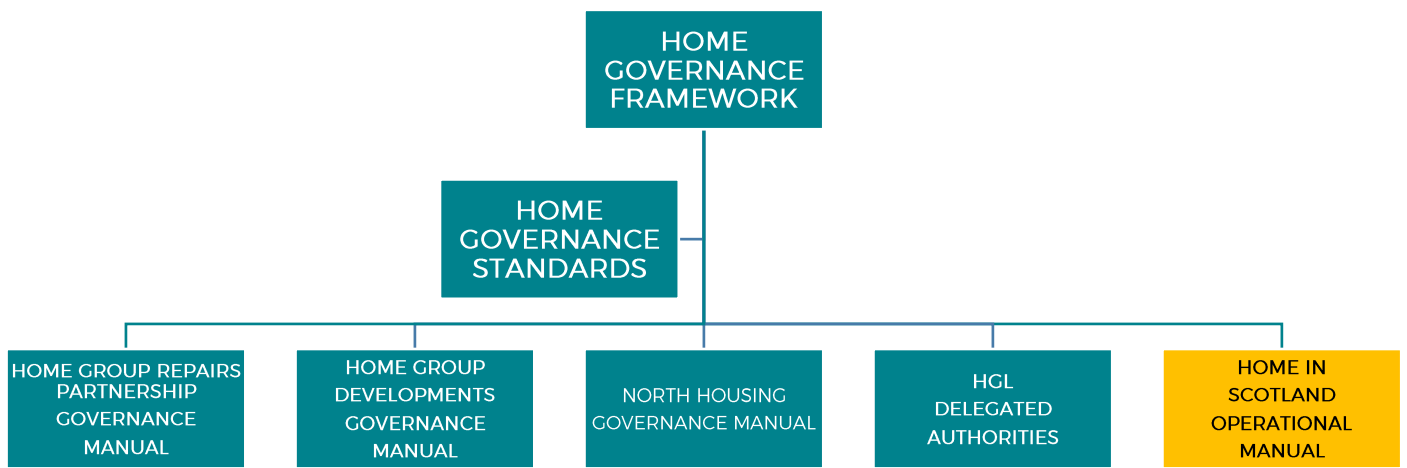


Building homes,
independence
and aspirations



Home in Scotland Operational Manual



Operational Manual

Contents

1. HOME IN SCOTLAND STRUCTURE.....	3
1.1 Organisational/Governance Structure.....	Error! Bookmark not defined.
1.2 Legal and Shareholding Structure.....	4
1.3 Parent/Subsidiary Relationship	5
2. BOARD AND COMMITTEE STRUCTURE.....	8
2.1 Home in Scotland Board Composition.....	9
2.2 Home in Scotland Board Reserved Matters.....	10
2.3 Action Committee - Home in Scotland Board.....	17
2.4 The Role of the Chair.....	19
2.5 The Role of Board or Committee Member.....	22
3. MANAGEMENT STRUCTURE - HOME SCOTLAND	24
3.1 Management/Staffing Structure - Home Scotland.....	Error! Bookmark not defined.
3.2 The Role of the Director of Scotland.....	24
3.3 The Role of the Company Secretary	25
3.4 Business Management Team Scotland.....	27

1. HOME IN SCOTLAND STRUCTURE

Home in Scotland Limited (Home Scotland) is a registered society under the Co-operative and Community Benefit Societies Act 2014 (registered number 1935R(S)) and is a charity registered with the Office of the Scottish Charity Regulator (Scottish Charity No. SC005247). Its registration number with the Scottish Housing Regulator is HAL90.

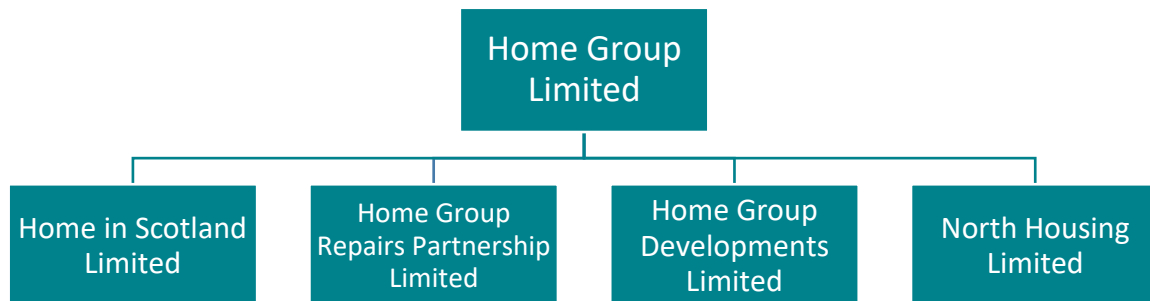
Home in Scotland is a subsidiary of Home Group Limited.

There are specific circumstances in which the 'legal name' is required to be used instead of or in addition to the 'business name':

- Legal documents must be entered into using the relevant legal name;
- There are detailed requirements concerning the inclusion of the legal name on written communications and notices – a guidance note on these requirements can be accessed on the intranet under the title [“Guidance on Legal Wording.”](#)

1.1 Group Structure

Home Group's legal structure is illustrated below:



Home Group Limited is a registered society under the Co-operative and Community Benefit Societies Act 2014 (registered number 22981R). It has charitable status but is exempt from registration with the Charity Commission – it is a “charity” but not a “registered charity”. Home Group Limited has four active wholly owned subsidiaries:

- **Home in Scotland Limited:** a registered society under the Co-operative and Community Benefit Societies Act 2014 (registered number 1935R(S)) and a charity registered with the Office of the Scottish Charity Regulator (Scottish Charity No. SC005247). Home in Scotland undertakes Home Group's business in Scotland. ;
- **Home Group Repairs Partnership (HGRP):** a private non-charitable company limited by shares which delivers repairs and maintenance services
- **Home Group Developments Limited (HGDL):** a private non-charitable company limited by shares which undertakes market housing for sale, land banking for future mixed tenure development and the new build construction of affordable housing for rent.
- **North Housing Limited (NHL):** a private non-charitable company limited by shares which facilitates joint venture activity across the Group.

1.2 Shareholding Structure

Home in Scotland Limited has shareholding members. Members are approved by Home Group Limited (through its Governance Committee following recommendation from the Home in Scotland Board). The members elect the Board at the Annual General Meeting of Home Scotland. Home Group retains the power to nominate other members of the Home in Scotland Board in circumstances set out in the Joint Arrangement Deed. The shareholders of Home in Scotland are all the members of the Home in Scotland Board (excluding co-optees) together with Home Group Limited which is a corporate member of Home in Scotland Limited.

1.3 Parent/Subsidiary Relationship

1.3.1 Joint Arrangement Deed (JAD)

The relationship between Home Group Limited as parent and Home in Scotland Limited, as subsidiary is set out in the Joint Arrangement Deed (JAD) last revised and updated on 28 July 2010 and reviewed in 2018 and is summarised as follows:

- Role of Home Group Limited as parent;
- Preparing the Group Strategy and Business Plan;
- Determining Group policies;
- Providing Home Group functions;
- Providing support to Home Scotland, including maintenance of necessary financial and other records, preparation of statutory accounts and returns, provision of financial, business and performance reports, administrative and secretarial support to the Home in Scotland Board and professional support in relation to company secretarial responsibilities;
- Role of Home in Scotland as subsidiary;
- Preparing a Business Plan/Operational Plan in respect of proposed Home in Scotland activity for submission to the Board of Home Group Limited;
- Abiding by Group policies;
- Recommending any adaptation to Group policies required to ensure compliance with the different political, legal & regulatory framework within Scotland, in accordance with an agreed Policy Framework;

- Conducting and overseeing the business of Home Group Limited within Scotland subject to any limitations arising from its charitable rules and in accordance with the Home in Scotland Operational Manual.

1.3.2 Overall Governance Framework and Standards

As part of Home Group, Home in Scotland is required to work within Home Group's [Governance Framework](#) and [Standards](#). Key aspects of these are summarised below:

- The Board of Home Group Limited (the "Home Board") reserves certain matters to itself – these 'Home Board reserved matters' are set out within the Governance Framework and include setting Home Group's strategy, approving business plans and approving acquisitions and disposals of property exceeding defined thresholds.
- There is a single Audit Committee for Home Group, which extends to Home in Scotland with a role extending to financial reporting, external audit arrangements, internal control arrangements, the internal audit arrangements and programme of review and the risk management framework. One member of the Home in Scotland board sits on the Audit Committee. The Audit Committee terms of reference are set out in the Governance Framework.
- The role of the Governance Committee extends to Home in Scotland and includes a right of approval to the admission of any new National Shareholding Member, such membership giving rise automatically to membership of the Home in Scotland Board. One member of the Home in Scotland board sits on the Governance Committee. The terms of reference of the Governance Committee are set out within the Governance Framework.
- The role of the Health & Safety Governance Committee also extends to Home Scotland. One member of the Home in Scotland board sits on the Health & Safety Governance Committee. The terms of reference of the Health & Safety Governance Committee are set out within the .
- The role of the Clinical Governance Committee also extends to Home Scotland. The terms of reference of the Clinical Governance Committee are set out within the Governance Framework.
- The role of the Development Committee also extends to Home Scotland. The terms of reference of the Development Committee are set out within the Governance Framework.

- There is a Regulatory Compliance Group (RCG) which is responsible for maintaining a strategic view of how compliance with social housing regulators is managed within Home Group, including Home Scotland. The RCG provides Home Group with assurance that regulatory compliance is being managed appropriately within the business.

The Governance Standards contains key requirements which apply across Home Group, including Home Scotland, in relation to matters such as:

- Conduct and probity – including Home Group’s Code of Conduct, its policy on gifts and hospitality, payments and benefits, and declarations of interest;
- Anti-fraud, bribery and tax evasion prevention;
- Board member recruitment, appraisal, competency and remuneration;
- Home Group’s Openness Statement;
- Financial principles and regulations;
- Procurement;
- Internal control;
- Confidential reporting (ie Whistle-blowing).

2. BOARD AND COMMITTEE STRUCTURE

Responsibility for the conduct of the business of Home in Scotland Limited rests with the Home in Scotland Board. The constitution of the Home in Scotland Board is set out in:

[2.1 Home in Scotland Board Composition](#)

The Home in Scotland Board fulfils each of its responsibilities either directly as a board, through delegation to other committees or through delegation to Home in Scotland's management structure. Those responsibilities which the Home in Scotland Board fulfils itself are set out in:

[2.2 Home in Scotland Reserved Matters](#)

The Home in Scotland Board is additionally supported by an Action Committee whose role and responsibilities are set out in:

[2.3 Action Committee – Home in Scotland Board](#)

The role and responsibilities delegated by the Home in Scotland Board to the management structure of Home in Scotland are described at:

[3. Management Structure – Home Scotland](#)

Home in Scotland is 'chaired' by the Home in Scotland Chair. The roles and responsibilities of the Home in Scotland Chair and Vice Chair are set out or referred to in:

[2.4 The Role of the Chair](#)

The role and responsibilities of board and committee members generally are set out in:

[2.5 The Role of Board or Committee Member](#)

2.1 Home in Scotland Board Composition

2.1.1 The Home in Scotland Board is established with a membership of 7 or more members made up as follows:

- Shareholding Members;
- Members appointed by the Parent, Home Group (parent board members);
- Members co-opted by the Board (co-optees).

2.1.2 The Chair of Home in Scotland also sits on the board of Home Group Limited.

2.1.3 At each annual general meeting one third of the Board, other than Parent Board Members, or the nearest whole number thereto, must retire, based on those members who have served the longest since the date of their last election (Rules 39.1 and 39.2).

2.1.4 The appointment of the non-executive members of the Home in Scotland Board are revisited as part of the appraisal process and the Board must be assured that any Board Member who has continuous service on the Board of nine years or more and who is seeking re-election, is able to demonstrate their continued effectiveness as a Board Member before they may stand for re-election (Rule 37.6).

2.1.5 Recruitment of Board Members is open and is based on a Competency Framework to ensure that the right mix of skills and experience on the Board is maintained. Home Group has a right of approval through its Governance Committee, to the admission of members to the Home in Scotland Board.

2.1.6 Meetings of the Home in Scotland Board are attended additionally by other members of the Home Group Executive and other senior managers, as required.

2.1.7 Rule 37.1 of Home in Scotland's Rules imposes an absolute minimum of 7 members and maximum of 15 members (including co-optees) to the Home in Scotland Board.

2.1.8 The Home in Scotland Chair and any Home in Scotland Vice Chair are selected from the membership of the Home in Scotland Board. Eligibility and arrangements for the Home in Scotland Chairmanship and Vice Chairmanship are described in:

[2.4 The Role of the Chair](#)

2.2 Home in Scotland Board Reserved Matters

The list set out below specifies the matters reserved to the Home in Scotland Board; the level of input into each area from the Home in Scotland Board, the Home Board, the Business Management Team Scotland and the Executive is set out in the Activity Matrix at point 4:

2.2.1 STRATEGY & PLANNING

- a) Monitoring Home in Scotland's overall business environment.
- b) Contributing to the formulation of a Group strategy and Group Business Plan.
- c) Setting overall objectives for Home in Scotland in the context of the development of Home in Scotland's Business Plan/Operational Plan.
- d) Approving Home in Scotland's annual Business Plan/Operational Plan, subject to the right to object by the Home Board, in accordance with the Joint Arrangement Deed.
- e) Reviewing and monitoring the overall risk map for Home in Scotland, assessing the risk associated with the Business Plan/Operational Plan and considering Home in Scotland's aggregated levels of risk.
- f) Approving Home in Scotland's budget and financial forecasts, subject to the approval of Home Group Limited.
- g) Approving any intra-year changes to Home in Scotland's overall objectives and Business Plan/Operational Plan, subject to the approval of Home Group Ltd.
- h) In accordance with an agreed Policy Framework, recommending to the Home Board any adaptation to Group policies which may be required in order to ensure compliance with the different political, legal and regulatory framework within Scotland.
- i) In accordance with the Joint Arrangement Deed, and in accordance with an agreed Policy Framework, approving any adaptation of Group policies proposed by Home Group in order to ensure compliance with the different political, legal and regulatory framework within Scotland.

2.2.2 OPERATIONS AND FINANCE

- a) Monitoring Group KPIs applicable to Home in Scotland set by the Home Board and setting supplemental KPIs for Home in Scotland, including the outcomes to be achieved in line with the Scottish Social Housing Charter.

- b) Monitoring major incidents and issues which are material to the financial position or reputation of Home in Scotland.
- c) Monitoring arrangements for communicating and receiving feedback from Home in Scotland's stakeholders and shareholders.
- d) Monitoring the overall arrangements within Home in Scotland for customer engagement, including approving the Customer Involvement Strategy for Scotland in line with the Charter.
- e) Approving and monitoring the overall arrangements for Home in Scotland's relationship management with regulators, the Scottish Government and other governmental agencies (as appropriate).
- f) Monitoring, in relation to Home in Scotland:
 - Standards of customer service
 - The effectiveness of operations, and
 - Performance against the Business Plan/Operational Plan

by reference to...

- KPIs
 - Feedback from customers
 - Benchmark data
 - Outcomes from the Annual Return on the Social Housing Charter and Scottish Housing Regulator Landlord performance reports and Engagement Plan
 - Any reviews by funding bodies (eg Supporting People)
 - Post-completion reviews of development activity, and
 - Such additional reports and information as the Board shall require
- g) Contributing to and approving operational policies which are specific to Home in Scotland and identified by the Home in Scotland Board as key policies requiring board approval.
 - h) Monitoring continuous improvement in relation to the Annual Engagement Plan, the Social Housing Charter Outcomes and the Landlord performance reports.
 - i) Approving Home in Scotland's preparations for, and submission of the Scottish Social Housing Regulator's Charter Return (ARC) and the Regulator's inspections of Home in Scotland.

- j) Subject to Gateway procedures, giving ‘in principle’ approval (based on a high level review of strategic fit, risk profile, financial implications, design quality and social and environmental performance) and ‘full approval’ (based on a detailed review) to new business initiatives eg new services/projects, housing developments including multi-phase developments, regeneration schemes (including demolitions), stock transfers, acquisition of properties or acquisition of existing businesses.
- k) Approving new business initiatives which have an impact on the legal structure of Home in Scotland or the structure or composition of any board/committee. (NB a potential merger with/acquisition of another organisation also requires the approval of the Home Board).
- l) Approving all disposals (and schemes of disposal) of property/land owned by Home in Scotland where one or more of the following apply:
- Disposals by way of sale of tenanted social housing dwellings;
 - Disposals by way of granting security over social and non-social housing dwellings, land or other assets;
 - Disposals by way of sale or excambion of untenanted social and non-social housing dwellings, land or other (including non-residential) assets over £120,000;
 - Disposals by way of lease of social housing dwellings;
 - Disposals by way of lease of roof space of residential tenanted properties for renewable energy sources (eg solar panels) or telecommunications (eg aerials);
 - Disposals by way of lease of residential property to an RSL, group subsidiary or any other body for Market or Mid-Market Rent or other non-social housing purposes (except where property is leased to a local authority for temporary accommodation for people who are homeless);
 - Any other disposals not listed above which could have significant implications for tenants or other service users.

All disposals will be managed in accordance with the [SHR's Notifiable Events Guidance](#).

- m) Recommending, subject to final approval by the Home Board:
- The completion of any loan facility, bond issue or similar arrangement through which Home in Scotland raises funds and any material variation thereto,
 - The early redemption of such an arrangement.
- n) Approval of Home in Scotland’s annual report and financial statements and ensuring that they are submitted to Home in Scotland’s Annual General Meeting.

- o) Approving Home in Scotland's annual rent review and rent setting policy.
- p) Receiving and noting minutes of the Home in Scotland Action Committee and Home Group's Board/Committee meetings.

2.2.3 GOVERNANCE AND INTERNAL CONTROL

- a) Ensuring that Home in Scotland operates within the law and according to its Rules and procedures, and meets the standards laid down by the Scottish Housing Regulator and other regulatory bodies.
- b) Approving Home in Scotland's Operational Manual and any material variation.
- c) Approving any variation to the Rules of Home Scotland, subject to the approval of Home Group (through its Governance Committee) and a duly convened Special General Meeting of Home Scotland.
- d) Ensuring that the terms of the Joint Arrangement Deed are complied with and approving any variation to the Joint Arrangement Deed, in conjunction with the Home Board.
- e) Reviewing how Home in Scotland follows the recommendations of the Code of Conduct published by the National Housing Federation from time to time.
- f) Establishing the required reporting framework to the Home in Scotland Board.
- g) In relation to Home Group's internal control framework (summarised within the Governance Standards document):
 - Being satisfied (by Home Group's Audit Committee) that there is a sufficient and systematic review of internal control arrangements;
 - Considering any weaknesses or matters of particular concern reported to the board, and
 - Approving the Home in Scotland board's annual statement on internal control.
- h) Monitoring Home in Scotland's overall arrangements to provide assurance of legal compliance.
- i) Approving Home in Scotland's Annual Return on the Charter (ARC) to the Scottish Housing Regulator.
- j) Approving Home in Scotland's Annual Assurance Statement to the Scottish Housing Regulator.

- k) Monitoring Home in Scotland’s overall approach to non-contractual payments and benefits, including approving any relevant payments & benefits, in accordance with Home Group’s Policy.
- l) Gaining assurance that an effective and appropriate risk management system is established across Home Scotland.
- m) Approving:
- Shareholding membership (subject to Home Group’s Governance Committee approval), and
 - The appointment of co-optees (subject to Home Group’s Governance Committee approval).
- n) Approving, in consultation with the Executive Director, Customers and Communities the appointment and dismissal of:
- the Director of Scotland;
 - any Home in Scotland Company Secretary.
- o) Approving, in accordance with the Rules of Home in Scotland, the appointment of the Chair and any Vice Chair (subject to the approval of the Parent, through its Governance Committee).
- p) Monitoring Board member entries in Home in Scotland’s Register of Interests and considering any action required in respect of any declaration.
- q) Approval of the use of the Home in Scotland seal.

2.2.4 ACTIVITY MATRIX RELATING TO HOME IN SCOTLAND BOARD RESERVED MATTERS

A = Approval
R = Recommendation
C = Consultation
M = Monitoring

	ACTIVITY	Home in Scotland Board input	Home Board input	Business Management Team Scotland Input ¹	Executive Team Input ¹
2.2.1 Strategy and Planning					
a)	Monitoring the overall business environment in Scotland	M		M	M
b)	Group Strategy & Group Business Plan	C	A	C	R
c)	Objectives for Home Scotland	A	A	R	C

	ACTIVITY	Home in Scotland Board input	Home Board input	Business Management Team Scotland Input ¹	Executive Team Input ¹
d)	Home in Scotland's Business Plan/Operational Plan	A	A	R	C
e)	Risk map for Home Scotland	M		R	C
f)	Home in Scotland's budget and financial forecasts	A	A	R	C
g)	Mid-year changes to Home in Scotland's objectives and Operational Plan	A	A	R	C
h)	Group policies	C	A	R	R
i)	Adaptations to Group policies in respect of the Scottish context	R	A	R	C
2.2.2 Operations and Finance					
a)	Monitoring KPIs applicable to Scotland	M	M	M	M
a)	Setting supplemental specific KPIs for Home Scotland	A		R	R
b)	Monitoring major incidents in Scotland	M		M	M
c)	Monitoring arrangements for communicating with stakeholders & shareholders	M		M	M
d)	Customer arrangements in Scotland	M		M	C
e)	Approving and monitoring the overall arrangements for Home in Scotland's relationship management with regulators, the Scottish Government and other governmental agencies (as appropriate)	A		R	C
f)	Monitoring performance against the Operational Plan	M		M	M
g)	Operational policies specific to Home Scotland	A		R	C
h)	Monitoring continuous improvement	M		M	M
i)	Responding to the Regulator's inspection	A	M	R	R
j)	Giving approval to new business initiatives.	A		R	A ² & A ³
k)	Approving new business initiatives which have an impact on the legal structure of Home in Scotland etc	A	A	R	A ² & A ³
l)	Approving disposals of Home in Scotland owned property/land	A		R	A ² & A ³
m)	Loan facility or other arrangements through which Home in Scotland raises funds and any material variation thereto and early redemption of such arrangements	R	A	C	R
n)	Home in Scotland's Annual Accounts	A		R	C
o)	Approving Home in Scotland's annual rent review and rent setting policy	A		R	C
p)	Receiving and noting minutes of the Home in Scotland Action Committee etc	M			
2.2.3 Governance and Internal Control					

	ACTIVITY	Home in Scotland Board input	Home Board input	Business Management Team Scotland Input ¹	Executive Team Input ¹
a)	Operating within the law, its Rules & Standards laid down by the SHR	M		M	C
b)	Variation to Home in Scotland's Operational Manual	A		R	C
c)	Variation to Home in Scotland's Rules	A	A	R	C
d)	Variation to the Joint Arrangement Deed	A	A	R	R
e)	Reviewing compliance with the NHF Code of Conduct	M		M	C
f)	Establishing the Board Reporting Framework	A		R	
g)	Assurance of internal control arrangements	A		R	C
h)	Legal compliance	A		M	
i)	Approving the Annual Return on the Charter	A		R	C
j)	Approving the Annual Assurance Statement to the SHR	A		R	C
k)	Approving non-contractual payments & benefits in accordance with Home Group's Policy	A		R	
l)	Assurance of risk management arrangements	M		M	M
m)	Admission to shareholding membership of Home Scotland	R	A		
m)	Appointment of co-optees to Home in Scotland Board	A	A		
n)	Appointment and dismissal of Home in Scotland Company Secretary and Director of Scotland	A			A ⁵
o)	Appointment of the Home in Scotland Chair and Vice Chair	A	A		
p)	Monitoring Board member entries in Home in Scotland's Register of Interests and considering any action required in respect of any declaration	M		C	
q)	Approval of the use of the Home in Scotland seal	A		R	

Notes:

¹ Input from the Business Management Team Scotland and from the Executive Team including reference both to collective input or to individual input from the Business Manager/Executive Director with responsibility for the area concerned.

² Through the Gateway process at Gateway 1 (project viability)

³ Through the Gateway process at Gateway 2 (project approval)

⁴ Through Director of Scotland following discussion with BMT and reported to the HS Board for noting

⁵ In accordance with Home Group's employment policies

2.3 Action Committee – Home in Scotland Board

2.3.1 ROLE

- a) The role of the Home in Scotland Board's Action Committee is to act on the Home in Scotland Board's behalf in relation to matters requiring an express authorisation of the Home in Scotland Board which are not otherwise covered by delegated authority in the event that a decision of the board is required between scheduled board meetings and the decision cannot reasonably await the next scheduled board meeting.

2.3.2 CONSTITUTION

- a) An Action Committee of the Home in Scotland Board is normally made up of three Home in Scotland Board members, together with the Director of Scotland if available. The Home in Scotland Chair and if a Home in Scotland Vice Chair is appointed, the Home in Scotland Vice Chair, should ordinarily be included in the composition of the committee if they are available, but the unavailability of the Home in Scotland Chair and any Home in Scotland Vice Chair would not preclude an Action Committee being constituted. The other members of the committee are selected having regard to the nature of the business to be conducted and their availability, save in the circumstances described in paragraph c) below.
- b) The business of the committee is handled principally through correspondence with issues or questions being raised via email, in writing or by telephone, save in the circumstances described in paragraph c) below.
- c) The person convening a committee meeting or any member of the Home in Scotland Board, if they consider that the business to be conducted by the committee is of exceptional significance, is entitled to require that:
 - All available members of the Home in Scotland Board are invited to join the committee, the minimum committee membership being three;
 - Papers regarding the business to be conducted are circulated to all members of the Home in Scotland Board, and
 - A meeting in person and/or videoconference and/or a telephone conference is offered to members of the committee.
- d) All members of the Home in Scotland Board are given as much advance notice as is practicable of the likely need to convene a committee. The initial notification of the likely need to convene a committee includes a brief summary of the nature of the business to be conducted and an indication of whether the person convening the

meeting is treating the business to be conducted as being of exceptional significance in accordance with paragraph c) above.

- e) A committee may then be convened with or without written notice. The Home in Scotland Chair, the Director of Scotland or the Company Secretary may give the advanced notice referred to above and proceed to convene a committee meeting.
- f) A Resolution approved in writing (including approvals notified by fax or e-mail) by all of the members of the committee is as valid and effective as if it had been passed at a meeting of the committee. The decision of the committee shall not be invalidated if:
 - The business is treated as being of exceptional significance in accordance with paragraph c) above and a board member who was unavailable to participate in the committee becomes available after the decision is reached, or
 - The business is not treated as being of exceptional significance in the context of paragraph c) and, after the decision is reached, notice is received by the person convening the meeting that a board member required it to be treated as exceptional.

2.3.3 TERMS OF REFERENCE

- a) The responsibilities of a properly constituted Action Committee of the Home in Scotland Board, acting in accordance with its defined role, are equivalent to the responsibilities of the Home in Scotland Board.

2.3.4. ACCOUNTABILITY

- a) An Action Committee of the Home in Scotland Board is accountable to the Home in Scotland Board for the fulfilment of its Terms of Reference. Committee members have responsibilities to the organisation in their capacity as committee members which are set out at:

2.5 The Role of Board or Committee Member

- b) All decisions of the Home in Scotland Board's Action Committee are reported to the Home in Scotland Board at the following meeting.

2.3.5 AUTHORITY

- a) The authority delegated by the Home in Scotland Board to a duly constituted Action Committee of the Home in Scotland Board acting in accordance with its defined role and Terms of Reference is equivalent to the authority of the Home in Scotland Board itself.

2.4 The Role of the Chair

2.4.1 HOME IN SCOTLAND CHAIR & VICE CHAIR

- a) One of the non-executive members of the Home in Scotland Board is appointed by the members of the Home in Scotland Board at each Annual General Meeting to the position of Home in Scotland Chair, subject to the prior written approval of the Parent, Home Group. The Home in Scotland Chair holds office until the next Annual General Meeting and, subject to remaining a member of the Home in Scotland Board, may stand for re-election at that time. If a Home in Scotland Chair stands down part way through his or her year of service the Home in Scotland Board may appoint another member of the Home in Scotland Board to serve until the next Annual General Meeting.
- b) A Home in Scotland Vice Chair may be appointed from amongst the non-executive members of the Home in Scotland Board through a process of appointment equivalent to that applicable to the Home in Scotland Chair.
- c) The Home in Scotland Chair also serves as a shareholding member of the Home Board for the duration of their chairmanship. The Vice Chair holds a share in Home Group Limited but does not sit on the Home Board.
- d) The Home in Scotland Chair is expected to demonstrate and support the principles of good governance at all times and is responsible for ensuring that the business of the Home in Scotland Board is conducted in an efficient and effective manner. This includes setting the Board's agenda, chairing all Home in Scotland Board meetings in an orderly manner and, with the support of the Company Secretary, ensuring that:
 - Resolutions and amendments are put according to established procedures,
 - All rules are adhered to,
 - Sufficient time is allocated to each item of business, in particular strategic issues,
 - Support is provided to board members by promoting access to relevant induction, training and development opportunities,
 - All Home in Scotland Board members are given an opportunity to express their views before any decision is made and that appropriate standards of conduct and behaviour are maintained in accordance with the Code of Conduct, and
 - The organisation provides appropriate role profiles and competency frameworks for all Board members.

- e) The Home in Scotland Chair is expected to develop a constructive relationship with and between Home in Scotland Board members. In practice, this means ensuring that the workload of the Home in Scotland Board is evenly distributed between its members and that sufficient authority is delegated by the Home in Scotland Board to enable business to be carried on effectively between meetings of the Board; and also ensuring that the Board monitors the use of these delegated powers. Where authority is delegated, arrangements exist to ensure that material decisions are reported and monitored.
- f) The Home in Scotland Chair is responsible for ensuring that the Home in Scotland Board obtains professional advice when it is needed, either from its senior staff or from external sources, and must review the composition of the Home in Scotland Board in relation to skills and experience and the need for new members.
- g) As the main link between the Home in Scotland Board and the Director of Scotland, the Home in Scotland Chair is expected to establish a constructive working relationship with the Director of Scotland and ensure that their respective roles of leading and managing are recognised and promoted effectively.
- h) The Home in Scotland Chair is responsible for the annual appraisal of members of the Home in Scotland Board. The appraisal policy is set out within the Governance Standards document.
- i) The Home in Scotland Chair chairs:
- Home in Scotland's Annual General Meeting and any Special General Meeting,
 - Ordinarily, the Action Committee of the Home in Scotland Board.
- j) The Home in Scotland Chair should ensure that the conduct of Home in Scotland's governance continues effectively between meetings of the Home in Scotland board and act under delegated or emergency authority when necessary.
- k) The Home in Scotland Chair is a representative of Home Scotland. This includes representing Home in Scotland at meetings with key business partners, representatives of Regulators and Members of Parliament.
- l) The role of any Home in Scotland Vice Chair is to:
- deputise for and support the Home in Scotland Chair from time to time at his/her invitation in relation to some or all of the Home in Scotland Chair's responsibilities to ensure the effectiveness of the Home in Scotland Board;

- lead a meeting of the non-executive directors without the Chair being present at least annually to appraise the Chair's performance (taking into account the views of the executive directors) and on such other occasions as are deemed appropriate. The appraisal policy is set out within the Governance Standards document;
 - act as Chair during any period during which the Chair is indisposed or unavailable; and
 - act as Chair during any period between the resignation of the Chair and the appointment of a new Chair.
- m) The role and responsibilities of the Home in Scotland Chair and any Vice Chair described above are additional to the responsibilities fulfilled by them in their capacity as board members as set out in:

[2.5 The Role of Board or Committee Member](#)

2.5 The Role of Board or Committee Member

2.5.1 Members of the Home in Scotland Board are required to sign, upon their appointment, a service agreement in a form approved by the Home in Scotland Board from time to time. Board members are expected to comply with the Scottish Housing Regulator's Regulatory Standards of Governance and Financial Management.

2.5.2 The responsibilities of Home in Scotland Board members are additionally set out below:

- a) **Leadership:** you should share with colleagues on the Board accountability for fulfilling the terms of reference of the Board. This includes upholding the values and objectives and policies of Home Scotland;
- b) **Strategy:** you should contribute to the formulation of Home in Scotland's strategy and objectives and should support and engage in the development of the business plan for Home Scotland;
- c) **Performance:** you should scrutinise the performance of Home in Scotland in meeting agreed goals and objectives and key performance indicators;
- d) **Risk:** you should satisfy yourself that information is accurate and that controls and systems of risk management are robust and defensible;
- e) **Legal:** you should satisfy yourself that Home in Scotland's overall arrangements to provide assurance of compliance with legal and regulatory requirements are adequate. You should take personal responsibility for demonstrating high standards of governance, complying with Home Group's Governance Framework and Governance Standards, and contribute to the development and maintenance of high standards within Home Scotland. You should ensure that the activities of Home in Scotland fall within the permitted objects of Home in Scotland and are exercised in accordance with its powers and use your powers solely for the purpose for which they are conferred on you. You acknowledge that you have the same legal responsibilities to Home in Scotland as any other Board member.
- f) **Personal Development and Personal Skills:** you should prepare for, attend and participate in board meetings and strategic away days and contribute effectively to discussions and decision making. You should keep yourself up to date about the key challenges and risks faced by Home in Scotland, particularly in areas where you are able to contribute specialist expertise and experience. You should participate in board development activities and training sessions. You should attend and participate in reviews linked to individual performance or to that of the whole Board.
- g) **Representation:** you should work to enhance the reputation and image of Home in Scotland at both internal and external events.

- h) **Standard of Care:** you should contribute to and share collective responsibility for the Board's decisions, including its duty to exercise reasonable care, skill and independent judgement. All board members are equally responsible in law for the decisions made.
- i) **Conduct and Probity:** you must always act only in the best interests of Home in Scotland and its customers and not on behalf of any interest group, constituency or other organisation. you should declare any relevant interests and avoid conflicts of interest. You should uphold the Code of Conduct set out in Home Group's Governance Standards, together with the National Housing Federation's Code of Conduct.
- j) **Valuing Diversity:** you should uphold and promote the principles of Equality and Diversity in carrying out all of your duties as a non-executive director.
- k) **Confidentiality:** you should respect and maintain confidentiality of information.

2.5.3 Members of the Action Committee of the Home in Scotland Board are required, in addition to fulfilling their responsibilities as a board member to:

- a) Be committed to fulfilling the committee's terms of reference and to collective responsibility for decisions and recommendations of the committee;
- b) Prepare for, attend and participate in committee meetings, keeping up to date in areas relevant to the committee, particularly those areas in which the member can contribute specialist expertise and experience;
- c) Comply in the context of the committee with Home in Scotland's requirements concerning conduct and probity as set out in the Governance Standards; and
- d) Act reasonably and prudently always bearing in mind the interest of Home in Scotland and exercise reasonable care, skill and independent judgement.

3. MANAGEMENT STRUCTURE – HOME SCOTLAND

The responsibilities of the Director of Scotland are summarised at:

[3.1 The Role of the Director of Scotland](#)

The role of the Company Secretary is set out at:

[3.2 The Role of the Company Secretary](#)

The role of the Business Management Team Scotland is set out at:

[3.3 Business Management Team Scotland](#)

The authority delegated by the Home in Scotland Board to the Director of Scotland, managers and colleagues within Home Scotland, including authority which may be exercised by colleagues providing Group functions on Home in Scotland's behalf, is defined at:

[3.4 Authorities – Home Scotland](#)

3.1 The Role of the Director of Scotland

3.1.1 The Director of Scotland is responsible to the Home in Scotland Board for the overall management of Home in Scotland's business. Under the terms of the Joint Arrangement Deed, the Director of Scotland is appointed by Home Group, in agreement with the Home in Scotland Board and reports to the Executive Director – Customer and Communities and the Home in Scotland Board.

3.2.2 The core responsibilities of the Director of Scotland are as follows:

- a) Leading and co-ordinating the development and delivery of the Home in Scotland Business Plan/Operational Plan, in accordance with the provisions of the Joint Arrangement Deed;
- b) Monitoring the delivery of the Home in Scotland Business Plan/Operational Plan, and reporting to the Board thereon;
- c) Managing the affairs of Home in Scotland in accordance with Home Group's mission and values, Home Group Strategy, the Home Group Business Plan, Home Group Policies, Home in Scotland Business Plan/Operational Plan and budget, and the specific decisions of the Board, acting at all times in the best interests of Home Scotland;
- d) Leading and coordinating the activities of the Business Management Team Scotland, and in particular;

- e) Ensuring that the day to day activities of members of the Business Management Team Scotland have an appropriate Home in Scotland focus, having regard to the requirements of the Joint Arrangement Deed and the Home in Scotland Business Plan/Operational Plan;
- f) Determining the agenda for, and the arrangements for chairing, meetings of the Business Management Team Scotland;
- g) Liaising with Executive Directors of Home Group Limited to ensure that appropriate arrangements are in place for the provision of resource from Home Group Limited to support the activities of Home Scotland, as required under the Joint Arrangement Deed;
- h) Leading on strategic and operational matters in respect of Home in Scotland in conjunction with Home Group Limited, including assisting and advising the Home in Scotland Board in the preparation of the Group Strategy and Business Plan;
- i) Approving any adaptation to Group Policies which may be required in order to ensure compliance with the different political, legal and regulatory framework which operates within Scotland;
- j) Ensuring that relationships between senior colleagues and the Board are positive and focus on the business of Home Scotland;
- k) Ensuring that proper systems of financial control, risk assessment and management and legal and regulatory compliance are established and maintained and that regular reports on these are provided, at least annually, to the Board; and
- l) Acting as an ambassador for Home Scotland, including cultivating good working relationships with key local authorities and other stakeholders and developing wider extended networks.

3.2 The Role of the Company Secretary

3.2.1 The core responsibilities of the Company Secretary, acting with the support of the BMT are as follows:

- a) Monitoring the operation of meetings of the Board and company secretarial functions to ensure that Home in Scotland operates within its Rules and in accordance with relevant legal and regulatory requirements;
- b) Co-ordinating an annual review of Home in Scotland's Governance Arrangements;

- c) Monitoring organisational compliance with the requirements of the Joint Arrangement Deed, and reporting thereon to the Home in Scotland Board in the annual review of Home in Scotland's Governance Arrangements;
- d) Leading on behalf of Home in Scotland in relation to the resolution of any differences which may arise with Home Group Limited in relation to the Joint Arrangement Deed, and liaising thereon with the Home in Scotland Chairman as appropriate, in accordance with the provisions of the Joint Arrangement Deed;
- e) Scheduling meetings of the Board, assisting with the preparation of agendas, providing guidance on board paper content, ensuring timely delivery of papers, recording board decisions clearly and accurately pursuing follow up actions and reporting on matters arising;
- f) Drawing the Board's attention to matters it should consider and decide and supporting the Chair to ensure that the business of the Board is properly conducted;
- g) Ensuring that the Board receives the information necessary to perform its duties and in particular, that the Board receives advice on matters covering compliance with its Rules, the law and the need to remain solvent;
- h) Keeping and maintaining registers of shareholders, board members, declarations of interest and the seals register and being responsible for taking an annual report to the Home in Scotland board on gifts and hospitality received during the year;
- i) Responsibility for custody and use of the Home in Scotland Company Seal;
- j) Building board member induction programmes, which provide a full, formal and tailored introduction to the business and helping develop and support board performance evaluations which are tailored to Home in Scotland's particular needs;
- k) Preparing and sending all necessary reports to the Scottish Housing Regulator, the FCA and other regulatory bodies;
- l) Responsibility for monitoring Home in Scotland's relationship with the Scottish Housing Regulator;
- m) In the context of the Home in Scotland Operational Manual, determining interim issues (for example temporary authority levels for new roles) pending updates being brought to the Home in Scotland Board; and

- n) Ensuring that appropriate arrangements are established with Home Group for the provision of appropriate company secretarial support and advice to Home Scotland.

3.3 Business Management Team Scotland

3.3.1 The Business Management Team Scotland comprises the members of Home Group's Business Management Team with functional responsibility for activity within Home Scotland.

Responsibility for leading and co-ordinating the activities of the Business Management Team Scotland is vested in the Director of Scotland, who is also responsible for determining the agenda for, determining appropriate attendance, and the arrangements for chairing, meetings of the Business Management Team Scotland.

Line Management of the individual members of the Business Management Team Scotland is undertaken by the member of the Home Group Senior Management Team to whom they report. In this respect, the Director of Scotland liaises with the relevant Senior Management Team member as required, in order to ensure that the day to day activities of the Business Management Team member have an appropriate Home in Scotland focus.

3.3.2 The Role of the Business Management Team Scotland is:

- a) Under the guidance of the Director of Scotland, to drive forward the business conducted within Home Scotland;
- Contributing to the Group Strategy and Business Plan and the establishment of the Group's overall objectives,
 - Engaging in strategic issues facing Home Scotland, and
 - Developing the Home in Scotland Business Plan/Operational Plan.
- b) To oversee the performance of Home Scotland, developing and monitoring performance against KPIs;
- c) To consider and engage with the views of customers pursuant to the customer involvement strategy;
- d) To analyse external evidence of Home in Scotland's performance, including customer and/or stakeholder surveys, benchmarking data, any reviews by funding bodies (eg Supporting People) and Scottish Housing Regulator inspection findings;
- e) To seek to maximise the benefit of synergies across Home Group;
- f) To help develop the approach to risk for Home in Scotland and to monitor the management of risks which are material to Home Scotland;

- g) To oversee relationships with registration and regulatory authorities specific to Home Scotland;
- h) To determine issues falling within the individual responsibility of Business Management Team Scotland members which are material to Home in Scotland as a whole;
- i) To establish and set terms of reference for forums, project boards, steering and working groups where these are required on a permanent basis or in connection with a particular initiative to address issues which are specific to Home Scotland.

3.3.3 The Business Management Team Scotland is required to fulfil its role:

- a) Having regard to the specific roles and responsibilities of the Board and Action committee of Home in Scotland and the matters reserved by the Home in Scotland Board to itself all of which are described at:

[2.2 Home in Scotland Board Reserved Matters](#)

- b) Within the parameters of the authority delegated by the Home in Scotland Board to members of the Business Management Team Scotland defined at:

[3.5 Authorities – Home Scotland](#)

3.3.4. The Business Management Team Scotland operates under the guidance of the Director of Scotland. The Director of Scotland also determines from time to time the extent to which the Business Management Team can act in his/her absence and in the absence of other members.

3.4 Authorities – Home Scotland

3.4.1 STATEMENT OF AUTHORITY

- a) The Director of Scotland, managers and colleagues working within Home in Scotland have full authority to carry out the activities which fall within, and are consistent with, the remit of their role (as detailed in their job description) and which are necessary to enable them to fulfil their role,
 - In conformity with the decision making and policy frameworks (section 3.4.2 below),
 - Adhering to expenditure limits, (section 3.4.3 below), and
 - Subject to certain exceptions (section 3.4.4 below).

3.4.2 DECISION MAKING AND POLICY FRAMEWORKS

- a) Working ‘in conformity with the decision making and policy frameworks’ means:

- Complying with decisions and directions of the following – acting within their authority:
 - Line managers,
 - Managers/directors with greater authority within the executive/management structure,
 - The Business Management Team Scotland and the Executive Team,
 - The terms of any relevant Gateway/Investment Panel approvals,
 - Boards and committees (see Governance Framework document), and
- b) Adhering to applicable Home Group and Home in Scotland policies and procedures, for example housing management policies, Home Group’s construction and procurement requirements, Home Group’s Gateway Process and the requirements set out in the Governance Standards document.

3.4.3 INCURRING EXPENDITURE

- a) Where activities undertaken by a colleague involve the commitment of expenditure on behalf of Home Scotland, the expenditure:
 - Must accord with the Business Plan and budgetary parameters set by the Home in Scotland Board; and
 - Must not exceed the expenditure limit attaching to the post of the colleague approving the expenditure (unless this is specifically permitted by one of the exceptions set out in section 4 below); and
 - Must be approved beforehand by the manager of the person who requests the proposed expenditure or, in their absence, by an appropriate Business Manager, Senior Manager or Executive member.
- b) The expenditure limits applicable to colleagues, approving activity on behalf of Home in Scotland are set out in the groups [Delegated Authorities](#).
- c) The Home in Scotland Company Secretary is authorised to acknowledge/confirm that where job titles change or where new posts are created within Home Scotland, the delegated authorities attaching to similar existing posts with equivalent levels of authority will also attach to the new posts or job titles.

3.5.4 EXCEPTIONS

- a) Certain matters are ‘reserved’ either because they fall within the remit of boards and committees or because special considerations apply.
- b) Matters reserved to the Home Board or falling within the remit of the Audit Committee, the Governance Committee, the Health & Safety Governance Committee or the Clinical Governance Committee are set out within the Governance Framework document.

- c) Matters reserved to the Home in Scotland Board are set out within section 2.2.
- d) The areas in which special considerations apply are set out in the groups [Delegated Authorities](#).

VERSION CONTROL

Version	Comments	Review Date	Signature
1	Board approved, subject to comments; circulated to all managers	June 2006	James Duffy
2	Updated with hyperlinks to documents; circulated to Board members on CD	September 2006	James Duffy
2.1	Updated references to Home in Scotland and Home (from Group); amended authorisation limits (including development contracts); updated hyperlinks to governance and some corporate and service delivery documents; minor tidying of various sections.	August 2007	James Duffy
2.2	Updated references to Scottish Housing Regulator, changes to OMT, updated job titles, consequential policy changes on complaints, stock disposal, HAG signatories, increased delegated authority level for some staff.	August 2008	James Duffy
2.2.1	Minor amendments following Board approval	September 2008	James Duffy
3	Complete Revision – approved by the Home in Scotland Board on 10 May 2011	May 2011	Kath Armstrong
4	Updated following annual governance review – updated structures, delegated authorities, board thresholds, E & D Strategy and Gifts & Hospitality Policy- approved by the Home in Scotland Board on 19 June 2012	June 2012	Kath Armstrong
5	Updated delegated authorities approved by the Home in Scotland Board on 10 September 2013	September 2013	Kath Armstrong
6	Updated to remove reference to Area Committees, link to Group-wide Gifts & Hospitality policy, update delegated authorities, Board financial thresholds – approved by the Home in Scotland Board on 24 November 2014	November 2014	Kath Armstrong
7	Updated delegated authorities, financial thresholds, updated structures approved by the Home in Scotland Board on 24 November 2015	November 2015	Kath Armstrong
8	Updated delegated authorities, financial thresholds approved by the Home in Scotland Board on 7 February 2017	February 2017	Kath Armstrong
9	Updated delegated authorities, financial thresholds approved by the Home in Scotland Board on 29 May 2018	May 2019	Kath Armstrong
10	Full review to ensure compliance with new SHR Regulatory Framework, including updated delegated authorities, financial thresholds and review of roles against SFHA model role descriptions - approved by the Home in Scotland Board on 27 August 2019.	August 2020	Kath Armstrong

11	Updated delegated authorities and minor operational changes – approved by the Home in Scotland Board on 25 August 2020	August 2021	Kath Armstrong
12	Updated delegated authorities and minor updates to reflect amended Rules – approved by the Home in Scotland Board on 24 August 2021	August 2022	Kath Armstrong
13	Updated delegated authorities and minor operational changes. Rebranded document, updated links and removed detail not relating to Home in Scotland that is captured in the Governance Framework approved by the Home in Scotland Board on 8 November 2022	November 2022	Jennifer Scarlett
13a	Updated delegated authorities to reflect new roles and structure as approved by the Company Secretary	January 2023	Jennifer Scarlett
14	Updated links and reference to Home Scotland to Home in Scotland. Delegated Authorities section to match other Governance Manuals.	August 2023	Megan Hume