

Standing Orders

Reviewed: May 2022
Next Review: 2025



ROSEHILL HOUSING CO-OPERATIVE LIMITED
250 Peat Road, Glasgow, G53 6SA

Introduction and Purpose

Along with Rosehill's Rules, these Standing Orders describe the procedures for managing the business of the Management Committee and its Sub-Committees.

The Standing Orders form part of our governance framework. This document along with our Scheme of Delegated Authority contributes to our compliance with Regulatory and Constitutional requirements and in particular:

Regulatory 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.

Rules

Powers of the Committee of Management

Rule 42 – The Committee is responsible for directing the affairs of the Association and its business and may do anything lawful which is necessary or expedient to achieve the objects of the Association. The Committee is not permitted to exercise any powers which are reserved to the Association in general meetings either by these Rules or by statute. The Committee is responsible for the leadership, strategic direction and control of the Association with the aim of achieving good outcomes for its tenants and other service users in accordance with Regulatory Standards and Guidance issued by the Scottish Housing Regulator from time to time. The Committee is responsible for ensuring that the Association can demonstrate its governance and financial arrangements are such as to allow The Scottish Housing Regulator to regulate effectively and exercise its full regulatory powers.

Sub-Committees

Rule 55.1 – The Committee can delegate its powers to sub-committees or to staff or to Office Bearers. The Committee will establish the terms of reference for such delegation, which will be set down in writing and communicated to the recipient of the delegated powers. Such delegation will be set down in writing in standing orders, schemes of delegated authority or other appropriate documentation. In the case of a sub-committee such delegation shall include the purposes of the sub-committee, its composition and quorum for meetings. A minimum number of members for a sub-committee shall be three. There

must be at least three of the members of a sub-committee present for the meeting to take place. The Committee shall be responsible for the ongoing monitoring and evaluation of the use of delegated powers.

These Standing Orders cover the following issues:

Section	Content
1	The role and remit of the Management Committee
2	The Management Committee's powers to set up Sub-Committees
3	Membership of the Management Committee and Sub-Committees
4	Delegation to the Director and the Management Team
5	Arrangements for calling committee meetings
6	Proceedings at committee meetings
7	Minutes of committee meetings
8	Role and remit of Rosehill's office bearers
9	Confidentiality
10	Emergency business and decisions
11	Execution of documents and use of the Seal
12	Arrangements for revising the Standing Orders

The Standing Orders also include:

Appendix 1: the remits of the Sub-Committees set up by the Management Committee;

Appendix 2: Rosehill's Scheme of Delegated Authority. This describes what decisions are reserved to the Management Committee and what decisions the Management Committee has delegated to Sub-Committees and Rosehill's Director and Management Team

1. Role and Remit of the Management Committee

Introduction

1.1 The Management Committee is Rosehill's governing body. Its main responsibilities are:

- To provide leadership to Rosehill and decide its strategy
- To exercise control over Rosehill's affairs and make sure it meets all of its obligations
- To act in the best interests of Rosehill's tenants and to deliver good outcomes for them
- To ensure financial viability and regulatory compliance
- To act as a good and fair employer

1.2 The operational management of Rosehill is delegated to Rosehill's Director and Management Team, within a set of controls decided by the Management Committee. In practice, the relationship between the Management Committee and Director and Management Team is based on working in partnership, and demands mutual respect, trust and support. The Committee and Staff codes of conduct give further guidance on this.

The Management Committee's Leadership and Strategic Role

1.3 The core responsibilities of the Management Committee are to:

- Decide Rosehill's overall purpose and values, and help make sure these are achieved
- Decide and keep under review Rosehill's strategic direction and its business objectives, taking account of its operating environment and the needs and views of its service users
- Approve and review policies and plans to achieve Rosehill's business objectives
- Ensure that the organisation has adequate financial and other resources to meet its objectives
- Identify the risks associated with Rosehill's strategy and plans, and oversee how these are managed
- Decide on and keep under review Rosehill's partnerships with other organisations
- Establish relationships with senior staff that enable them to carry out their strategic and leadership duties.

The Management Committee's Responsibilities for Control and Compliance

1.4 The core responsibilities of the Management Committee are to:

- Adhere to Regulatory Requirements and Standards of Governance and Financial Management and to regularly assess itself against the standards;
- Decide the policy of Rosehill;
- Approve and oversee a framework for delegation to Office Bearers, to Sub-Committees and to Staff;
- Approve and regularly review systems of internal and external control, including Standing Orders, the committee structure, external audit, internal audit, financial control and performance reporting;
- Approve and oversee a framework for managing risk, to protect Rosehill and its assets;
- Ensure the solvency of Rosehill, approve the annual budget, and approve the annual accounts prior to publication;
- Monitor and assess Rosehill's performance against its plans, budgets and targets, taking into account customer feedback and the performance of comparable organisations;
- Establish and oversee arrangements for the employment of staff;
- Appoint Rosehill's office bearers (the Chair, Vice Chair and Secretary) and the members of Sub-Committees;
- Appoint, support, appraise and (if necessary) dismiss Rosehill's most senior employee, and decide his/her remuneration;
- Ensure that Rosehill meets all its statutory obligations and acts in accordance with regulatory and accepted good practice standards;
- Ensure that Rosehill acts in accordance with its Rules.

1.5 In both sets of responsibilities, the Management Committee is informed, advised and supported by the Director and Management Team. The Management Committee may instruct specialist and/or external advice to inform, advise and support it in carrying out its responsibilities.

1.6 Rosehill's Scheme of Delegated Authority provides more information about the decisions that are reserved to the Management Committee.

2. The Management Committee's powers to set-up Sub-Committees

2.1 The Management Committee may delegate some of its powers to Sub-Committees. It may also appoint ad hoc Sub-Committees or working groups from time to time.

2.2 The remits of Rosehill's Sub-Committees are attached to the Standing Orders. All other business is conducted through the Management Committee.

2.3 The Management Committee has the power to change the Sub-Committee structure at any time, to ensure that Rosehill's business is managed efficiently.

3. Membership of the Management Committee and Sub-Committees

Management Committee

3.1 The members of the Management Committee will be elected in accordance with Rosehill's Rules.

3.2 Under the Rules, the Management Committee has the power to fill casual vacancies (where an elected committee member stands down) and to appoint co-opted members. Co-options may be considered as a means of appointing committee members who are not members of Rosehill but who have skills or experience that would benefit Rosehill's work.

Sub-Committees

3.3 The membership of Sub-Committees shall be decided by the Management Committee following the Annual General Meeting. The Management Committee may make changes over the course of the year as required.

3.4 At their first meetings after each AGM, each Sub-Committee will elect a chairperson.

4. Delegation to the Director and the Management Team

4.1 Employees are not eligible to act as committee members, however, as an employee can act as Secretary in accordance with the Rules the Management Committee has decided that the Director will act as Secretary. Rosehill's Director is the Management Committee's principal adviser, and is responsible and accountable to the Management Committee for the implementation of the Committee's decisions and

policies. In the absence of the Director, the Committee will ask an Officer Bearer to carry out the Secretary duties until the Secretary (Director) returns. In an emergency the Chairperson can ask another Office Bearer to undertake the Secretary's role.

- 4.2 The Scheme of Delegated Authority describes the matters which are reserved to the Management Committee and Sub-Committees for approval and decision. In all other matters, the Director and Management Team of Rosehill are authorised and empowered to manage Rosehill and its operations.

5. Arrangements for Calling Committee Meetings

Frequency of meetings

- 5.1 The Management Committee shall normally meet monthly except for the months of July and December, as decided by the Management Committee.
- 5.2 A calendar of meeting dates for the Management Committee and Sub-committees for the coming year will be approved by the Management Committee at the end of each financial year. The meetings' calendar may be changed at any time by the Management Committee.
- 5.3 Special Meetings of the Management Committee may be convened in accordance with the Rules.

Notice of Meetings/Agendas for Management Committee and Sub-Committee Meetings

- 5.4 The Secretary will normally give at least seven calendar days' written notice of all meetings. This duty is fulfilled on the publication of the calendar of meeting dates.
- 5.5 Agendas and reports will normally be issued no less than seven calendar days prior to any meeting. Agendas and reports may be circulated electronically or in paper form. The Committee/Sub-Committee papers are uploaded to the Board Portal and when released will generate an email to Committee Members to notify that the papers are available.
- 5.6 No business, other than on the Agenda, will be considered without the consent of two-thirds of the members present at a Management Committee or Sub-Committee meeting, this includes tabled reports.

- 5.7 If committee members wish to propose motions or items to be included on the agenda for a committee meeting, these should be notified to the Secretary not less than 10 days prior to the meeting.
- 5.8 Prior to Committee Meetings, the Director and Chair may meet to review the order of business and the matters requiring decision.
6. Proceedings at Committee Meetings (including Sub-Committees)

Quorum Requirements

- 6.1 For Management Committee meetings, four members (excluding Co-optees) will form a quorum. Where a meeting becomes inquorate after it has started, the meeting shall be adjourned.
- 6.2 The quorum for all Sub-Committees shall be 3 members (excluding co-optees). Where the meeting becomes inquorate after the start, the meeting will be adjourned.

Format of Meetings

- 6.3 Rule 48 states “Meetings of the Committee can take place in any manner which permits those attending to hear and comment on the proceedings.” Committee Members have a choice of attending meetings in-person or virtually (including conference calls) and how they attend will be recorded in the Minutes.

Attendance by Staff Members

- 6.4 The Director will attend Management Committee and Sub-Committee meetings and submit written reports as required. Other members of staff will attend meetings, as instructed by the Director and will submit written reports as required.

Voting and Decisions

- 6.5 The Management Committee and Sub-Committees will normally make decisions by consensus, without matters being put to a formal vote.
- 6.6 Formal voting will take place if a motion is proposed and seconded by two committee members present at a meeting and if another committee member indicates that they disagree with the motion. Amendments to a motion, if proposed and seconded shall be voted on first. The original motion falls if the motion to amend is carried and the amended motion shall then be put to a vote. The matter shall then be decided by vote of

those committee members present.

- 6.7 Any voting shall be by a show of hands, unless otherwise directed by the Chair. The number of votes cast for and against a motion or amendment shall be recorded in the minute as shall the number of abstentions. Any member may ask for his/her dissent from any motions or decisions to be recorded within the minute.
- 6.8 In the event of a tie the Chair will have a casting vote, in addition to his/her own vote.
- 6.9 Decisions made by the Management Committee will stand on record for at least six months and will not be discussed, questioned or put to a second vote within that period unless there are exceptional circumstances and only then with the consent of two-thirds of those present at the meeting where the exceptional circumstances are identified. In circumstances where new information comes to light, which could have a material impact on a decision made, such matters will always be reconsidered. Nothing in this paragraph will prevent staff from bringing forward reports and information to correct errors or omissions in previous decisions made.

Time Management of Meetings

- 6.10 The decision of the Chair or other person presiding at a meeting is final on length of speeches, debate and closure of debate. The Chair or other person presiding at a meeting will seek to ensure that all committee members are given adequate opportunity to contribute.
- 6.11 Proceedings at Management Committee and Sub-Committee meetings should not exceed 2½ hours. The meeting may be extended if two-thirds of the members present agree to this. Any extension shall normally be for a maximum of 30 minutes, unless two-thirds of the members present agree to a further extension.

Any Other Competent Business

- 6.12 Any other competent business should be notified to the Chair prior to the start of the meeting giving 24 hours' notice if possible.
- 6.13 If a majority of the members present agree, discussion and/or decision of the business will be permitted.

Conduct of Members at Committee Meetings

- 6.14 When attending Committee Meetings, all Committee Members must:
- Conduct themselves in a courteous and business-like manner;
 - Show respect for the authority of the chairperson of the meeting
 - Show respect and consideration towards other committee members, Rosehill's staff, and anyone else attending the meeting
 - Come to the meeting adequately prepared to contribute to the discussions and make informed decisions
 - Adhere to the Committee Members' Code of Conduct
- 6.15 The chairperson of the meeting is responsible for determining if a committee member, or a number of committee members, is/are acting in a way contrary to the Standing Orders or the Code of Conduct for committee members. The chairperson can censure a committee member, or members, on account of his/her/their behaviour at the meeting and request that the inappropriate behaviour ceases.
- 6.16 In the event of a failure to comply with such a request, or where the breach of standards, in the opinion of the chairperson, is sufficiently serious, the chairperson can decide to exclude any members from the meeting. Any member so excluded must leave the meeting immediately.
- 6.17 If the exclusion of members causes the meeting to become inquorate the meeting will be adjourned to a time and place to be decided by the Chair with or without the offending members as decided by the Chair.

Business Conducted under Closed Session

- 6.18 Where committee business is of a confidential nature, it will be conducted in closed session and a separate confidential minute will be produced. Staff members, excluding the Director, unless the Director is the subject of the business, will normally leave the meeting during any confidential items, unless the Committee Members decide otherwise. The Director will be responsible for preparing the minute of any confidential meetings or, in his/her absence, a member of the committee.

Admission of Members of the Public to Meetings

- 6.19 Members of the public will not be admitted to Management Committee or Sub-Committee meetings. With the approval of the Management Committee or Sub-Committee Members, people who are interested in

becoming Committee Members may attend 1-2 meetings as an observer.

7. Minutes of Committee Meetings

7.1 Minutes of Management Committee and Sub-Committee meetings will be taken by staff members.

7.2 A Minute of each committee meeting will be prepared as a draft and submitted to its next meeting for approval. Minutes shall take the form of 'draft minutes' until they have been passed by the relevant committee. Minutes of Sub-Committee meetings will be submitted to the next sub-committee meeting for approval and presented to the Management Committee for noting. Timing issues can mean that draft minutes of Sub-Committee meetings are presented for noting.

7.3 If the minutes are accepted as a true record, they must be signed by the Chairperson or person who is chairing the meeting at which the minutes are presented.

7.4 All approved Management Committee Minutes will be published on our website. However, a separate minute will be produced for any business that is confidential or commercially sensitive. Minutes for such items will only be available to committee members, and to any members of staff who need to have access to the minutes to implement committee decisions.

8. Role and Remit of Rosehill's Office Bearers

8.1 Rosehill shall have a Chair, Vice-Chair and Secretary. The Chair and Vice-Chair shall be elected by the Management Committee at the first meeting after the Annual General Meeting. Committee will decide at the first meeting after the AGM if it wishes to continue to appoint the Director as Secretary.

Role and Remit of the Chair

8.2 The Chair is elected by the Management Committee from among its membership after each AGM to serve until the next AGM. Under Rosehill's Rules, the Chair can be re-elected but must not serve continuously for more than five years.

8.3 The role of the Chair is to uphold the Rules of Rosehill, to defend the rights of the members, to act as the main spokesperson and representative of Rosehill, to establish and maintain an effective working relationship with Rosehill's Director, and to sign official

documents in accordance with Rosehill's Scheme of Delegated Authority

8.4 The Chair's role in conducting meetings of the Management Committee includes the following:

- To ensure the effective conduct of business
- To preserve order and ensure each member has a fair hearing.
- To impose a time limit on any business.
- To decide the order in which members may speak.
- To rule on any point of order
- To ensure that proceedings follow these Standing Orders.
- To ensure effective use of the Committee's time at meetings.
- To rule on whether items not on the agenda can be discussed at meetings.

8.5 Rosehill's Chair will be entitled to attend and vote at any meeting of a Sub-Committee, with the exception of the Audit Committee. In addition, the Chair will not act as the chairperson of any of Rosehill's Sub-Committees.

8.6 The duties described at 8.4 shall also apply to chairs of Sub-Committees.

Role and Remit of the Vice-Chair

8.7 The Vice Chair will be elected by the Management Committee from among its membership after each AGM.

8.8 The general role of the Vice Chair is to perform the responsibilities of Rosehill's Chair, as described above, in the Chair's absence. The Vice-Chair shall not, however, be an automatic member of all Sub-Committees.

Role and Remit of the Secretary

8.9 The Director will act as Secretary.

8.10 The general role of the Secretary is to ensure that the business of Rosehill and Management Committee is properly conducted, as described in the Rules.

8.11 The following are the Secretary's general duties:

- To call meetings and prepare agendas
- To keep minutes

- To maintain registers of members, seal register etc
- To take charge of Rosehill's Seal
- To ensure that statutory returns are made as required.

8.12 The Secretary will issue share certificates to new members of Rosehill as such are approved by the Membership Sub-Committee. The Secretary will also sign official documents on behalf of Rosehill in accordance with the Scheme of Delegation.

Office Bearer Skills and Succession Planning

8.13 Rosehill's Office Bearers and Sub-Committee chairs have a critical role to play in the governance of Rosehill. There are agreed role descriptions for each office bearing position. Rosehill annually assesses the range of skills that the committee needs to meet its objectives and carries out an annual review of the contributions that individual members make to Rosehill's governance in line with regulatory standards/requirements. These reviews contribute to the development of an annual training plan for the committee that is intended to keep members up to date and provide opportunities for development to ensure that committee members who wish to can take on additional responsibilities.

8.14 Committee members who have served for a period in excess of nine consecutive years will not be permitted to stand for election or otherwise be nominated for re-election unless the Committee so resolves. The Committee in making such a decision will comply with regulatory standards/requirements.

9. Confidentiality

9.1 Proceedings at all committee meetings, together with agendas, reports and other documents submitted to such meetings will be treated as confidential unless otherwise agreed.

10. Emergency Business and Decisions

10.1 Any matter which requires urgent or immediate action but which cannot wait until the next meeting may be referred by the Director to the Chair or in his/her absence to the Vice-Chair. Any such action or decisions shall be reported to the first committee meeting thereafter. The Director has authority to deal immediately with any emergency situation in accordance with the Scheme of Delegated Authority.

11. Execution of Documents and Use Of The Seal

11.1 Deeds and other legal documents may be subscribed either:

- By the use of Rosehill's Seal and signature by authorised persons
- By signature by an authorised person and witnessing, as described in the Requirements of Writing (Scotland) Act 1995.

11.2 The following documents will be executed using the Seal:

- Membership/share certificates
- All transactions relating to the sale, purchase or leasing of land or buildings
- All loan agreements
- All contracts with a value exceeding £500,000

11.3 Where the Seal is used, the Management Committee's prior approval is required under the Rules. The deed or document should be signed by the Secretary and two other committee members. If the Secretary is not available, the document may be signed by any other Management Committee member, as provided for in Rosehill's Rules.

11.4 Where signature and witnessing is used to execute documents, the document may be signed by any authorised Management Committee member, or by a member of staff who has authority to do so in accordance with the scheme of delegation or the purchasing, procurement and Tenders Policy.

12. Revision of Standing Orders

12.1 These Standing Orders may be altered or revoked by the Management Committee if a motion to this effect is supported by two-thirds of those present, excluding co-opted committee members.

12.2 These Standing Orders will be reviewed by the Management Committee at least once every three years.

Sub Committee Remits

Staffing and Health and Safety Sub-Committee

1. Terms of Reference

The Staffing and Health and Safety Sub-Committee is responsible for:

- Human resources and health and safety management
- The duties and requirements in these business areas set out in legislation and Regulatory Standards and Requirements.

The Sub-Committee may make decisions about all of these matters, as long as it acts in accordance with Rosehill's agreed policies and Standing Orders and the powers delegated by the Management Committee.

2. Accountability to the Management Committee

The Sub-Committee is accountable to the Management Committee and will report all of its proceedings and decisions to the Management Committee. The Sub-Committee will exercise its powers in accordance with any written instructions which may be given by the Management Committee.

3. Role and Delegated Authority

The Management Committee has delegated responsibility to the Staffing and Health and Safety Sub-Committee for the following matters:

- To monitor performance of policies and strategic plans in relation to human resources management and training and development;
- To select and recruit Managers;
- To approve any staff re-grading or salary increases that are outside Rosehill's established policies within the agreed organisational budget and structure;

- To participate in grievance and disciplinary hearings, where committee involvement is required under Rosehill's policies.
- To ensure that a competent person is designated to oversee the implementation of Rosehill's policies on health and safety.
- To ensure that a programme of health and safety risk assessments is carried out, and that plans are put in place and implemented to fulfil Rosehill's duty of care towards its employees, and visitors to Rosehill's premises.

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| <ul style="list-style-type: none">• To monitor the implementation of Rosehill's policies and actions relating to health and safety management. |
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The decisions reserved to the Sub-Committee and those that are delegated to staff are described in Rosehill's Scheme of Delegated Authority.

The Director and members of the management team have authority to make all operational and management decisions relating to the areas described above, with the exception of those matters reserved to the Staffing and Health and Safety Sub-Committee and/or Management Committee for decision. In exercising this delegated authority, officers will be:

- Accountable to the Staffing and Health and Safety Sub-Committee
- Responsible for ensuring that decisions are in accordance with Rosehill's policies, budgets and legal obligations.

The Director, in consultation with the Chair of Sub-Committee, has authority to deal with any matter arising between ordinary meetings of the Committee on which urgent action requires to be taken and which cannot reasonably be dealt with at any forthcoming meeting of the Management Committee. All actions taken under such authority shall be reported to the next meeting of the Committee.

The powers delegated to the Sub-Committee will not prevent the Management Committee deciding that it wishes to approve decisions on specified matters (for example, if a comprehensive review of Rosehill's staffing structures and resources was to take place).

4. Membership of the Sub-Committee

The membership of the Sub-Committee shall be determined by the Management Committee and shall comprise of three Committee Members as a minimum.

Members of the Committee will be expected to participate in training and development activity relevant to their role. Members' training needs will be assessed annually.

5. Meetings of the Sub-Committee

The Sub-Committee will normally meet quarterly, or as otherwise decided.

The quorum at meetings of the Sub-Committee shall be three members.

Staff members will attend each meeting of the Sub-Committee and will prepare full Minutes of each Meeting. The Minutes and proceedings of the Sub-Committee shall be reported to the next meeting of the Management Committee. If any matters require formal approval by the Management Committee, these will be separately identified in a report to the Management Committee.

The officers who will normally attend meetings of the Sub-Committee will be the Director and the Corporate Services & HR Manager.

Other members of staff and/or advisers will attend as instructed by the Director. The Sub-Committee may instruct external and/or specialist advice to support it in meeting its responsibilities as described in this remit.

Meetings shall be convened by written notice to the members of the Sub-Committee, giving not less than seven days' notice.

Sub Committee Remits

Membership Sub-Committee

1. Terms of Reference

The Membership Sub Committee is responsible for:

- All matters relating to membership of Rosehill

The Committee may make decisions about all of these matters, as long as it acts in accordance with Rosehill's agreed policies and Standing Orders and the powers delegated by the Management Committee.

2. Accountability to the Management Committee

The Sub-Committee is accountable to the Management Committee and will report all of its proceedings and decisions to the Management Committee. The Sub-Committee will exercise its powers in accordance with any written instructions which may be given by the Management Committee.

3. Role and Delegated Authority

The Management Committee has delegated responsibility to the Membership Sub-Committee for the following matters:

- To consider all applications for membership and to either grant or refuse, and to deal with all other matters related to membership

The decisions reserved to the Sub-Committee and those that are delegated to staff are described in Rosehill's Scheme of Delegated Authority.

The Director has authority to make all operational and management decisions relating to the areas described above, with the exception of those matters reserved to the Sub-Committee and/or Management Committee for decision. In exercising this delegated authority, officers will be:

- Accountable to the Membership Sub-Committee
- Responsible for ensuring that decisions are in accordance with Rosehill's policies, budgets and legal obligations.

The Director, in consultation with the Chair of the Sub-Committee, have authority to deal with any matter arising between ordinary meetings of the Sub-Committee on which urgent action requires to be taken and which cannot reasonably be dealt with at any forthcoming meeting of the Management Committee. All actions taken under such authority shall be reported to the next meeting of the Sub-Committee.

The powers delegated to the Sub-Committee will not prevent the Management Committee deciding that it wishes to approve decisions on specified matters.

4. Membership of the Sub-Committee

The membership of the Sub-Committee shall be determined by the Management Committee and due to the ad-hoc nature of these meetings any three committee members at any given time will comprise the Membership Sub-Committee (with the exception of any co-opted members)

Members of the Sub-Committee will be expected to participate in training and development activity relevant to their role. Members' training needs will be assessed annually.

5. Meetings of the Sub-Committee

The Sub-Committee will normally meet on an as required basis, since the timing and frequency will depend on when offers of rehousing are to be made.

The quorum at meetings of the Sub-Committee shall be three Committee Members. The Director, in her role as Secretary, does not count towards the quorum for the Membership Sub-Committee and does not need to be in attendance. The Sub-committee will authorise the Secretary to sign and seal any membership certificates granted.

Staff members will attend each meeting of the Sub-Committee and will prepare full Minutes of each Meeting. The Minutes and proceedings of the Sub-Committee shall be reported to the next meeting of the Management Committee. If any matters require formal approval by the Management Committee, these will be separately identified in a report to the Management Committee.

The staff who will normally attend meetings will be decided by the Director.

Meetings shall be convened on an as required basis.

Sub-Committee Remits

Audit and Risk Sub-Committee

1. Terms of Reference

The Audit and Risk Sub-Committee is responsible for:

- Ensuring that Rosehill has effective systems for management and control.
- Monitoring the implementation of approved recommendations contained in internal audit reports, external audit reports and management letters.
- Initiating reports and investigations into any aspect of Rosehill's activities, if required.
- Ensuring that matters within its remit are conducted in accordance with the law, "Regulatory Standards of Governance and Financial Management" and relevant good practice guidance.

The Sub-Committee may make decisions about all of these matters, as long as it acts in accordance with Rosehill's agreed policies and Standing Orders and the powers delegated by the Management Committee.

2. Accountability to the Management Committee

The Audit and Risk Sub-Committee is accountable to the Management Committee and will report all of its proceedings and decisions to the Management Committee. The Sub-Committee will exercise its powers in accordance with any written instructions which may be given by the Management Committee.

3. Role and Delegated Authority

The Management Committee has delegated responsibility to the Audit and Risk Sub-Committee for the following matters:

Management and Control Systems

- To advise the Management Committee on the effectiveness of Rosehill's management and control systems for ensuring value for money, propriety, regularity, economy, efficiency, competence and accountability.

Internal and external audit

- To advise the Management Committee on the appointment and remuneration of external auditors and the scope of their work.
- To approve the external auditor's Letter of Engagement.
- To communicate with the external auditors on audit approach and scope, reporting, timetables and findings.
- To advise the Management Committee on the appointment (or required resourcing) of the internal audit service.
- To review the long term plan for internal audit and to approve the annual audit plan.
- To review all audit recommendations (external and internal), and monitor the implementation of agreed recommendations in all internal audit reports, external audit reports and management letters.
- To monitor the effectiveness of the external and internal audit services.

Risk management

- To monitor the implementation of Rosehill's Risk Management Policy for managing risk, as approved by the Management Committee.

Compliance and Assurance

- To keep under review the Annual Assurance Statement as approved by the Management Committee and report any changes to the Management Committee for its consideration and approval.

Reports and investigations

- To initiate reports and investigations as the Sub-Committee considers necessary.

The decisions reserved to the Audit and Risk Sub-Committee and those that are delegated to staff are described in Rosehill's Scheme of Delegated Authority.

The Director and management team have authority to make all operational and management decisions relating to the areas described

above, with the exception of those matters reserved to the Sub-Committee and/or Management Committee for decision. In exercising this delegated authority, officers will be:

- Accountable to the Audit Sub-Committee
- Responsible for ensuring that decisions are in accordance with Rosehill's policies, budgets and legal obligations.

The Finance Manager and/or Director, in consultation with the Chair of the Sub-Committee, will have authority to deal with any matter arising between ordinary meetings of the Sub-Committee on which urgent action requires to be taken in relation to external audit matters and which cannot reasonably be dealt with at any forthcoming meeting of the Management Committee. In relation to internal audit matters authority lies with the Director in consultation with the Chair. All actions taken under such authority shall be reported to the next meeting of the Sub-Committee.

Reflecting the Audit and Risk Sub-Committee's purpose, the Sub-Committee (or officers and/or external advisers authorised by the Sub-Committee) will have the right to access all documents and records maintained by Rosehill.

The Sub-Committee and those it authorises to investigate matters may also require employees and committee members to supply information, either written or verbal, on any matter relating to the financial or general management of Rosehill. All employees and committee members are required to co-operate fully with any such request. If the Sub-Committee considers it necessary, it has authority to obtain such external professional advice as it considers necessary.

4. Membership of the Sub-Committee

The membership of the Sub-Committee shall be determined by the Management Committee and shall be a minimum of three members.

The Chair of the Management Committee shall not be eligible to be a member of the Audit Sub-Committee.

Members of the Sub-Committee will be expected to participate in training and development activity relevant to their role. Members' training needs will be assessed regularly.

5. Meetings of the Sub-Committee

The Sub-Committee will normally meet quarterly, or as otherwise decided.

The quorum at meetings of the Sub-Committee shall be three members. Co-opted members do not count towards the number of members required for a meeting to take place.

Staff members will attend each meeting of the Sub-Committee and will prepare full Minutes of each Meeting. The Minutes and proceedings of the Sub-Committee shall be reported to the next meeting of the Management Committee. If any matters require formal approval by the Management Committee, these will be separately identified in a report to the Management Committee.

The officers who will normally attend meetings of the Sub Committee will be the Director and, the Finance Manager in relation to the external audit. The Director will attend in relation to internal audit with other members of staff and/or advisers attending as required, or as instructed by the Sub-Committee.

Meetings shall be convened by written notice to the members of the Sub-Committee, giving not less than seven days' notice.

The external and internal auditors shall have direct access to the Audit Sub-Committee at all times. If requested by the auditors, the chairperson of the Sub-Committee will convene meetings of the Committee for this purpose. The Sub-Committee has the right to meet in closed session, without employees being present, if it deems this to be necessary.

Scheme of Delegated Authority

Appendix 2

Covid-19 Temporary Provisions

In response to the Covid-19 epidemic the Committee has resolved that the Co-operative's standing orders be amended to include the following provisions which are intended to apply during the period of the epidemic.

1. Rule 47 of the Rules of the Co-operative provides that meetings of the Committee can take place in any manner which permits those attending to hear and comment on the proceedings. In furtherance of this rule it is anticipated that during the period of the epidemic meetings are likely to be held in such manner (perhaps by conference call or video conferencing or combination of those). The Committee should take appropriate steps to facilitate participation in meetings in this way. Committee Members attending in this way shall count towards the quorum for such meetings (except for co-optees). The minutes of the meeting should record the means by which Committee Members are participating if not present in person.
2. The Committee is required in terms of the Rule 44 to meet at least six times each year. Meetings held where Committee Members attend using appropriate technologies instead of attending in person shall constitute a meeting of the Committee for the purposes of Rule 44.
3. Where the Committee believes that a Committee Member is suffering from Covid-19 it will grant leave of absence in accordance with Rule 40.3.
4. Where required the Chairperson or Director might deem it necessary for the business of the Committee that decisions be made by written resolution in accordance with Rule 51.
5. It is recognised that during the period of the epidemic it is likely to be necessary that emergency business be undertaken and decisions made by the Director, the Chairperson and Vice Chairperson in accordance with the emergency business provisions of the Standing Orders.

Management Committee Meeting on 2nd April 2020