

# Matters Reserved for the Board

---

## 1. Role of the Board of Trustees

- 1.1 The powers of the Board of Trustees are defined in the Rules, along with provisions for election to the Board of Trustees and Board procedures.

## 2. Function of the Board of Trustees

The Board of Trustees:

- 1.1 Is responsible and accountable for the good governance of the Association. The Board is accountable to shareholding members, tenants of the Association, and, in addition, to local stakeholders in the Berwickshire community and surrounding areas, the Scottish Housing Regulator (SHR) and other stakeholders in the aims and work of Association.
- 1.2 Is responsible for the overall management of the charity, ensuring compliance with the charity's objects and relevant legislation
- 1.3 Provides strategic leadership for the organisation through consideration of strategy, policy, performances and major new developments. It holds overall responsibility for the finances of the Association, for the employment of staff, effective supervision of the Chief Executive and for the work of its committees and any other structure it creates to support its business.
- 1.4 Is responsible for the achievement and delivery of the Association's strategies, objectives, policies and plans and management of day-to-day operations will fall to the Chief Executive, staff team and any agents engaged to support them.
- 1.5 Establishes and ensures sufficient oversight and maintenance of a sound system of internal control and risk management
- 1.6 Have oversight of the management of risk and operation of internal controls and ensure they inform decision making and business planning
- 1.7 Has a statutory obligation to ensure the health and safety of its employees, contractors and customers

## 3. Matters Reserved for the Board

Matters reserved for the Board are those items that cannot be delegated to a Committee or Executive for decisions/approval. However, items can be delegated to Committees for detailed review and scrutiny to make a recommendation to the Board.

<b>Strategy, business planning and Financial Management</b>	Define, approve, monitor and make changes to the Group's values, strategic aims, objectives
	Approve the Asset Investment Strategy/Plan
	Approve major changes to the Group's corporate, management and control structures and changes to the Group's legal status
	Approve/amend proposals for the extension or cessation of services into new activities or geographical locations (outside of current scope, budget, risk appetite) to further the charitable objects or changes to the organisation's activities
	Approve joint ventures and strategic partnerships
	Approve the annual budget for the Group and its subsidiaries including the investment plan, rent policy/annual rent increase and service charges
	Approve the long-term budget and business plan and long term cash flow for the Group and its subsidiaries
	Approve additional financial resource requirements outside of the overall budgetary/business planning cycle
	Approve the Treasury Policy and Strategy (borrowing and investment strategies and principles) and associated treasury decisions and borrowings
	Approve changes to accounting policy as recommended by Risk & Assurance Committee
	Approve the annual report and accounts and financial statements
	Approve action to address short term cash flow difficulties
	Approve intercompany loans
	Approve the charging of assets
	Approve the disposal of land or property requiring any specific or routine regulatory or statutory consent
	Approve the acquisition/ disposal of operational property or change in its use, following the receipt and consideration of professional advice
	Approve the transfer of property to another organisation with substantially similar objects.
	Approve the opening/closure of bank accounts and other deposit media
	Approval of authorised signatories
	Approve the appointment and remuneration of professional advisers
	Approving the registering the company and its subsidiaries and providing further information, as requested, to the Financial Conduct Authority, Office of the Scottish Charity Regulator, Companies House, Scottish Housing Regulator

<b>Governance, Regulation and Control</b>	Approval of recommendations to change/ amend BHA governing document (The Rules), subject to the approval relevant regulators, funders and members, where applicable.
	Approve major changes to corporate, management and control structures, including the creation/dissolution of new entities and legal status
	Approve changes to the structure, size, quorum and composition of the Board and its Committee's
	Authorise delegated powers and limitations to the committee's, chief executive and other members of the senior management team, where appropriate.
	Approve the adoption and changes to the Standing Orders, Financial Regulations, schedule of Matters Reserved for the Board and Scheme of Delegation, Committee remits and reporting arrangements of all committees of the board, including any ad hoc committees/Board working groups
	Approval, suspension and alteration of standing orders (by-laws) and financial reporting for the regulation of its proceedings and business.
	Ensure the effectiveness of the Group's Boards and Committees
	Ratify/reject instances of failure to comply with standing orders (by-laws).
	Approve all Scottish Housing Regulatory returns (ARC, Assurance Statement, Loan Portfolio, 5 Year Financial Return)
	Oversight of all registers required by the Regulator
	Approve the reporting of notifiable events to the Scottish housing Regulator
	Approve decisions relating to court proceedings against or on behalf of BHA (excludes tenant evictions)
	Approve significant changes to the Group's employment terms and conditions
	Approve pension policy and arrangements and any other non-contractual benefits
	Ratify/homologate any urgent decisions taken by the Chair and Chief Executive.
	Approve arrangements for dealing with customer complaints.
<b>Tendering/Contracts/ Procurement</b>	Approve service tenders and contracts above £200k
	Approve works (construction/development) tenders and contracts above £2m
	Development - approve: <ul style="list-style-type: none"> <li>• In principle investment in new development or acquisition</li> <li>• Outline development proposals</li> <li>• Associated terms and parameters</li> </ul>
<b>Risk and internal control</b>	Approve the Risk Management Framework/Policy and arrangements for insurance
	Approve the Group's risk Appetite Statement
	Approve the Health & Safety Policy

	Approve the appointment, re-appointment, removal and fees of the External Auditors and Internal Auditors
	Receive and note the annual management letter from the external auditor and agree the proposed course of action, taking into consideration the recommendations of the audit committee, where appropriate.
	Receive and note the annual report of the Internal Auditor
	Receive the annual report of the Chair of Risk & Assurance Committee
<b>Appointments/ Remuneration</b>	Nominate and elect a trustee to serve in the positions of chair, vice-chair
	Approve the appointment and re-election of Board and Committee Members
	Dismissal of committees and individual members of committees that are accountable to the board.
	Approve the desired skills profile of the Board and Committees
	Agree procedures for the effective evaluation and ongoing development of the Board and individual Trustees, and Committees.
	Approve the admittance of new Members
	Approve the succession planning of the Board and Senior Management
	Set the objectives and assess the performance of the Chief Executive
	Appoint / dismiss the Chief Executive and Company Secretary.
	Approve the remuneration and changes to salary and benefits of the Chief Executive and Executive Team
	Approve the remuneration of Trustees (subject to restrictions of the Rules and requirements of OSCR)
	Approve the annual pay award
	Approve all redundancy payments
	Approve all settlement / compensatory payments
	Receive and review such reports as the board requires from committees and individuals with regard to the use of delegated powers.
<b>Financial and Performance Monitoring</b>	Review performance against the strategic plan, annual budget and business plan objectives
	Review performance against strategic and key operational KPI's
	Review Performance of landlord health & safety obligations
	Receive the pension update
	Receive the Treasury Management Review
	Performance against the ARC and other SHR Regulatory Standards
<b>Policies</b>	<p>Agree Establish/review/amend/approve key organisational policies including:</p> <ul style="list-style-type: none"> <li>• trustee code of conduct</li> <li>• trustee engagement/agreement to serve letter</li> <li>• employment policy <b>[define which ones]</b></li> </ul>

	<ul style="list-style-type: none"> <li>• Equality, Diversity and Inclusion policy</li> <li>• health and safety policy</li> <li>• environmental/sustainability policies</li> <li>• complaints policy</li> <li>• treasury and investments policy</li> <li>• reserves policy</li> <li>• whistleblowing policy</li> <li>• risk management policy</li> <li>• corporate social responsibility</li> <li>• conflicts of interest policy</li> <li>• changes to the pension scheme or the management of its funds.</li> <li>• communications/PR policy</li> <li>• equal opportunities policy.</li> <li>• safeguarding</li> <li>• Procurement policy</li> <li>• Membership policy</li> <li>• Salary Policy</li> <li>• Rent policy</li> <li>• Allocations policy</li> <li>• Value for Money policy</li> <li>• Landlord Compliance</li> <li>• Write Off</li> <li>• Entitlement, Payments and Benefits</li> </ul>
--	---