

GROUP BOARD

Functions and Powers

The following functions/powers are reserved to the Board. To: -

- Approve applications for Membership.
- Borrow and invest funds (in accordance with Rule 18 of Link's Rules).
- Approve some of the Association's policies and strategies as per Appendix 2.
- Set and approve the overall group strategy, business plan, annual budgets and financial statements of the Association and group members and amendments thereto.
- Ensure there are adequate resources in place to achieve strategic objectives.
- Monitor performance in relation to strategic objectives.
- Ensure that the group maintains high standard of governance and compliance with regard to regulatory and legal matters.
- Approve all Scottish Housing Regulator returns.
- Consider and approve new initiatives which may arise from new ventures, alliances and other activities (only as required under the Risk Management Strategy).
- Amend the structure including amending the remit and delegated powers of sub-committees.
- Appoint all Board/Committee members to group members, except in the case of group members with membership appointment rights and where the Association had not exercised its right to appoint the majority of the Board.
- Approve the appointment of the Chief Executive and Group Leadership Team Directors.
- Appoint a panel in the case of appeals or grievances involving the Chief Executive or Group Leadership Team Directors (with a minimum of 3 members) in line with Disciplinary Policy and advise the Board on the implications of further action against Link and recommend course of action.
- To ensure that there is a process of evaluating whether the Association, through its Board and Committee structure, has the mix of skills and expertise to manage the business.
- To support the interview, appointment, induction and training of new Board and Committee members.
- Ensure a framework of delegations and internal control systems are in place.



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- Approve a risk management strategy in order to identify the risks facing the association and types of protection required to cover these risks (including regular updates of the Association's risk register).
- Address any other matters expressed or implied under the Association's Rules.



CHAIR'S ACTION

- In respect of staff members or connected / related persons under the Entitlements, Payments and Benefits Policy to approve the following:
 - tenancy offers, offers of shared equity / help to buy grants.
 - employment offers.

All provided that the appropriate internal validation procedures had been followed.

- Approval of additional expenditure as defined in the Entitlements, Payments and Benefits Policy with regard to hospitality and gifts to staff to mark special occasions.
- Approval of staff settlement agreements so long as legal advice supports the proposed settlement.
- To approve single supplier procurement between the value of £20,000 and £50,000.

GROUP AUDIT AND RISK COMMITTEE

Functions and Powers

The following functions and powers are delegated to the Audit and Risk Committee: -

External Audit

- Consider the appointment, resignation or dismissal of the external auditor and approve the audit fee.
- Discuss with the external auditor before the audit commences the nature and scope of the audit.
- Review Group annual financial statements, and half yearly statements if appropriate, before submission to the Board focusing particularly on: -
 - any changes in accounting policies and practices
 - major judgmental areas
 - significant adjustments resulting from the audit
 - the going concern assumption
 - compliance with accounting standards
 - compliance with the SORP for Registered Social Housing Providers
 - compliance with the Co-operative and Community Benefit Societies Act 2014, Housing Acts, Charity Law, Statutory Instruments and any other appropriate legislation insofar as these affect the Association.
- Discuss any issues and reservations arising from the interim and final audits, and any matters the auditor may wish to discuss (in the absence of management where necessary);
- Assess the independence and effectiveness of the external auditor
- Consider the Audit Representation Letter and Key Issues / Highlights Memorandum and report on same to the Board;
- Keep under review the effectiveness of internal control systems, and in particular review the external auditor's management letter and management's response.

Internal Audit

The role of Internal Audit shall be to:-

- Review the reliability and integrity of financial and operating information and the means used to identify, classify and report such information.
- Review the systems established to ensure compliance with those policies, plans, procedures, laws and regulations which could have a significant impact on operations and reports, and determine whether the association is in compliance.
- Review the means of safeguarding assets and, as appropriate, verify the existence of such assets.
- Appraise the economy and efficiency with which resources are employed.
- Review operations or programmes to ascertain whether results are consistent with established objectives and goals and whether the operations or programmes are being carried out as planned.
- Assess the independence and effectiveness of the internal auditor
- Review the internal audit function, consider the major findings of internal audit investigations and management's response, and ensure co-ordination between the internal and external auditors;
- Ensure that weaknesses in control are being addressed and reported to the Group Board accordingly
- Ensure that frauds (if any) are investigated appropriately and reported to the Group Board accordingly
- To review and approve the Group Internal Audit plan and scope of work.

Risk Management

- Undertake an annual review of the Association's Risk Management Strategy to ensure that it adequately and effectively deals with Link's activities and strategic direction, and that it takes account of the current environment and best practice.
- At six-monthly intervals, to review the Association's and group member Risk Registers, to ensure appropriate risks are being addressed and controlled by senior management and group member Boards in accordance with Link's risk appetite.
- Report to the Group Board the outcome of the Committees evaluation of risk assessments and advise the Board of the extent of the risks and whether the risks can be adequately managed.

Finance

- To review and evaluate funding proposals and provide recommendations to the Board as to whether the proposals are acceptable.

General

- To ensure compliance with guidance from the Scottish Housing Regulator concerning financial scrutiny and regulatory standards.
- Consider risk assessment of other initiatives, projects or aspects of the group's activities, as defined and delegated by the Board from time to time (with the exception of development projects which are considered and reviewed by the Development Sub Committee).
- Investigate and report to the Board on alleged serious or actual breaches of legislation which could impact adversely on the Association.

Authority

The Audit and Risk Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Audit and Risk Committee is authorised by the Board to obtain external legal advice or other independent professional advice and to secure the attendance of external advisers with relevant experience and expertise if it considers this is necessary.

Attendance at Meetings

The Group Director of Corporate Services, the Chief Executive, the Group Director of Finance and representatives of the internal and external auditors shall normally attend meetings. However, at least once a year, the Audit and Risk Committee shall (if required) meet with the external auditors without any member of staff present.

The Company Secretary shall be the Secretary of the Committee.

GROUP ENGAGEMENT

Functions

The following functions are delegated to Group Engagement. To: -

- Provide oversight of group wide programmes as prescribed by the Link Group Board with a particular focus on the efficient delivery of corporate services, communication channels and group wide events.
- Act in an internal advisory capacity for the Link Group Board on the matters identified for its consideration.

Membership of Group Engagement will consist of Link Group Board Vice Chair (Corporate) and 1 nominated member from each group member board (member not to be a Link Group Board member) with standing invites to the Link Group Board Chair and Vice Chair of Communities, Vice Chair of Commercial and Chair of Audit and Risk.

REMUNERATION COMMITTEE

Functions and Powers

The following functions/powers are delegated to the Remuneration Committee. To: -

- Monitor annually on behalf of the Board, the performance of the Chief Executive and Group Leadership Team (GLT) Directors.
- Set remuneration levels and salary scales of the GLT Directors and make recommendations to the Board with regard to the remuneration level and salary scale for the Chief Executive.
- Advise the Board on the salaries set for the Chief Executive and GLT Directors to ensure comparability and competitiveness within the marketplace.
- Approve any amendments to the Performance Management System as it applies to the Chief Executive and GLT Directors.
- To approve consolidated and non-consolidated awards for GLT Directors and make recommendation to the Board with regard to any proposed pay award to the Chief Executive, arising from the operation of the Performance Management System.
- Consider and advise the Board on the level and appropriateness of the annual inflation related pay award.

DEVELOPMENT SUB COMMITTEE

The following functions/powers are delegated to the Development Committee. To: -

- Approve the Strategy Development Framework (SDF).
- Scrutinise the financial viability of new developments or other significant development capital projects and approve the business case for investment.
- Approve policy matters related to the procurement of the SDF.
- Approve development projects after having carried out risk assessment and appropriate due diligence and ensuring adequate funding mechanisms are in place.
- Monitor development project progress, budgets, expenditure and grants drawn down against targets.

SUSTAINABILITY GOVERNANCE GROUP

The following functions/powers are delegated to the Sustainability Governance Group.
To: -

- Oversee and monitor the Link Group sustainability strategy.
- Monitor the delivery of the sustainability objectives across the group.
- Monitor the transition to net zero / plans to decarbonise the group.
- Act as a primary conduit for cross group sustainability engagement.

GROUP LEADERSHIP TEAM REMIT

The Chief Executive is responsible for the management and administration of the Association and ensuring that the objectives, policies and strategies agreed by the Board are adhered and implemented.

Although the Chief Executive is ultimately responsible, the Group Directors of Communities, Commercial and Corporate Services and the Chief Executive, convene as a Group Leadership Team (GLT) with the aim of co-ordinating operational management across the group and discussing and evaluating strategic objectives and opportunities.

The remit of the GLT is to collectively (and where specified in job descriptions and related documents, individually):

- Manage and achieve approved budgets.
- Approve all Staffing Additions.
- Approve all policies / strategies except those listed at Appendix 2.
- Implement and monitor approved policies.
- Develop and maximise staff potential and promote and manage staff welfare.
- Ensure that the Health and Safety of staff, customers and suppliers is promoted and managed.
- Ensure the Association's risk management strategy and risk registers are implemented across the group and staff implement risk controls.
- Monitor and assess strategic risks.
- Escalate matters that affect the risk profile for joint evaluation and approval.
- Manage, monitor and improve the Association's systems of internal controls and procedures.
- Manage, monitor, record and report the Association's Key Performance Indicators.
- Promote high standards of conduct across the group.
- Ensure that there is a high level of communication and co-operation across all areas of Link's business.
- Evaluate growth opportunities and agree appropriate recommendations to the Board.



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- Achieve the Key Performance Indicators as set out in the Association's Business Plan.
- Ensure the Association complies with regulatory requirements.
- Ensure the Association's systems and procedures are designed to ensure compliance with governance requirements and to promote governance best practice.