



SCHEME OF DELEGATION

BLUE TRIANGLE (GLASGOW) HOUSING ASSOCIATION LTD

FSA Reg: SP1835/RS
OSCR Reg: SC010858
SHR Reg: HAL72

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Chairperson

Signed:

Dated: 30th March 2023

Chief Executive Officer

Signed:

Dated: 30th March 2023

Glossary:

“Committee”	shall mean Board, Remuneration, FIA, Development and Partnership, Service Delivery and Change.
“Board/COM”	shall mean the Board/Committee of Management
“Rem Nom”	shall mean the Remuneration Committee
“FIA”	shall mean the Finance, Investment and Audit Committee (FIA)
“Development”	shall mean the Development and Partnership Committee
“Service Delivery”	shall mean the Service Delivery and Change Committee
“People Team”	shall mean the People Department (HR)
“Company” or “Charity”	shall mean the Charitable SC010858 registered with the Charity Commission or OSCR as a Charity
“Member”	shall mean a member of the Company
“member”	shall mean the designation “Trustee” or “Director” of the Company within the meaning of the Companies Act 2006, Trustee Act 2000 or Charities Act 2011
“Board”	shall mean the Board of Trustees of the Company
“CEO”	shall mean the Chief Executive Officer of the Company
“Deputy CEO”	shall mean the Director of Finance and Corporate Services appointed to the role of Deputy Chief Executive Officer of the Company from time to time
“Senior Director”	shall mean the Senior Leadership Team of the CEO
“Organisation”	shall mean the Company and its Subsidiary undertakings
“Secretary” (“Co Sec”)	shall mean the Company and Charity Secretary of the Company or its subsidiary undertakings

Overview

Subject to Article 5 and relevant legislation (including but not limited to the Charities Act 2011, Companies Act 2006, Trustees Act 2000 or The Charities and Investments (Scotland) Act 2005), the Board may delegate such matters as it considers appropriate.

This document, herein referred to as the “Scheme of Delegation”, encompasses delegated matters in respect of decisions affecting the use and application of property, assets and its financial resources and will be reviewed and updated annually by the FIA Committee.

Trustees individually and collectively as a Board/COM are responsible for:

- ▲ Trustees individually and collectively as a Board/COM remain responsible for the management of the organisation, although executive action on a day to day basis is delegated to the Chief Executive Officer (“CEO”).
- ▲ the leadership, strategic direction and control of Blue Triangle with the aim of achieving good outcomes for its tenants and other service users in accordance with the Regulatory Standards and Guidance issued by the Scottish Housing Regulator from time to time (rule 45).

The following is a non-exhaustive list of those matters that the Board cannot, or do not intend to delegate to the CEO or other executive roles unless specifically stated and is capable in law of being delegated and those matters which the Board delegates to the CEO.

For the purposes of this Scheme of Delegation the term “Trustee” shall have the same meaning as “Director”.

Except where determined by statute or by the Articles of Association, the governance of Blue Triangle is vested in the Board of Trustees (“the Board”).

EMERGENCY POWERS OF THE CHAIR

The powers which have been retained by the Board may in any emergency or where an urgent decision is necessary be exercised by the chair after consulting with a minimum of 2 (two) trustees.

Where the chair should exercise this emergency power they must do so to promote the success of Blue Triangle and not to expose its assets to loss or harm.

The chair shall at the next Board meeting report the decision and the Board to ratify such a decision and ensure all relevant Regulatory bodies are advised as necessary (SHR, Care Inspectorate etc.)

CAUTION OVER THE USE OF DELEGATED POWERS

Powers are delegated to officers on the understanding that the use of the delegated power is used in utmost good faith and would not exercise delegated powers in a matter that, in their judgement, was likely to be a cause for concern as indicated in the Corporate Risk Register

In the absence of a director or officer to whom those powers have been delegated below those powers shall be exercised by that Director or Officer's superior unless alternative arrangements have been approved by the Board.

If the CEO is absent, powers delegated to him may be exercised by the Deputy CEO who has been duly authorised to act up for him taking appropriate advice from the Chair.

POWERS OF DIRECTORS

The directors shall manage the business of Blue Triangle and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Charities Act and any other applicable statutory legislation, the articles or any special resolution.

No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

DELEGATION

The directors may delegate any of their powers or functions to a Committee of two or more directors but the terms of any delegation must be recorded in the standing orders and committee remits.

The directors may impose conditions when delegating, including the conditions that:

- ▲ The relevant powers are to be exercised exclusively by the Committee to whom they delegate;
- ▲ No expenditure may be incurred on behalf of Blue Triangle except in accordance with a budget previously agreed with the directors.

The members may revoke or alter a delegation.

All acts and proceedings of any Committees must be fully and promptly reported to the directors.

PROTOCOL FOR TRUSTEE CONTACT WITH SENIOR STAFF:

The Board has delegated the day-to-day management of Blue Triangle to the CEO who has a Senior Leadership Team.

The Trustees have a right to enquire about any area of Blue Triangle's activities which should be directed in a way which does not create the impression of a management instruction. A request may be made by any member or the Chair of a Committee for staff to assist the Committee in discharging its functions (see the respective Committees' terms of reference). This may involve personal attendance and or preparation of a paper.

Where any Trustee(s) have a question or query regarding any area of Blue Triangle's activities such request for information (or access to a particular individual/employee) shall be made initially to the CEO who shall in turn co-ordinate any response and either arrange for a written answer to

be provided through his office or access to that individual and (with the exception of any whistleblowing allegations) be reported back to the CEO.

The Trustees agree that no approach will be made directly to any employee without first informing the CEO/SLT unless that matter relates to and is in accordance with the organisations whistleblowing policy.

Regulations and Control			Model Rules
1	Responsible for registering Blue Triangle and providing further information to the Charity Commission, OSCF FCA, or SHR where appropriate, or to advise if Blue Triangle ceases to exist.	Board, Secretary	86.1, 86.2 and 87
2	Approval of recommendations to change/amend Blue Triangle's governing document, subject to the approval of the Charity Commission or OSCF and Trustees where applicable.	Board	88.1-88.6
3	Approval, suspension or alteration of standing orders (by-laws), reserved for the Board and financial reporting for the regulation of its proceedings and business.	Board	59.6
4	Approve a scheme of delegation of powers from the Board to sub-committees and their terms of reference.	Board	58.1
5	Require and receive the declaration of Trustee interests that may conflict with those of Blue Triangle and determine the manner in which such conflicts will be managed.	Board	38.1, 38.2 and 38.3
6	Require and receive the declaration of interests of senior staff members including the CEO, Executive Team and Company Secretary that may conflict with those of Blue Triangle.	Board, CEO	38.1, 38.2 and 38.3
7	Approve arrangements recommended by CEO for dealing with complaints.	Board	Approval of Policy
8	Adopt/review/amend the organisational, management and control structures, processes and procedures required to further the aims of Blue Triangle's objects on advice of Company Secretary and/or CEO.	Board CEO	45-47
9	Receive reports from sub-committees and ratify/reject any recommendations presented to the Board.	Board	58.3
10	Establish/review/amend terms of reference and reporting arrangements of all sub-committees of the Board, and any ad hoc committees.	Board CEO	58.1-58.4
11	Authorise use of the seal, if a seal is required in the governing instruments.	Secretary	63
12	Where standing orders (by-laws) have been broken by a Trustee/staff member, the Board has the power to retrospectively ratify that action or seek redress/resolution.	Board	44/ 44.5

Appointments/Remuneration/Discipline			Model Rules/TOR
1.	Nominate and elect a Trustee to serve in the positions of chair, vice-chair where appropriate.	Board	
2.	Appoint and dismiss sub-committees and individual members of sub-committees that are accountable to the Board.	Board	
3.	Put in place effective procedures for the succession planning and development of the Board.	Remuneration	Rem TOR
4.	Appoint, appraise and dismiss a Trustee, the CEO or Company Secretary, where applicable.	Chair Board Remuneration	59.1 Board Appraisals Rem TOR
5.	Consider, approve/reject proposals from the Remuneration Committee regarding salary and benefits of the CEO, Secretary and other senior leadership, where appropriate.	Remuneration Chair/Closed COM	Rem TOR
6.	Approve any annual cost of living increases proposed across the organisation.	Board	Board TOR
7.	Agree procedures for the effective evaluation of the Board, individual Trustees, and sub-committees.	Board	Board TOR
8.	Consider and decide on any proposal to remunerate a Trustee, subject to the restrictions of Blue Triangle's governing document and the requirements of the Charities Acts for approval by the Board/COM	Board, Remuneration	OSCR approval

Strategic and budgetary matters		
1	Responsible for the overall management of Blue Triangle, ensuring compliance with its objects and relevant legislation.	Board
2	Approve the strategic aims and objectives of Blue Triangle.	Board
3	Approve/amend proposals for the delivery/cessation of delivery of programmes to further the charitable objects or changes to Blue Triangle's activities.	Development Board
4	Apply charitable property to the furtherance of Blue Triangle's objects and ensure that trading and other activities do not compromise charitable status.	FIA + Development
5	Approve/amend proposals for capital investment/expenditure, including the spending of capital from endowment funds. Proposal and review for final Board/COM approval.	FIA Board
6	Approve/amend annual budgets as recommended by the Finance, Investment and Audit Committee (FIA)	Board

7	Approve/reject proposals for the acquisition/disposal of land/buildings, or change in its use, following the receipt and consideration of professional guidance.	Board
8	Approve fundraising and income generation programmes, including funding applications, contracts and transfer or public collection certificates from one Trustee to another.	CEO
9	Agree and review investment strategy, in line with relevant policies.	FIA Board
10	Ratify the number, purpose and mandates of bank accounts and other deposit media.	FIA
11	Authorise delegated powers and limitations to the CEO.	Board
12	Approve Court proceedings against or on behalf of Blue Triangle	FIA Board
13	Approval of purchasing Trustee Indemnity insurance from Charity funds.	CEO
14	Approve the transfer of Charity property to another Charity with substantially similar objects.	Board
15	Agree changes to Blue Triangle's pension scheme or the management of its funds.	FIA
16	Approval of the Quality improvement strategy. Approval at FIA where monetary impact.	Service Delivery FIA

Policies and Procedures		
1	Establish/review/amend/approve key organisational policies including:	Board, CEO
	Employment policy.	Service Delivery
	Health and Safety policy.	Service Delivery
	Investments policy.	FIA + Board
	Reserves policy.	FIA + Board
	Whistle-blowing policy.	Board
	Risk management policy.	FIA
	Conflicts of Interest policy.	Board
	Equal opportunities policy.	Service Delivery
Quality Assurance Framework	Service Delivery	
2	Approve/amend Blue Triangle's policies and procedures for internal control and the management of risk and protection of Blue Triangle's property (including insurance).	FIA
3	Trustee Code of Conduct.	Board
4	Trustee Induction procedure and corresponding Trustee Induction letter.	CEO People Team

Audit, Reporting & Monitoring		
1	Recommend appointment or removal of external auditors in line with legal requirements and those of Blue Triangle's governing document and approve their remuneration.	FIA
2	Developing & implementing policy on the engagement of the external auditor to supply non-audit services.	FIA CEO
3	Consideration of the scope and effectiveness of the internal audit function, including approval of the annual internal audit plan.	FIA
4	Receive and note the annual management letter from the external auditor and agree the proposed course of action.	FIA
5	Receive and note reports from the Finance, Investment and Audit Committee, which in turn receives the reports of the internal audit function and agrees remedial action.	Board
6	Receive and note reports from the Service Delivery Committee, which in turn receives the reports of the Quality & Standards function and agrees remedial action, and reports of the HR & Training functions and agrees remedial action.	Board
7	Receive and note reports from the Development and Change Committee who in turn receives the reports of the Development, grant, tender and corporate opportunities.	Board
8	Receive/present/approve Blue Triangle's annual report and accounts.	Board
9	File the annual report, accounts and statutory information return (SIR) with the appropriate regulator (SHR, OSCR, Care Inspectorate)	Company Secretary
10	Establish, maintain and retain appropriate financial reporting arrangements and records and approve any significant changes in accounting policies or practices.	FIA
11	Receive and review such reports from members of Blue Triangle's staff pertaining to the activities of the organisation in furtherance with the charitable objects.	All Committees
12	Receive and review reports from the CEO pertaining to meeting Blue Triangle's goals as agreed in the strategic and business plans.	Board

Execution of Documents		
1	<p>The following officers (Senior Leadership Team) are delegated by the Board as authorised signatories to execute contracts, agreements, instruments or other documents the Board may specify from time to time on behalf of Blue Triangle up to the values outlined in Appendix 5:</p> <ol style="list-style-type: none"> 1. Chief Executive Officer 2. Director of Finance and Corporate Services 3. Head of Development 4. Head of People 5. Head of Service Delivery 	Board, Chair (annually)
2	<p>The Senior Leadership Team of Blue Triangle are delegated by the CEO as authorised signatories to execute the following documents on behalf of Blue Triangle:</p> <ul style="list-style-type: none"> ▲ Individual Placement Agreements ▲ Individual Service Agreements ▲ Personalisation Agreements ▲ Out of area Spot Purchase ▲ Other such documents as the Senior Leadership Team shall agree with the CEO from time to time. 	CEO

Schedule of Matters the Board shall delegate to the CEO, Senior Leadership Team (SLT) and General Management		
	Authorisation limits on spending by the individual divisions within the Charity	
1	The Board hereby authorises the spending limits for the CEO and SLT and general management, as reviewed and approved by sub-committees, as detailed in the Appendices attached	Board
2	The Authorisation limits shall be reviewed by the CEO and SLT on a three yearly cycle and any recommendations for revision shall be submitted to the Board for approval.	CEO SLT
3	The Board reserves the right at any time to review any of the authorisations limits or role to which a particular delegation exists upon the recommendation of the FIA committee.	Board FIA

APPENDIX 1: BANK MANDATES AND ONLINE PAYMENTS

BANK MANDATE SIGNATORIES

(Charity & Subsidiary Undertakings)

CHEQUE SIGNATORIES/AUTHORITIES

ROLE	CATEGORY
CEO	A
DIRECTOR OF FINANCE AND CORPORATE SERVICES	A
FINANCE MANAGER	A
HEAD OF DEVELOPMENT	A
HEAD OF SERVICE DELIVERY	A
HEAD OF PEOPLE	A
SERVICE MANAGERS	B
ANY 1 A, B	Up to & including £1,000
ANY 2 A	Up to and including £10,000.00

ON-LINE PAYMENT AUTHORITIES

ROLE	CATEGORY
CEO	A
DIRECTOR OF FINANCE AND CORPORATE SERVICES	A
FINANCE MANAGER	A
FINANCE ASSISTANTS	B
ANY 2 A or B (1 must be an A)	Up to & including £10,000.00*

*approval of online payments will include Payroll and Payment run processing in excess of £10,000 of varying values being run monthly.

Invoices on payment run are signed as per cheque signatories/authorities values off prior to payment being made.

A – High Level Approval

B – Low Level Approval

APPENDIX 2: STAFF RECRUITMENT ON STANDARD TERMS & CONDITIONS

Position	Recommendation	Approval
Senior Leadership Team		
CEO	Remuneration Committee	Board
Senior Leadership Team	CEO	Board
Regional Service Delivery Manager	Head of Service Delivery	CEO
Central Support Services	Senior Leadership Team Member	CEO
Front-line staff		
Service Manager/Assistant Manager	Regional Service Delivery Manager	Head of Service Delivery
Front-line Support staff within agreed service budgets	Service Manager	Regional Service Delivery Manager
Front-line support staff out with agreed service budgets	Regional Service Delivery Manager	Head of Service Delivery

Annual salary increases and changes in standard rates of pay for front-line staff will be proposed by the CEO for review by the Finance, Investment and Audit Committee (FIA) (as part of the budget setting process).

Staff Recruitment on Non-Standard Terms & Conditions

Any staff recruited on non-standard terms and conditions, including those potentially transferring into the organisation under TUPE arrangements, require approval of the Head of People.

Where TUPE arrangements include the potential for staff transferring with enhanced pensions, this shall also require approval of the CEO and Senior Leadership Team.

APPENDIX 3: TENDER APPROVAL & WITHDRAWAL OF SERVICE

Whilst recognising the Board has ultimate authority, the following delegated authority applies to all tenders in sectors and geographies clearly identified within the approved Business Plan and where the tender process has been duly documented in partnership with the organisation Opportunities Management Procedure. All other tenders are to be reviewed and approved by the Executive Team Director and Finance, Investment and Audit Committee (FIA).

Total Contract Value	Initiate	Recommend	Authorise
>£1,000,000	Head of Development	Development and Partnership Committee	Board
<£1,000,000	Head of Development	SLT	CEO

Other Contract terms	Review	Authorise	Notify
Final Salary Pensions or other onerous TUPE conditions	Head of Development	CEO	FIA and Board
Property or other investment involved (including long lease)	Head of Development	Head of Finance and Corporate Services	FIA
Any Exceptional and Onerous contract terms	Director of Finance and Corporate Services Head of People	CEO or FIA	As per contract value

APPENDIX 4: CAPITAL EXPENDITURE & DISPOSALS

(including commitment to leases)

The Capital Expenditure Budget is approved annually in advance by the Senior Leadership Team, Finance, Investment and Audit Committee (FIA) before ratification by the Board. Notwithstanding this, the following individual limits shall apply to all individual commitments to capital expenditure and property leases.

Professional advice will be sought where required.

	Equipment	Property	Leases
Services			
Acquisition and or Disposal within budget (*) (including leases)	Regional Service Delivery Manager with Head of Service Delivery approval	Property Manager with Director of Finance and Corporate Services and CEO approval	Property Manager with Director of Finance and Corporate Services and CEO approval
Acquisition and or Disposal out with budget (*) (including leases)	Director of Finance and Corporate Services and CEO approval	Director of Finance and Corporate Services and CEO approval	Director of Finance and Corporate Services and CEO approval
Property Refurbishment (capitalisation to be determined by CEO)	n/a	Property Manager with Director of Finance and Corporate Services approval	n/a
Other Capital Assets (inc. IT)	Relevant Departmental Manager with Director of Finance and Corporate Services approval		
Overheads			
Acquisition and or Disposal within budget (*)	Service Manager	n/a	n/a
Acquisition and or Disposal out with budget	Regional Service Delivery Manager with Head of Service Delivery approval	n/a	n/a

***All individual items of capital expenditure above £60k, including lease commitments, shall require approval by the Finance, Investment and Audit Committee (FIA). All new mergers, acquisitions, joint ventures and collaborations shall require approval of the Board.**

APPENDIX 5: OPERATIONAL EXPENDITURE – IN AGGREGATE PER COMMITMENT

Front Line Services	Budgeted Expenditure	Expenditure out with budget
CEO	< £100,000	< £50, 000 in aggregate
Director of Finance and Corporate Services	< £50,000	< £25,000 in aggregate
Head of People/Service Delivery/Development	<£20,000	< £15,000 in aggregate
Property Manager	<£15,000	< £10,000 in aggregate
Regional Service Delivery Manager	< £10,000	n/a
Digital Transformation Manager	<£2,000	<£1,000
Communications and Engagement Manager	<£2,000	<£1,000
Service Manager	<£1,000	n/a
Executive Support Officer	n/a	<£1,000

APPENDIX 6: OTHER MATTERS OF DELEGATION

Write-down or write-off of any debt or asset	< £1K Finance Manager	< £5K Director of Finance and Corporate Services	< £10k CEO
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