

ROLE AND RESPONSIBILITIES OF THE BOARD

1. GENERAL REMIT

- 1.1. The Board shall, in terms of Rule 48 conduct the business of Atrium i.e. shall take responsibility for the direction, conduct and control of the affairs of Atrium in accordance with its aims and objectives, its Rules, statute and best practice.
- 1.2. The Board shall conduct its affairs in accordance with best practice, taking into account at all times what is in the best interest of the organisation.
- 1.3. Collectively and individually the Board will adhere to the Code of Conduct for Board members.
- 1.4. The Board shall have regard to other guidance on good practice and codes of conduct published by the Scottish Housing Regulator, OSCR, SFHA, government and other appropriate bodies.
- 1.5. This document is derived from the Articles of Association of Atrium Homes. Where it is silent or where it conflicts with the Articles of Association, the latter will take precedence.
- 1.6. This document was approved by the Board on 25 September 2018.

2. POWERS AND RESPONSIBILITIES DEFINED IN THE ATRIUM'S RULES

- 2.1. The Board may exercise all the powers of Atrium defined by the Rules except those that require to be exercised at a general meeting of members. Rule 49 sets out the Board's powers to:
 - 2.2. buy, sell or lease land or property;
 - 2.3. engage the Chief Executive, staff, officers, agents or consultants, fix their remuneration and terminate their appointment;
 - 2.4. borrow money and grant securities for loans within the limits set by the Rules;
 - 2.5. determine the conditions on which property will be let, managed or disposed of;
 - 2.6. appoint and remove consultants, other agents and employees;
 - 2.7. reimburse expenses to Board members;
 - 2.8. pursue or respond to any legal action;
 - 2.9. affiliate to any organisation having objects similar to Atrium;
 - 2.10. promote or establish other companies to advance the objects of Atrium and to hold shares in any such company

3. GOVERNANCE ISSUES

- 3.1. The Board shall at all times discharge its duties and responsibilities in accordance with legislation and best practice and shall at all times act in the best interests of Atrium Homes.
- 3.2. The Board shall determine admission to membership of Atrium. It shall consider individual applications in accordance with its Membership Policy and procedures.
- 3.3. The Board also is responsible for determining co-options to the Board subject to the restriction on numbers and the powers of co-optees set out in Rule 30 and for filling any vacancies which occur on the Board between annual general meetings in accordance with rule 33.
- 3.4. The Board may delegate any of its powers to standing or special Sub-Committees, consisting of such Board members or other persons as the Board thinks fit. The remit and delegated authority for standing or special sub-Committees shall be put in writing, approved and reviewed from time to time by the Board.
- 3.5. The Board shall determine policy and procedures for dealing with complaints and appeals from tenants, members of the public or any other person or body having a direct interest in the business of Atrium.
- 3.6. The Board shall adopt standing orders and the conduct of the affairs of the Board and sub-Committees shall be in accordance with these standing orders.
- 3.7. The Board may also delegate responsibilities to office bearers or staff and shall ensure that the office bearers or staff comply with the instructions given to them.

4. CORE RESPONSIBILITIES

- 4.1. The Board shall define and ensure compliance with the aims, values and strategic objectives of the Atrium Group. In doing so the Board shall have regard to the objects of the companies within the Group as set out in their Rules and the requirements of company law.
- 4.2. The Board shall establish plans, including a Business Plan, to define and achieve their objectives and monitor their implementation.
- 4.3. The Board shall take key decisions on matters that will or might create significant risk for Atrium. It shall identify and monitor key and critical risks to ensure the organisation is taking effective steps to eliminate or at the very least, manage risks to business viability.
- 4.4. The Board shall through its operational policies and through the remit and delegated authorities drawn up for sub-committee, determine the particular areas of decision-making that shall not be delegated. Responsibilities to be exercised by the full Board include those set out in the paragraphs below.

5. EMPLOYMENT OF STAFF

- 5.1. The Board shall approve the staff structure and complement and the salary scales and Conditions of Service to be used by Atrium.
- 5.2. The Board shall determine the method of recruitment, appointment and if necessary, dismissal, of the Chief Executive.

5.3. The Board shall approve the provision or closure of office premises.

5.4. The Board shall approve key employment policies on e.g. equalities, staff training, health and safety, dignity at work.

6. FINANCE

6.1. The Board shall approve all major financial policies and financial regulations.

6.2. The Board shall approve the Business Plan and associated financial projections and the basis on which they are made.

6.3. The Board shall approve the annual budget and any later amendments, authorise any significant expenditure outwith budget, and shall approve the level of any overdraft facility required.

6.4. The Board shall approve the annual accounts prior to presentation to the AGM.

6.5. The Board shall approve the rent setting policy and annual rent and service charge levels.

6.6. The Board shall consider recommendations on financial and other matters made in particular by the Finance, Audit and Staffing Sub-Committee,

6.7. The Board shall approve all loans made by or obtained by Atrium, including the terms on which those loans are obtained

6.8. The Board shall authorise individuals to act as signatories in respect of the execution of such loan agreements, facility agreements, Standard Securities and other relevant documentation on behalf of Atrium.

6.9. The Board shall approve capital expenditure in advance of receipt or approval of grant or loan funding

7. HOUSING MANAGEMENT

7.1. The Board shall approve all major policies including local variations for the management and maintenance of property and the terms upon which housing is let to tenants.

7.2. The Board shall make the determination on the eviction of any tenant from their house for whatever cause.

7.3. The Board shall approve the allocation of a tenancy to a Board or staff member or their close relatives.

8. ASSET MANAGEMENT AND INVESTMENT

8.1. The Board shall determine and approve Atrium's Asset Management Strategy and related investment plans, programmes and priorities for all its housing areas.

8.2. The Board shall determine and approve the growth strategy and plans of Atrium, including development activities and locations, acquisitions, mergers and transfers of engagements.

8.3. The Board shall approve all major development policies and procedures and Atrium's development strategy and programme.

8.4. The Board shall approve the disposal of any assets of Atrium and in doing so be mindful of the need to demonstrate best value.

9. LIMITED LIABILITY

9.1 Subject to the Board managing the business of Atrium in accordance with its Rules and the law, and in particular using its best endeavours to ensure that Atrium does not operate negligently with regard to its finances or continue to trade whilst insolvent, then the individual financial liability of a member of the Board shall be limited to £1, as guaranteed as a member of Atrium.