

<b>Policy Name</b>	Standing Orders & Terms of Reference
<b>Policy Category</b>	Corporate & Governance
<b>Policy Number</b>	CG015
<b>Officer Responsible</b>	Chief Executive
<b>Date to Board of Management</b>	March 2022
<b>Next Review Date</b>	March 2025

## **1. The Legal Framework**

The Rules of the Association determine the legal framework within which the Association operates and the obligations and responsibilities of the Board of Management, its governing body. In exercising these duties, the Board acknowledges the requirement to act within the law in all its policies, procedures and practices. The Association has adopted the Scottish Federation of Housing Associations' Code of Conduct for Governing Body Members and all Board members must abide by the spirit and intent of this document at all times.

These Standing Orders provide a reference point in the day to day operation of the Association. They are complimentary and subordinate to the Rules of the Association and comply with all relevant legislation and regulations.

## **2. Membership of the Board of Management**

The Board may have a minimum of 7 and a maximum of 15 Members. Board Members, who are all volunteers, are elected by the membership of the Association at the Annual General Meeting. The Office Bearers are the Chairperson, Vice Chairperson, Secretary and Treasurer.

The Association has a Membership Policy.

## **3. Membership of Sub-Committees**

- (i) The Board may establish sub-committees or sub-groups as appropriate.
- (ii) The Association presently has two constituted Sub-Committees: the Audit & Governance Sub Committee, and the Office Bearers Sub-Committee. The membership of the Sub-Committees is agreed by the Board at its first meeting after the Annual General Meeting. Nominations for membership of the Sub-Committees and/or election as an Office Bearer are made at this meeting and, where necessary, voted on in accordance with the provisions of these Standing Orders.
- (iii) Under the Rules, Co-optees may not comprise more than one-third of the membership of any sub-committee.
- (iv) The sub-committees operate under powers delegated to them by the Board. Their Terms of Reference are attached as Appendices 1 and 2.
- (v) Each sub-committee has an elected Chairperson and adopts the same rules as the main Board for the conduct of meetings.
- (vi) Where a Sub-Committee establishes a Sub-Group to deal with a specific issue, the Sub-Group will report to its parent Sub-Committee with recommendations.

A decision will then be taken by the Sub-Committee within its delegated authority and reporting arrangements to the Board.

#### **4. Board of Management Responsibilities**

The function of the Board of Management as a whole is two-fold:

- To provide leadership to the Association and determine its strategy; and
- To control the Association's affairs and ensure compliance.

In relation to its **strategic and leadership** function, the core responsibilities of the Board of Management are to:

- Determine the Association's central purpose, its values and its culture, and ensure that they are consistent with the Association's Rules;
- Determine and keep under review the Association's strategic direction and its business objectives;
- Develop and maintain an understanding of the operating environment of the Association, and take this into account in assessing the Association's strategy;
- Disseminate and ensure compliance with the values of the Association;
- Ensure that the Association operates openly and accountably in all that it does;
- Establish a framework for the development, approval and review of policies and plans to achieve the Association's business objectives;
- Ensure that the organisation is adequately resourced to meet its business objectives;
- Ensure that the Association operates as efficiently and effectively as possible to achieve its overall objectives;
- Identify and manage the risks associated with the Association's strategies;
- Decide on and keep under review formal partnerships and alliances with other organisations;
- Build up strategic links with external bodies and foster relationships with senior staff to enable them to discharge their strategic and leadership duties.

In relation to its **control and compliance** function, the core responsibilities of the Board of Management are to:

- Ensure that the Association is managed effectively and in accordance with the law, our Rules and regulatory requirements;
- Establish and oversee a framework for delegation to office bearers, to sub-committees and to staff;
- Establish and regularly review systems of internal and external control, including Standing Orders, external audit, internal audit, financial control and performance reporting;
- Establish and oversee a framework for the identification and management of risk, in order to protect the Association and its assets;
- Ensure the solvency of the Association, approve the annual budget, and approve the annual accounts prior to publication;
- Monitor and assess the Association's performance against plans, budgets, controls, and targets, taking into account customer feedback and the performance of comparable Associations;
- Establish and oversee a framework for the employment of staff;
- Ensure that the Management team has the appropriate skills to manage the operational activities of the Association on behalf of the Board;
- Appoint, support, appraise and (if necessary) dismiss the Chief Executive, and determine his/her remuneration;

- Scrutinise all proposals that are put before it, ensuring that expert, external, independent advice is available to the Board when required;
- Ensure that the Board maintains a balance of skills, experience and diversity within its membership and to regularly review its membership, recruitment and training needs.

## **5. The Chairperson**

The Chairperson will normally chair all meetings of the Board of Management and in his/her absence the Vice-Chairperson will chair. The Chairperson exercises a casting and deciding vote. If both the Chairperson and Vice Chairperson are absent, the members present will elect a Chairperson for that meeting.

It is the Chairperson's responsibility to:

- (i) Represent the Association and present constructive views on behalf of the organisation.
- (ii) Ensure the efficient and effective conduct of the Board's business at its meetings and of the Association's general meetings.
- (iii) Keep order at Board meetings and make sure that every member has a fair hearing with enough time for individual members to express their views on the subject under discussion.
- (iv) Decide all matters of order, relevancy and at his/her discretion, alter the order of business at any stage of Board meetings.
- (v) Have the casting vote at meetings of the Board.
- (vi) Establish a constructive working relationship with and provide support to the Chief Executive.

## **6. The Chief Executive**

The Chief Executive's responsibilities are:

- (i) To act as the Board of Management's principal adviser
- (ii) The overall day to day operational control of the Association and the efficient and effective performance of all of its activities.
- (iii) The implementation of policies determined by the Board of Management.
- (iv) Ensuring that the Board is given the required information to make informed decisions.
- (v) Maintaining an efficient and effective organisational framework and leading the Management Team.
- (vi) Overall responsibility for the management of the Association's employees.

## **7. Board of Management and Sub-Committee Meetings**

### **Frequency, Notice and Agenda of Meetings**

- (i) Board of Management meetings will be held approximately every eight weeks with a minimum of six meetings per annum. The Audit & Governance Sub-Committee meetings will be held quarterly, and meetings of the Office Bearers Sub-committee will be held as frequently as necessary. Five calendar days' notice is given to Members for the receipt of Agendas and reports for all Board and Sub-Committee meetings.
- (ii) A special meeting of the Board of Management can be called at any time by the Chairperson or at the request of two Board Members. The request should be made in accordance with the Rules and specify the business to be transacted. The Secretary shall copy the request to all Board members within 3 working days of receiving the request. A meeting will be held within 14 calendar days following receipt of the request.

Members will normally follow the order of the agenda. The Chairperson has the power to alter the order of business at any stage. Business not on the agenda may be included at an ordinary meeting but not at a special meeting. The Chairperson may suspend a meeting at any stage and agree to reconvene at a suitable date and time to continue the agenda at the point at which it was adjourned and only for those original agenda items remaining.

## **8. Conduct of Business at Meetings**

- (i) The Chairperson will encourage all members to participate in meetings. Members wishing to speak at meetings should address the Chair and wait for approval.
- (ii) All motions and amendments must be relevant to the subject under discussion and the Chairperson of any meeting shall have the power to rule out of order any motion or amendment which is, in his/her opinion irrelevant or incompetent.
- (iii) The Chairperson will decide who can speak and for how long. If any point arises which is not covered by Standing Orders, the Chairperson will give his/her decision which will be final.
- (iv) No Board meeting shall continue for more than three hours beyond the time for which the meeting was called unless the suspension of standing orders is approved by a two-thirds majority.

## **9. Quorum**

All meetings of the Board of Management require a minimum of four Committee Members to be present before a meeting can be considered quorate. Co-opted members do not count in relation to the quorum. The quorum required for Sub-Committee meetings is included within the appropriate Terms of Reference.

## **10. Minutes of Meetings**

The Minutes of Board and Sub-Committee meetings will be submitted for approval to the next meeting of the Board or appropriate Sub-Committee. Normally, minutes will be circulated to Members with the agenda of the next meeting.

## **11. Declaration of Interests**

The Chairperson will ask members present to declare any interests prior to the start of the meeting. The management of any declared conflicts of interest will be in accordance with the terms of the Association's Board Members' Code of Conduct.

It is accepted that tenant members of the Board are not subject to conflict of interest rules when the Board is discussing general policy in relation to matters that directly affect or impact on all tenants for example, rent setting or the tenant participation policy. However, Board deliberations that consider the treatment of individual properties or estates, for example under a planned or cyclical maintenance programme have the potential to give rise to a conflict of interest for a tenant member, in which case the guidance within the Code of Conduct should be applied.

Some Board members may also be members of the governing bodies of one or both of the Association's subsidiary companies: membership of the governing body of more than one company in the Group does not constitute a personal interest and the concerned individual is not required to leave discussions which involve the consideration of matters that affect the other companies.

## **12. Confidentiality**

With the exception of any confidential items, all Minutes of meetings will be available to the public, and published on the Association's website, subject to any redactions in relation to confidential matters. Where necessary, Agendas will highlight any items to be taken in private and where business is conducted in confidence, a Confidential Minute will be taken, and distributed separately from the main Minute.

## **13. Voting**

- (i) Voting at meetings shall normally be by a show of hands. However the Chairperson may allow a secret ballot if requested by one-third of the members present at any meeting who are entitled to vote.
- (ii) A simple majority shall be sufficient to determine any matter, except in the case of a motion to suspend Standing Orders, where a two-thirds majority of the members present who are entitled to vote is required.
- (iii) In the event of any vote being tied the Chairperson has the casting vote in addition to his/her deliberative vote.
- (iv) Any member may, without reason, ask that his/her dissent from any resolution be recorded in the Minutes, provided that the request is made at the meeting at which the resolution has been passed.

## **14. Notices of Motion**

- (i) A Board Member will not be entitled to propose any motion other than one arising directly from the Agenda unless he/she has given prior notice of such a motion.
- (ii) Every notice of motion must be given in writing to the Secretary at least 7 days before the meeting at which it is to be considered.

- (iii) If a member of the Board who has given notice of a Motion is absent from the meeting at which the motion is submitted or does not move on the motion when called upon by the Chairperson, the notice of motion shall fall.

## **15. Attendance of Officers at Committee and Sub-Committee Meetings**

The Chief Executive and Management Team are expected to attend all meetings unless specifically asked not to or for reasons outwith their control. Other members of staff will attend meetings as required.

## **16. Delegated Authority and Authorised Signatories**

The Board will approve a schedule of Delegated Authority and delegate certain decisions to Officers and Sub-Committees. All decisions taken and commitments given through these arrangements must be reported back to the Board of Management at its next meeting.

The Board delegates authority to make decisions in relation to certain defined matters and circumstances to the following:

- The Office Bearers Sub-Committee or
- The Audit & Governance Sub-Committee or
- Officers

The details of this delegated authority are contained within the Terms of Reference for the Sub-Committees, annexed to these Standing Orders and in the Schedule of Delegated Authority and Authorised Signatories, approved by the Board

## **17. Appointments Sub-Committee**

This ad hoc Sub-Committee is convened by the Board to manage the recruitment of Management Team posts. Membership will include the Association's Chairperson, other Office Bearers and further members of the Board as deemed appropriate by the Board.

## **18. Appeals Sub-Committee**

This ad hoc Sub-Committee is convened to consider appeals by any Officer against his/her dismissal and will comprise the Association's Chairperson together with other members of the Board as deemed appropriate by the Chairperson.

## **19. Your Voice**

Our Tenant Participation Strategy has established Your Voice, which is a partnership with the Association's tenants. It is a group of tenants, supported by officers and a representative of the Board of Management to:

- (i) Scrutinise the performance of the Association across a range of key indicators, and, in particular, against the outcomes required under the Scottish Social Housing Charter.
- (ii) Lead in the production of the annual report to tenants required under the Scottish Social Housing Charter.
- (iii) Consider any new/revised policy, or decision of the Board, that affects the management or maintenance of tenants' homes, prior to its implementation.

- (iv) Organise and conduct consultations and surveys with the wider tenant population in order to inform the decision and policy making of the Board.
- (v) Scrutinise the quality, efficiency and effectiveness of the Association's services, recommending appropriate change and improvement.

Your Voice is not a Sub-Committee under these Standing Orders. However, the Board is obligated to consult and/or work with Your Voice as outlined at (i) to (iv) above.

One member of the Board of Management, elected by the Board at its first meeting following the Annual General Meeting, is appointed as an adviser to Your Voice, and as a means of providing for efficient and effective communication between Your Voice and the Board.

## **20. Emergency Arrangements**

The Chairperson and/or the Chief Executive may make an urgent decision, which would normally be a Board decision, during a Board or Sub-Committee recess or at times when it is impracticable to call a meeting of the Board or Office Bearers Sub-Committee. In such circumstances the Chief Executive/Chairperson should consult with appropriate Office Bearers, if possible, and report back to the next meeting of the Board for ratification.

## **21. Suspension of Standing Orders**

One or more of the Association's Standing Orders may be suspended at any meeting of the Board of Management in the case of urgency or upon a motion moved and seconded, providing two thirds of the voting members in attendance agree. Sub-Committees are unable to suspend any Standing Order.