



## **STANDING ORDERS**

### **Introduction**

The rules governing the Association are as laid out in its [rules](#) which are based on the SFHA Charitable Model Rules 2020 adopted for registration with The Scottish Housing Regulator and the Financial Conduct Authority, including any approved amendments.

The Association must also comply with all applicable legislation, and with the performance framework set by The Scottish Housing Regulator.

The conduct of individual Board members must be in accordance with the 'code of conduct' published by SFHA and with the Association's published policies and procedures including the Financial Regulations.

We are committed to the principles of good governance and sustainability and will endeavor to develop fair and consistent policies, procedures and practices.

### **What are Standing Orders?**

Standing orders are the operational procedures of the Housing Association, describing how the Rules are applied and implemented and set out how the Board and its Sub-Committees conduct their business.

Standing Orders do not seek to restate or to summarise these regulations, but to offer further definition when required, to ensure the effective and efficient day-to-day management of the Association within agreed policies and procedures, towards achievement of its stated aims and objectives.

### **Review**

Review of standing orders and re-adoption, as amended, will take place annually at the first full Board meeting after the Association's A.G.M. or as soon as practicable thereafter – whether any further review has been necessary in the previous year.

### **Suspension of Standing Orders**

Any standing orders may be set aside at any time during any meeting, on passing of a motion which has been proposed and seconded and has the support of two thirds of those Board members present at the meeting. (Votes counting will include those cast by co-opted members, but not members who have declared an interest on the item(s) for which it is proposed the standing orders be set aside; these members are excluded from voting).

### **Delegation of Decision Making - Subcommittees**

The Board shall elect membership of such standing or ad hoc sub committees as it deems necessary for efficient and effective management of the Association. The Board may delegate any of its powers to the sub committees, office bearers or staff. Until the Board decides otherwise, the only standing sub committees shall be the Finance, Audit & Risk Management. There will be an ad-hoc HR Committee which will meet as required in relation to staff related matters. The remits of these sub committees are to be approved and annexed to these standing orders.

The Finance Audit & Risk Management Committee shall be advisory only, considering and reviewing in detail, the policy, procedures and performance in relation to budgets and projects, accounts and any areas highlighted by the Association's auditors, discussions may result in the need for policy and project review and approval by the Board.

The HR Committee will be responsible for meetings as required in relation to staffing matters including disciplinary and grievance related issues.

### **Quorum**

**Board Meetings** – Any 4 Board members shall form a quorum. The Quorum must be achieved by elected Board Members and/or those filling a casual vacancy but cannot be achieved by co-opted members. The Association must have at least 7 Board members in accordance with our Rules.

**Sub Committee Meetings** – from the Sub Committee membership approved by Committee, any 3 shall form a quorum provided that co-opted members do not form a majority of those present.

### **Timetable of Meetings**

The Board shall agree a [timetable of meetings](#) for the forthcoming year at the first full Board meeting after each A.G.M. – or as soon as is practicable thereafter. Dates and times shall be agreed by the members of each Sub Committee to suit the majority of the members.

### **Meetings**

**Board Meetings** – shall be held at strategic intervals to suit the requirements for effective management of the Association, in accordance with the rules not less than 6 meetings over the year. Members may join meetings either by telephone or by remote link via Teams or other similar platform, when they are unable to attend in person. The member must be able to hear and comment on any of the proceedings.

Meetings will normally last for not more than 2 hours but may be extended by up to 30 minutes with the agreement of a majority of those attending. A meeting should not extend beyond 3 hours in total.

If any business stated on the agenda remains unfinished the Board will agree as to whether the meeting will be re-convened to complete the remaining business or be carried forward to the next scheduled meeting.

Decisions will normally be reached by agreement by a majority of a show of hands.

Board members unable to attend the meeting must submit apologies, by email, in advance of the start of the meeting.

Minutes of Board meetings will be accessible to the public with the exception of any confidential items specified by the Chief Executive or Chair or their appointed deputies.

The Board may from time to time request the attendance of consultants/advisors or staff members at particular meetings.

### **Agenda & Meetings**

Items of business on the agenda will normally be the subject of a written report, prepared by staff, and circulated with the agenda no less than 7 days prior to the meeting.

Additional business not on the agenda can be considered with the consent of the majority of the Board present at an ordinary meeting but not at a special meeting.

Responsibility for ensuring that the agenda and papers are produced and issued on time is delegated to the Chief Executive/Secretary. The Chief Executive/Secretary will decide on the composition of each agenda and thereafter ensure that relevant staff produce the minutes, reports and papers required.

Where specialist advice is sought by the Board, the advice provided will be reported back in full to the Board.

### **Special Committee Meetings**

The Chairperson or two Committee Members can request a special meeting of the Committee by writing to the Secretary with details of the business to be discussed. The Secretary will send a copy of the request to all Committee Members within three working days of receiving it. The meeting will take place at a place mutually convenient for the majority of Committee Members, normally the usual place where Committee Meetings are held, between 10 and 14 days after the Secretary receives the request.

No other business may be discussed at the meeting other than the business for which the meeting has been called.

### **Additional Meetings**

Board strategy day events will be held on an annual basis.

**Sub Committee Meetings** – each standing subcommittee shall meet not less than 3 times per year, this will not apply to ad-hoc committees which will only meet as required.

### **Any Other Business (AOB)**

Arrangements for items to be considered as AOB should be notified to the Chair at the start of the meeting and added with agreement of those present. The Chair can refuse to add item as AOB in favour of adding to a future meeting. AOB must be within the remit of the Board/Committee.

**Content of Agenda**

A standard Agenda template will be used for all Board Meetings with a standard written report being used.

**Voting**

When taking a decision on an agenda item, all Board members must have been present throughout the material part of the deliberations prior to voting on the matter. If they have not been present during the previous considerations, they will be excluded from taking part in the decision making process.

In event that a Board member wishes to dissent from any decisions, he/she should request this at the meeting and before the vote being taken and have this duly recorded in the minutes of the meeting.

Each Board member has one vote and in accordance with our Rules if there are an equal number of votes for and against a decision, the Chair will have a second and deciding vote.

**Minutes**

A draft of the minutes will normally be produced within two weeks of each meeting and will be forwarded to the Secretary for initial checking. The final draft of the minutes will be circulated to all Board members with the agenda and papers for the following meeting. The minutes will be adopted as a true record at the following meeting if they are proposed and seconded by any two Board members who were present at the previous meeting, approved by a majority of those present.

Minutes may be adopted subject to the inclusion of an amendment to correct or clarify a point. Any such amendment must be formally proposed, seconded and approved by a majority of those present.

The official copy of the minutes will be signed by the person chairing the meeting and the Secretary, following their approval. If an amendment has been agreed, a revised copy will be produced following the meeting and thereafter signed by the person who chaired the meeting and the Secretary.

**Adherence to Standing Orders**

It shall be the responsibility of the person chairing any meeting to ensure that Standing Orders are observed and enforced during that meeting. The CEO/Secretary will also advise on matters of compliance with the rules and these standing orders.

Where there is an exceptional issue and we wish to temporarily suspend these Standing Orders, the decision to do this lies with our Board. The decision will be clearly recorded in the minutes of the Board meeting.

**Office Bearers**

The Board shall, at a special meeting immediately after the A.G.M. or at the first full Board meeting after the A.G.M. elect a chairperson, vice-chair & secretary. The roles and duties of chairperson and secretary shall be as detailed in the Association's rules and role descriptions developed by OVHA.

As soon as possible after the A.G.M., the membership of each subcommittee shall also elect from their number a chairperson who shall ensure that the subcommittee reports back on issues at the first subsequent convened meeting of the full Committee.

In the absence of the chairperson, Board meetings shall be chaired by the vice chairperson, if present and otherwise by a Board member chosen by and from those present. Co-options and those filling casual vacancies shall not be eligible to carry out this duty. If the chairperson of a subcommittee is not present at a subcommittee meeting, those present shall choose an acting chairperson for that meeting. Co-options and those filling casual vacancies can chair subcommittee meetings.

### **Notice of Meetings and Competent Business**

In agreeing a calendar of meetings, issued to Board and Sub Committee members, due notice shall be deemed to have been given in accordance with the rules of the Association.

The Secretary or officers delegated by the Board shall nonetheless endeavor to ensure that full agenda and supporting papers are issued for meetings not less than 7 days before the date of the meeting.

Failure in this regard shall not prevent consideration of any business, provided that the chairman deems that such business is 'urgent' and it is included on the agenda put before the Board or Sub Committee prior to the commencement of any meeting. If however no prior notice has been given and an item is not included on such a revised agenda, then additional matters of business can only be discussed if a majority or those present deem the business urgent and agree to its discussion under 'any other competent business' at the end of the agenda for the meeting.

### **Apologies**

Any Board Members unable to attend a meeting must submit apologies. Apologies should be notified to the secretary in advance of the start of the meeting.

### **Disclosure of Interest**

Board members and Sub-Committee members will be required to disclose all actual or potential interests on an annual basis in accordance with the approved Code of Conduct and Entitlements, Payments and Benefits Policy.

Where a Board member or staff member has a direct or indirect financial interest in any contract or proposed contract or any other matter, which is to be considered, this should be disclosed to the meeting and they should leave the meeting before any discussion and will not be allowed to vote on that matter.

Any other interest (non financial) which could influence judgement or be perceived that a Board member or staff may be acting for personal motives (such as personal interest, kinship, friendship, membership of an organisation or other relationship should also be disclosed and they should leave the meeting before any discussion or voting on that matter.

This requirement will be contained within the papers issued in advance of the meeting and highlighted as a standard agenda item at the start of all meetings of the Board and any Sub-Committee.

In respect of any matters contained within the agenda and papers for consideration at a meeting, they will be required to declare this interest at the earliest possible opportunity.

Where an actual or potential interest has been declared the Board member will not receive any further papers or minutes in relation to the relevant item.

The Board member will also be required to be excused from the meeting where the item is being considered and will take no part in any discussions in relation to the relevant item whether at a meeting or out with the meeting.

Any exception to the above requirements would require the specific approval of the Board subject always to the requirement to comply with the terms of our Rules.

Failure to comply with the disclosure of interest requirements may result in procedures being implemented to remove the Board member from the Board or in relation to a staff member, disciplinary action may be taken.

All declarations of interest will be recorded in the minutes of the meeting together with the action taken. The declaration will also be recorded in the Register of Interests maintained by the Corporate Support Manager.

Board members who are also our tenants or sharing owners will not normally be considered to have a conflict of interest where the Board is dealing with matters of general policy unless, as a result of particular circumstances applicable to a Board member, it can be reasonably considered that a conflict of interest arises for that Board member.

Board are required to ensure compliance with our Code of Conduct and Entitlements, Payments & Benefits Policy.

#### **Code of Conduct – Board and Staff**

We have an agreed Code of Conduct for Board members and a separate code for staff members. In respect of any breach of the code during the course of a Board meeting or Sub-Committee meeting, this will be dealt with by the Chair or Sub-Committee chairperson, either during the meeting or afterwards.

If a Board member is obstructive, offensive or disregards the authority of the Chair, a vote may be taken to exclude them from the meeting. Exclusion will be determined by a two thirds majority of those Board members present and eligible to vote.

#### **Delegation to Office Bearers and Staff**

The Office Bearers of OVHA are defined as:

- Chair
- Vice Chair
- Secretary

Except as generally provided for under the rules or financial regulations, or as specifically agreed by the Board and recorded in the minutes of a Board meeting, full authority for making and altering policy, practice, procedures, budget provisions and spending commitment, or other binding contracts shall be retained by the Board.

It is recognised however that to maintain progress and prevent delays in the conduct of Association business, that the CEO or any other staff deputising in his/her absence may refer urgent matters for discussion, clarification and approval by the Chairperson, in the absence of the Chairperson urgent matters can be considered and determined by the Vice Chairperson. All interim decisions shall be reported to the next Board meeting

#### **Links to Additional Relevant Documents**

Scheme of Delegated Authority

Financial Regulations

Report Template

Office Bearer – Role Description

#### **Review of Decisions**

Unless within the context of a previously agreed review, or there are 'unforeseen' (e.g. legislation change or new information not available at time of decision) or urgent grounds for immediate review (at discretion of chairman), the Board shall not review decisions on any issue within 6 months of such decisions, and any change within that period shall require to be approved by a 2/3 majority of those in attendance

Maryjane Elder (Guidance from SFHA - Points to consider when drafting SO Dec 2023)

Reviewed: January 2025

Next Review Date: January 2026