**STANDING ORDERS**

**Introduction**
These Standing Orders set out the framework for how the Board, committees and officers of the Association conduct business and make decisions. They provide clear rules and procedures to ensure that meetings are conducted efficiently, transparently and in accordance with the Association's governing documents, statutory obligations and regulatory requirements.

All Board members, co-optees, committee members and relevant staff are expected to comply with these Standing Orders when carrying out Association business. Any departure from these requirements should be exceptional, clearly justified and properly recorded.

**Scope**
These Standing Orders set out the governance and decision-making arrangements of the Association and establish the framework within which the Governing Body, Committees and employees operate.

The Standing Orders are designed to

- Support compliance with the Association's Rules, relevant legislation, the Scottish Housing Regulator's Regulatory Framework, and good governance practice.
- Ensure decisions are taken transparently, consistently and in the best interests of the Association and its tenants.
- Define the roles, responsibilities, powers and delegated authorities of the Governing Body, Committees and employees.
- Regulate the conduct of meetings, decision-making processes and reporting arrangements.
- Promote accountability, integrity, openness and effective scrutiny.
- Ensure that risks, conflicts of interest and regulatory obligations are appropriately considered when decisions are made.

These Standing Orders apply to:

- All members of the Governing Body.
- Members of Committees and Working Groups.
- Office Bearers.
- Employees where authority has been delegated to them.
- Any other individuals attending meetings of the Association in an advisory or observer capacity.

The Standing Orders should be read in conjunction with the Association's Rules, Scheme of Delegation, Financial Regulations, Code of Conduct, Entitlements, Payments and Benefits Policy, and any other governance policies approved by the Governing Body.

Compliance with these Standing Orders is mandatory. Any breach may be dealt with in accordance with the Association's Rules, Codes of Conduct and relevant governance policies.

**Remit of the Board**
The Board is the Association's governing body, and its primary role is to direct and control the Association's work.

The Board Members are collectively responsible for the leadership, strategic direction, and control of the Association as detailed in Rules 45 to 47.8.

The Board's remits can be found here. The powers of the Board are detailed in Rules 45 to 47.8.

**Membership Applications**
The Association's Rules set out the criteria and process of how to apply for membership of the Association, in line with the membership policy. The Membership Policy can be found here.

**Election of Board Members**
Our Rules determine membership eligibility for the Board, and we seek to ensure that we have an appropriate balance of skills, expertise and knowledge representing our communities to allow the Association to be governed effectively.

Members of the Board shall be elected in accordance with the Election Process involving Association Members that is set out in Rules 40.1 to 42 of the Association's Rules.

In accordance with Rules 39.1 to 42.3 the Board can co-opt anyone it considers is suitable to become a Board Member as long as they meet the eligibility criteria and have the necessary skills to contribute to the Board.

Co-opted Members can only serve as a Co-opted Member on the Board until the earlier of the next Annual General Meeting or until removed by the Board.

Co-opted Members can only make up a maximum of one third of the total number of Elected Board. They can take part in discussions at the Board or any Committee meeting on all matters except those which directly affect the Rules, Membership of the Association, or the election of Association Office Bearers.

All Board Members must observe and uphold the principles and requirements of the Regulatory Standards of Governance and Financial Management published by the Scottish Housing Regulator.

The Association will provide Board members with training and support to help them meet these requirements.

**Board Membership**
The Board will have a minimum of 7 Members, and a maximum including **Co-opted** Members of 15.

**Casual Vacancies**
If an elected Committee Member leaves the Committee between the annual general meetings, this creates a casual vacancy, and Board can appoint a Member to take their place on the Committee until the next annual general meeting.

The Board cannot act for longer than 2 months if its membership falls below 7. This is a Notifiable Event to the Scottish Housing Regulator and must be reported in line with our Notifiable Events Policy.

If at the end of this period, the Board has not found new Members then the only power it will have is to act to bring the Board numbers up to 7.

If an elected Board Member leaves the Board, a Casual Vacancy will be created. The Association's Board can decide whether to fill the vacancy with a Co-opted Board Member.

If a Board Member requires a Leave of Absence from the Board for personal or other reasons, they should write to the Secretary requesting a Leave of Absence and this must be approved by the Board and duly recorded in the Minutes.

The Board may grant a leave of absence to a Board Member for an agreed period. During such leave, the individual shall remain a member of the Board. Where a leave of absence exceeds six months, the Board shall review the position and determine whether the office should be treated as a casual vacancy.

**The Role of Committee**
**Financial & Audit Risk Management (FARM) Committee**
The Board will maintain a Financial & Audit Risk Management (FARM) Committee to support the Board in discharging its duties relating to risk management, control, business assurance, legislative compliance, governance, and the external and internal audit functions.

The Remit of the FARM Committee shall be updated and agreed as part of the review on all Committee Remits.

**The HR and Governance Committee**
The HR and Governance Committee was established to support effective leadership, governance and organisational performance.

The Committee provides oversight and assurance on matters relating to people, culture, workforce planning, employee wellbeing, board effectiveness, governance compliance and organisational development.

The Remit of the HR and Governance Committee shall be updated and agreed as part of the review on all Committee Remits.

**Policy Sub Committee**
The Policy Sub-Committee (PSC) is responsible for overseeing the review, and recommendation of organisational policies to the Board.

The Remit of the Policy Sub Committee shall be updated and agreed as part of the review on all Committee Remits.

**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 another similar platform, when they are unable to attend in person. The members 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. The 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 deputes.

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

**Notice of Meetings/Agenda**
The Secretary will normally give written notice of all standard meetings agreed by the Board on an annual basis following the Annual General Meeting.

Meetings in addition to the normal schedule, or where changes have been made to the agreed meeting calendar, will require seven days' notice for Board Members.

Agendas and reports will normally be issued no less than five days prior to any meeting. While every effort will be made to ensure that reports are circulated within these timescales, late

circulation of a report will not prevent the agenda item being discussed if a majority of the Board Members present at the meeting agree to accept and discuss the report.

Where a report is private or confidential, it will be issued separately and securely.

No business, other than items on the agenda, will be considered without the consent of two thirds of those present.

If a member of the Board wishes to have an item(s) included on the agenda for discussion/motions then this should be intimated to the Chairperson, at least seven days prior to the meeting so that the item can be included on the agenda.

Prior to the agenda being prepared (and prior to the actual meeting) the Chief Executive or relevant senior staff member will liaise with the Chairperson to confirm the agenda and order of business, and to clarify the matters requiring decision.

All paperwork relating to meetings will be issued securely and normally electronically to devices approved by the Association.

All Board members must read their papers in advance and be well prepared for meetings, so that business can be conducted as effectively as possible. Board members may also, if they wish, refer points of clarification to the appropriate person (copying the Chairperson and Chief Executive) in advance of a Board meeting.

**Quorum Requirements**
For meetings of the Board to take place four Members, excluding Co-opted Members, will form a quorum. Where a meeting becomes inquorate after the start, the meeting shall be adjourned.

Board Members unable to attend a Board Meeting must submit apologies to the Secretary and be aware of Rule 45.3 - where missing four consecutive meetings result in automatic removal from the Board.

The quorum for Sub Committee meetings shall be three Members excluding Co-opted Members. Where the meeting becomes inquorate after the start, the meeting will be adjourned.

The presence of co-optees at Committee Meetings will not be counted when establishing whether the minimum number of Committee Members are present to allow the meeting to take place as required by Rule 48 and the presence of co-optees will not count towards the quorum for sub-committee meetings.

The Association encourages the use of technology including participation by Board and Committee using remote access technology.

Rule 52 permits Board Meetings to be undertaken in any manner which permits those attending to hear and comment on the proceedings.

When Members are participating in a meeting remotely, they should ensure
the location and/or technology used is appropriate so that confidential discussions are not overheard. Members are also encouraged to use their cameras when participating remotely.

**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.

Voting shall be by a show of hands, unless otherwise directed by the Chairperson.

The number of votes cast for and against the motion or amendment shall be recorded in the minute as shall the number of any abstentions.

Resolutions duly moved and seconded that do not attract an amendment shall be deemed passed without dissent.

In the event of a tie, the Chairperson (or where absent, the person chairing the meeting) will have a casting vote, in addition to his/her own vote.

Any Member may ask for his/her dissent from any motions or decisions to be recorded within the minute. All Members are bound by their duty of collective responsibility, i.e., they must accept and abide by the decision made even if they did not support it and must not undermine the decision made in any way.

Decisions made by the Board will stand on record for at least six months and will not be discussed, questioned, or put to a second vote within that period unless there are exceptional circumstances and only then with the consent of two-thirds of those present.

**Adjournment**
The Board and Committees may adjourn meetings. A motion for adjournment, which will follow the procedure set down above, will take precedence over all other motions.

When an adjourned meeting is resumed, proceedings will commence at the point at which they were broken off at the adjournment.

The time of the meeting may be agreed as part of the adjournment motion, failing which it shall be decided by the Office Bearers in conjunction with the Chief Executive/Secretary.

**Business Conducted under Closed Session**
Where business is of a confidential nature, this will be conducted in a closed session and a separate confidential minute will be produced. Staff members will normally leave the meeting during any confidential items, as directed by the Chairperson. A minute of the subsequent discussion will be taken by a Board Member.

**Minutes of Meetings**
All minutes shall take the form of 'draft minutes' until they have been approved by the Board or Committee.

All minutes subsequently passed/noted by the Board shall be recorded as such and shall form the official record of the Association.

All minutes must be approved and then signed by the Chair.

**Publication of Minutes**
Following the approval of the full minute at the subsequent meeting, a version of that minute which complies with Freedom of Information requirements will be published on the Association's website.

Any items which are deemed as exempt from disclosure will not be included in the published minute and will be suitably redacted and replaced with a reference to the relevant exemption.

**Adjournment**
The Board and Committees may adjourn meetings. A motion for adjournment, which will follow the procedure set down above, will take precedence over all other motions.

When an adjourned meeting is resumed, proceedings will commence at the point at which they were broken off at the adjournment.

The time of the meeting may be agreed as part of the adjournment motion, failing which it shall be decided by the Office Bearers in conjunction with the Chief Executive/Secretary.

**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.

**Remit of the Chairperson**
The Chairperson is elected by the Board from among its membership after each AGM to serve until the next AGM in terms of Rules 59.6 – 59.11

The Chairperson may be re-elected but may not hold office continuously for more than 5 years. On expiry of 5 continuous terms of office, the retiring Chairperson will not be eligible for election as Chairperson or Vice-Chairperson during the following 12 months.

The Chairperson is responsible for the leadership of the Board and ensuring its effectiveness in all aspects of the Board's role and to ensure that the Board properly discharges its responsibilities as required by law, the Scottish Housing Regulator, the Association's Rules, and the Standing Orders of the Association.

The Chairperson will be delegated by the Board such powers as is required to allow him/her to properly discharge the responsibilities of the office.

The role of the Chairperson and the requisite skills and experience are detailed in the Chairperson Remit.

The Chairperson has power in an emergency situation to take decisions where necessary, subject to reporting to the Board as soon as possible, and formally at the first Board meeting thereafter. If in the view of the Chairperson the matter in question is of major importance to the Association, the decision shall be made where possible following consultation with the Vice-Chairperson. Any such decision shall be reported to the first Board meeting thereafter for ratification

Any question as to the interpretation of the delegated authority functions of a Committee or Sub-Committee will be determined in an emergency situation by the Chairperson of the Association or in his/her absence by the Vice Chairperson. The outcome should be reported to the next Board meeting and recorded within the minute of the Committee or Sub-Committee meeting.

**Remit of the Vice-Chairperson**
The Vice-Chairperson is elected by the Board from among its membership after each AGM.

The role of the Chairperson and the requisite skills and experience are detailed in the Vice Chairperson Remit.

**Confidentiality**
Board Members, Co-optees, Committee Members and attendees must maintain the confidentiality of information obtained through their role and must not disclose it without proper authority or where required by law.

Confidential information includes personal, commercial, legal, regulatory and other sensitive matters discussed by the Board or Committees. Board papers and related documents must be stored and disposed of securely.

Any breach of confidentiality may constitute a breach of the Code of Conduct and should be reported to the Chair and Chief Executive. The duty of confidentiality continues after a member leaves office

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.

**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, ether 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.

**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.

Any Board member must consider if they have a potential conflict of interest when dealing with Board business, for example if investigating a staff grievance or customer complaint. The Board should also consider this area when apportioning responsibilities for Board business.

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, ether 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.

**Breaches of the Code of Conduct/Board Disciplinary Procedure**
The Code of Conduct for Board Members provides guidance about actions which are likely to represent a breach of the Code, the possible consequences of any such action and a protocol for dealing with a breach.

A breach of the Code of Conduct by a Board Member is a Notifiable Event and must be reported to the Scottish Housing Regulator (SHR). Reference should be made the SHR's Notifiable Event guidance.

**Review**
This policy will be reviewed every three years, or sooner where legislative, regulatory or organisational changes require this.

| | |
|---|---|
| Created by | M Elder (Guidance from SFHA) |
| Review Date | Oct 2026 |
| Next Review Date | Oct 2029 |
| Date Approved – Policy Sub Committee | Oct 2026 |
| Date Approved - Board | 20th Oct 2026 |