



# Rural Stirling

HOUSING ASSOCIATION

## Standing Orders

<b>Rural Stirling Housing Association, Stirling Road, Doune, FK16 6AA Registered as a Scottish Charity No. SC037849</b>	
<b>Policy Name</b>	Standing Orders
<b>Policy Category</b>	Governance
<b>Date to Board/Audit &amp; Personnel Committee</b>	23 May 2019
<b>Review Period</b>	Five Years
<b>Review Date</b>	2024

## **SECTION ONE: THE ROLE AND REMIT OF THE BOARD OF MANAGEMENT**

These Standing Orders have been developed to set out the framework within which the business of Rural Stirling Housing Association will be conducted. They have been approved by the Board of Management and are intended to supplement the Association's Rules. In the event that there is any uncertainty or contradiction about a matter covered in the Standing Orders, the Rules shall prevail. The Standing Orders are supported by RSHA's Financial Regulations and by associated policies including the Anti-Fraud and Bribery Policy,

- 1.1 The Rules require that the Board will meet not less than 6 times per year. RSHA's Board normally meets 7 times per year and a schedule of ordinary meetings will be agreed at the first meeting following the AGM. The Board is responsible for ensuring that the business of Rural Stirling Housing Association ("RSHA") is conducted to the highest standards of probity; in an open and accountable manner and in accordance with best practice guidance. A remit for the Board has been developed and forms part of these Standing Orders (Appendix 1).
- 1.2 The Board shall elect from amongst its members a Chairperson, Vice Chairperson and Secretary. The elections shall take place at the first scheduled Board meeting following the AGM, which will normally take place not less than seven days following the AGM. The responsibilities of the Office Bearers and the authorities delegated to them are detailed at **Sections 4 and 5**.
- 1.3 At its first meeting after each AGM, the Board shall appoint an Audit and Risk Committee and an Investment Committee. The remits of these committees form part of the Standing Orders (Appendices 2 and 3) The Audit and Risk Committee shall not have more than 6 members. The Board will seek to ensure that normally at least one member of the Audit & Risk Committee has recent and relevant financial experience.  
The members of each committee shall elect a Chair (who cannot be a co-optee). The Board will approve the appointment of each of the Committee Chairs at the subsequent meeting of the Board following the committees' appointments. The Chair of the Audit and Risk Committee cannot also be the Chair of RSHA. A Committee Chair may not normally serve in the same role for more than two consecutive years and cannot hold more than one role as Chair concurrently (unless the second role is as Chair of a Working Group or Task and Finish Group).

The Committees shall fulfil the terms of the remits set out in Appendices 2 and 3 of these Standing Orders and in accordance with the approved Scheme of Delegation which forms Appendix 4 to these Standing Orders. Annually, each Committee Chair shall report to the Board on the key business to have been

conducted during the year in accordance with the relevant remit. The Board may, in addition to the Scheme of Delegation, delegate a specific matter to either of the Committees subject only to the matter falling within the general terms of the Remit (for example, specifying an enhanced level of decision-making authority in respect of a matter already delegated to the committee). The Committees shall normally meet four times a year: meetings will be scheduled as part of RSHA's annual planning programme and will be included in the Schedule referred to at 1.1. Committee meetings will be scheduled to take place at times which accommodate the business to be conducted and to support effective reporting to the Board.

- 1.4 The Board may, from time to time, establish Working Groups or Task and Finish Groups to advise it on specific matters. Membership of such Working Groups shall be drawn from the Board and staff of RSHA, its tenants or its agents. In addition, the Board may appoint no more than 2 people from out with its membership, who are not Board members or staff or tenants of RSHA or its agents to serve on a Working or Task and Finish Group. The role of such Groups will be to provide advice and guidance to the Board. The Board shall not normally delegate authority to any Working Group to act, or take decisions, on its behalf.
- 1.5 In establishing a Working or Task and Finish Group the Board must approve and record its membership; its remit; the expected outputs of its considerations and the time-scale for its completion (see remit template at Appendix 5). A Working or Task and Finish Group should not normally be in existence for longer than twelve months. In the event of a longer period being required to complete its deliberations, its remit should be reviewed after the initial period of twelve months and at intervals of six months thereafter. Once a Working or Task and Finish Group has fulfilled its remit, it should be formally wound up by the Board.
- 1.6 A Working or Task and Finish Group will elect its own Chair who will be a member of the Board . All Working or Task and Finish Group meetings will be publicised and open to attendance by any Board member.
- 1.7 The Board is responsible for leading and directing RSHA and may do anything, lawful and in accordance with the Association's Rules, which is necessary or expedient to achieve the objects of the Association. The key responsibilities of the Board are set out at Clauses 45 to 47 of the Rules and are further detailed in the Remit which forms Appendix 6 to these Standing Orders. The Board employs a CEO and staff team to carry out the day to day work in accordance with the strategies, policies, budgets etc set by the Board. The Scheme of Delegation defines those matters where authority is reserved to the Board and those which are delegated to staff. The Scheme of Delegation also defines levels of authority which are to be attributed to office bearers and the CEO. The Board will review the Scheme of Delegation annually. It is the responsibility of the Audit and Risk Committee to monitor and report on the effective implementation of the Scheme of Delegation.

## **ROLE OF CHAIR AND OTHER OFFICE BEARERS AND PROCEDURE AT BOARD AND COMMITTEE MEETINGS**

- 2.1 The Board will elect one of their number to be Chairperson of Rural Stirling Housing Association. As specified in the Rules, the Chair may not hold that office for more than five consecutive years. The Chairperson shall preside at all general meetings and all meetings of the Board. The Board shall also elect a Vice-Chairperson who shall preside at Board meetings in the absence of the Chairperson. In the absence of both the Chairperson and Vice-Chairperson, the members present at the meeting shall appoint one of their number to act as Chairperson. All questions of order arising at any meeting of the Board shall be decided by the Chairperson of the meeting.
- 2.2 The Association's Rules set down the responsibilities of the Chairperson and Secretary (Rule 59). These are further outlined at Appendix 7. The specific duties of the Secretary as described at Rule 59.3 may be delegated to a member of staff by the Board and recorded at Section 1 of the Scheme of Delegation. Alternatively, the Board may agree that a designated member of the Senior Management Team should act as RSHA's Secretary (as provided for at Rules 59.1 and 59.3). Where the role of Secretary is allocated to a member of staff, the Secretary shall not form part of the group referred to as 'the Office Bearers' in these Standing Orders.
- 2.3 There will be two other Office Bearers, as follows:
- The Chair of the Audit and Risk Committee and
  - The Chair of the Investment Committee.
- 2.4 In situations where any one of the above Office Bearers is temporarily unable to fulfil their duties, or unexpectedly leaves the Board, the Board will elect one of their number to fulfil the vacant role, either until the return of the absent member or until the next AGM, whichever occurs first.
- 2.5 **Collective role of the Office Bearers**
- 2.5.1 In advance of each Board meeting the CEO will consult the Chairperson about the Agenda for the meeting. Similarly, a draft agenda will be prepared by the principal adviser for comment and approval by the respective Chairs in advance of meetings of the Audit and Risk and Investment Committees and Working / Task and Finish Groups.
- 2.5.2 The Office Bearers as defined at Section 2 of these Standing Orders may act as a sounding board for the Chair and CEO in-between meetings. Communication may be either through e-mail or by meeting together. The office-bearers may take decisions between meetings only in accordance with these Standing Orders, the Scheme of Delegation and/or RSHA's Business Continuity / Disaster Recovery Policy. All such decisions must be reported to the next meeting of the Board. Any decisions made by the Office Bearers in this way will require the input of at least 3 of the Office Bearers.

2.5.3 The Office Bearers also have delegated responsibilities in the event of emergency situations as set out at 5.3 below.

## **2.6 Notice of Board and Committee Meetings**

Notice of ordinary meetings of the Board and Committees shall be sent to members not less than seven clear days before the date of the meeting. All matters of business to be included on the agenda shall be in the hands of the CEO or principal adviser not later than 5.00 pm on the working day before that on which the notice is to be issued.

Members of the Board or its Committees may submit items for inclusion on the agenda in consultation with the relevant Chair. Where such an item requires to be supported by a report prepared by staff, the Chair shall consult with the CEO / Principal Adviser to determine the timescale for the matter to be considered. Matters which do not require staff involvement may be notified to the Chair for inclusion on the Agenda not later than 12noon on the working day before the date on which the papers are due to be issued. It is the responsibility of the Chair to advise the relevant Principal Adviser of any such additions to the Agenda not later than 5pm on the day before the planned date of issue of papers. In the event that the Board member proposing the item is not present at the meeting when it comes to be considered, it shall be deferred until the next meeting. If the Board member is again absent, the matter shall fall, unless those present agree to it being considered and determined at that meeting.

Meetings of the Board, Audit and Risk and Investment Committees will normally be held in the Association's office but the venue may be varied by agreement between the Chair and CEO / principal adviser.

Proceedings at any meeting shall not be invalidated by any accidental omission to send notice of the meeting to any member, or by any other accidental defect in the arrangements for calling a meeting. This will not, however, remove the need for the meeting to be quorate as defined at 4.8 below.

## **2.7 Business at Meetings**

The business at meetings of the Board, Audit and Risk and Investment Committees shall normally follow the order of the agenda, but the Chairperson shall have power to vary the order of business at any stage.

With the consent of the members present, business not on the agenda may be transacted at an ordinary meeting of the Board or Audit and Risk or Investment Committee, but not at a special meeting or at a meeting that has been re-scheduled in accordance with these Standing Orders. The Board and the Audit and Risk and Investment Sub-Committees shall have the power to adjourn any meeting to such date and time as the Board, Committee or Chairperson may determine and when any adjourned meeting is reconvened, it shall commence proceedings at the point at which they were adjourned and shall extend only to items on the agenda for the original meeting.

The Agenda for meetings of the Board will include, as standard, a “deferred items” paper to retain for future consideration matters that have not been able to be discussed.

## **2.8 Minutes and Records of Meetings**

All general meetings of RSHA’s membership, and all meetings of the Board and its Committees will be recorded in accordance with RSHA’s standard minute protocol. It is the responsibility of the principal adviser to ensure that an accurate minute of Board and committee meetings is produced and provided to the Chair within ten working days of the meeting for comment. The outcomes of meetings of Working or Task and Finish Groups will be recorded by means of Action Notes.

## **2.9 Quorum**

Six members of the Board shall constitute a quorum for meetings of the Board, and three of the members for the Audit and Risk and Investment Sub-Committees. In each case, the quorum must be met by members entitled to vote, who cannot be co-opted members, and neither the Board nor the Audit and Risk or Investment Committees may exercise any of their powers unless such a quorum is present. In the event that a meeting becomes inquorate before the stated business has been concluded, the meeting shall be adjourned to a date and time not later than seven days forward. At the re-convened meeting, only the outstanding business from the original Agenda may be transacted. A quorum must be achieved for the re-convened meeting.

## **2.10 Staff Attendance at Board and Committee Meetings**

The CEO and Members of the Senior Management Team shall normally attend all meetings of the Board. The relevant Principal Adviser will attend meetings of the Audit and Risk and Investment Committees, together with other staff and advisers as required.

The role of staff and consultants attending will be to provide advice to the Board and committees and they shall not take part in any decisions.

Arrangements in respect of staff attendance at meetings of Working and Task and Finish Groups will be determined according to the tasks allocated and will be managed by the CEO / principal adviser.

The Board and Committee may require staff to withdraw from all or part of any meeting although the CEO will normally remain in attendance unless s/he has a personal interest of any kind in the discussion.

## **2.11 Servicing and Minutes of Board and Sub-Committee meetings**

The CEO shall ensure that all relevant papers are prepared and circulated to the Board and the relevant principal adviser shall do the same for the Board, Committees, Working and Task and Finish Groups, normally seven days in advance of their meetings. Any variation to the arrangements for the issuing of papers (including consideration of whether a paper may be tabled) must be agreed in advance with the relevant Chair and notified to members as part of the Agenda. All agenda items shall normally be the subject of a written report which is issued in advance, which provides members with all relevant information required to make the necessary decisions. All Agendas for the Board and Committees will be made available on RSHA's website, as will minutes of Board meetings once they have been approved.

Copies of all committee agendas will be sent for information to Board members who are not members of those bodies. Copies of the full papers will be sent to them on request. Any such Members may approach the Chair of the Committee or Working Group to discuss any paper and if considered beneficial, may with the Chair's approval, attend the meeting and speak on that item on the Agenda.

The CEO shall ensure that Minutes of each meeting of the Board are prepared and issued in draft form to the Chairperson within 10 working days of the meeting. The principal advisers shall do the same for the, Audit and Risk and Investment Committees. Action Notes shall be prepared by the relevant principal adviser within the same timescale following meetings of Working or Task and Finish Groups.

Decisions which are taken at a properly constituted Board or Committee meeting shall be implemented in accordance with the Board or Committee's instructions and shall not require to be deferred pending approval of the Minutes.

Where it is recorded in Minutes that a decision has been taken then bold text will be used to highlight this for ease of reference.

Minutes shall be submitted for approval to the next meeting of the Board, Committee, Working or Task and Finish Group. All approved minutes from Committee meetings will be provided to the next Board meeting for information. Where a meeting of the Board precedes the approval of committee minutes, it shall be the responsibility of the Committee Chair to make a report to the Board on the matters considered by the Committee. In the event that a committee refers a matter to the Board for consideration and / or approval, that matter shall be identified as a specific item on the Board Agenda and will be the subject of supporting papers / reports in accordance with the terms of these Standing Orders.

Once approved the Chairperson of the meeting will sign the last page of the Minutes (and initial all other pages). A copy will then be retained at the Association's offices for future reference in accordance with RSHA's policy on document retention.

## 2.12 **Voting**

Voting at meetings of the Board and Committees, shall normally be by show of hands, unless a secret ballot is requested by one third of the members present who are eligible to vote. A simple majority of those present and voting shall be sufficient to determine any matter, except in the case of a motion to suspend standing orders, in which case a two-thirds majority in support of the motion of those present and entitled to vote shall be required. In the case of an equality of votes, the Chairperson of the meeting shall have a casting vote in addition to his / her deliberative vote. Any member may request that his/her dissent from any resolution may be recorded in the Minutes, without giving any reasons, provided that the request is made at the meeting at which the resolution is made. In accordance with RSHA's Code of Conduct for Board Members, all Board members are required to accept collective responsibility for all decisions taken by the Board.

### **2.13 Motions and Amendments**

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. Any motion or amendment shall require to be proposed and seconded before being put to the meeting.

When only one amendment is made upon a motion, the vote shall be taken first on that amendment. When there is more than one amendment, the order of voting on the amendments shall be at the discretion of the Chairperson until one successful amendment is obtained, and a vote shall then be taken on the successful amendment against the motion.

### **2.14 Order of Debate**

The Chairperson of the Meeting of the Board or Committee shall determine the order of debate and will aim to ensure that all those wishing to speak have the opportunity to do so. All Board members shall observe the requirements of the Code of Conduct in making contributions to the debate and in seeking to attract the attention of the Chair.

### **2.15 Points of Order**

Any member may raise a point of order in the course of a meeting, and all questions of order shall be decided by the Chairperson meeting. No other member shall be permitted to speak to the point of order, unless with the Chairperson's permission.

### **2.16 Declaration of Interest**

In accordance with the Rules and the Code of Conduct, if any member or officer has a personal or pecuniary interest, direct or indirect, in any matter under discussion at a meeting of the Board , Committee, Working or Task and Finish Group they must declare that interest under the standard agenda item

titled “Declaration of Interest” or, otherwise, as soon as practicable after the commencement of the meeting. Where this represents a conflict of interest they shall leave the meeting and take no part in the discussion or vote on the matter. It is also recognised that Members may have a lesser connection with an issue, with no direct or personal or pecuniary interest, which might be considered a duality, rather than a conflict, of interest (arising perhaps from involvement with another community organisation). In such cases the Member must declare the interest but it will be for the Chair, in consultation with the other members to decide, on a case by case basis, whether the member with the interest should withdraw and / or play no part in any vote.

## 2.17 **Closure of Meetings**

No meeting shall continue for more than two and a half hours beyond the time it is called for, unless with the approval of a two thirds majority of members present and entitled to vote after the expiry of that time. A meeting shall be automatically adjourned after three hours from the time for which it was called and shall resume on such date and time as the meeting shall decide. Section 6.2 of these Standing Orders will apply in this event.

## 2.18 **Openness and Confidentiality**

Minutes of Board meetings will be published on the website and publicised as being available at the Association’s offices. However certain items of business may be deemed to be confidential if it is considered to be personally sensitive or affecting the commercial confidentiality of the Association or any of its contractors, agents or suppliers. Papers, reports and Minutes will be categorised in accordance with the Association’s Policy on Openness and Confidentiality (to be adopted).

A file of confidential reports and minutes will be retained.

Board members and officers are required to observe and protect the confidentiality of RSHA’s business, in accordance with the relevant Codes of Conduct and the association’s policies.

## **SECTION THREE: DELEGATION OF POWERS TO STAFF**

### 3.1 **General Principles**

The Board is responsible for the determination of the strategy and policies which are to be pursued and honoured by Rural Stirling Housing Association. The effective execution of the Association’s work is dependent on appropriate action and decisions being taken, when required, in accordance with agreed policies. It is the responsibility of staff to ensure that policies are implemented effectively. A scheme of delegation of powers to the Association’s staff has been agreed by the Board. (See attached Schedule of Delegated Authority from Board to staff at **Appendix 4** to these Standing Orders.)

These areas of delegated authority are, at all times, subject to the observance and careful application of the appropriate policies as approved by the Committee.

## **3.2 Senior Staff**

3.2.1 The CEO, and through him/her other Members of the Senior Staff team, has delegated authority to:-

- a) ensure the day to day execution of the Association's business is carried out consistent with the overall policies approved by the Board and RSHA's operational procedures.
- b) represent RSHA on official business, consistent with the aims and objectives of the Association as approved by the Board and/or as indicated in the Business Plan and Policy documents;
- c) carry out all legal and financial duties on behalf of the Association in accordance with the Rules and these Standing Orders;
- d) authorise capital and revenue expenditure in accordance with the approved Scheme of Delegation.

## **3.3 Emergency Arrangements**

3.3.1 The Association's Business Continuity Plan sets out the arrangements that will apply in the event of any emergency affecting Rural Stirling Housing Association. Nothing in these Standing Orders shall prevent the effective implementation of the approved Business Continuity Plan.

3.3.2 Where emergency decisions of the Board are required at short notice or during a Board recess then the Office Bearers will have authority to act on behalf of the Board. An "emergency" is defined as a situation where, if urgent action is not taken, it will be manifestly to the detriment of the Association in any of the following ways:

- Risk to the health and/or safety of Association residents or staff
- Risk to the property/assets of the Association
- Significant financial loss
- Risk to the reputation or strategic standing or Regulatory Engagement Status of the Association

3.3.3 In the event of unplanned expenditure being required in an emergency, authority to incur such required expenditure will be as set out in the Scheme of Delegation (Appendix 4 to these Standing Orders).

## **SECTION FOUR: GENERAL**

### **4.1 Press Statements**

Official Press Statements on behalf of the Association shall be made only by the CEO or Chairperson of the Board or by such other person authorised by either the Chairperson or CEO to make such statements. In the event of an emergency occurring, the terms of the Association's Business Continuity Plan will apply to press statements.

### **4.2 Suspension of Standing Orders**

So far as is not inconsistent with the Rules of the Association, one or more of the Association's Standing Orders may be suspended at any meeting of the Board or a Committee in any case of urgency or upon a motion moved and seconded, but so far only as regards business at such meeting, provided that two thirds of the members of the Board or Committee present and voting shall so decide. Section 4.17 of these Standing Orders makes specific provision in respect of the duration of meetings.