

Policy Name	Standing Orders
Policy Category	Corporate & Governance
Policy Number	CG015
Officer Responsible	Chief Executive
Equality Impact Assessed	Yes
Scottish Housing Regulatory Standards	1,2 ,4 and 5
Date to Board of Management	November 25
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Introduction

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 always abide by the spirit and intent of this document.

The Standing Orders describe the roles, responsibilities and the powers of the governing body, which is known as the Board; its Sub-Committees; the Chief Executive and the Senior Management Team, and the Standing Orders also provide a framework for effective management of the Association's Business.

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.

The Board

The Board's main responsibilities are to:

- Lead the association effectively.
- Define, uphold and promote the organisation's values.
- Set our strategy and direction.
- Agree the annual budget and ensure financial viability.
- Take account of tenants' views in respect of rents and services.
- Monitor performance.
- Manage risk.
- Ensure legal, constitutional and regulatory compliance and submit an Annual Assurance Statement.
- Promote and demonstrate good governance.

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. Board Members are elected, appointed, or co-opted in accordance with the Association's Rules. The Rules also specify the procedure for filling vacancies. Reference should be made to Rules 39 to 44.

The presence of co-optees at the Board and Sub-Committee Meetings will not be counted when establishing whether the minimum numbers of Board Members are present to allow the meeting to take place as required by Rule 42.3.

The Chairperson and other Office Bearers will be agreed at the first Board meeting following the AGM.

Co-opted Members of the Board may be Members of any of the Sub-Committees, although they may not become Office Bearers and may not take part in any discussions or decisions relating to Rules, membership or the election of Office Bearers (Rules 42.1 to 42.3).

The Board can co-opt individuals to a Sub-Committee for that person's expert advice, and that individual does not have to become a Board Member (Rule 42.1).

The Board has a remit which specifies its responsibilities and duties and is included at Appendix 1. The remit ensures the Board exercises good governance over the affairs of Lochaber Housing Association and meets legislative and regulatory requirements. More specific tasks that the Board is responsible for are outlined in the Scheme of Delegated Authority at Appendix 8.

The Board will meet at least six times each year (Rule 48). Meetings can take place in the Association's office at 101 High Street; fully online through Microsoft Teams, or a hybrid approach.

If a Board Member requires a Leave of Absence from the Board for personal or other reasons, this must be approved by the Board and recorded in the Minutes. The maximum time allowed for a Leave of Absence is 12 months (Rule 43.1.4). Leave of Absences are normally granted for periods of 3-months at a time and then reviewed at 3-monthly intervals thereafter.

Sub-Committees

The Board may establish sub-committees as appropriate. All Sub-Committees report to and are accountable to the Board.

The Association presently has one constituted Sub-Committees: The Audit, Risk & Governance Sub Committee, which meets four times a year.

The sub-committee has an elected Chairperson and adopts the same rules as the main Board for the conduct of meetings.

Membership and the appointment of the Chair of the Sub-Committee will be agreed by the Board at a meeting held immediately after the AGM. The Board's Chairperson cannot be the Chair of the Audit, Risk & Governance Sub-Committee.

The Audit Risk and Governance Sub-Committee remit is appended to these Standing Orders Appendix 6, and cover matters such as roles and responsibilities and meeting quorums.

In terms of skills and experience, the Sub-Committee should have at least one Member who has up-to-date knowledge of the service area/subject matter covered by that Sub-Committee.

Any Board Member may attend meetings of the Audit, Risk and Governance Sub-Committee of which they are not a member as an observer.

While the Sub-Committee Chair is responsible for reporting to the Board on the decisions and actions taken by the relevant Sub-Committee and for ensuring that appropriate commendations are made on matters requiring Board approval, this responsibility can be delegated to a Member of the Audit, Risk and Governance Sub-Committee or a member of the Senior Management Team.

Hearings and Appeals Panels

The Board may establish hearing and appeals panels as required to hear, investigate and decide upon matters resulting from breaches of the Code of Conduct for Board Members, and serious matters relating to staffing issues.

Where appropriate, the Board may delegate authority for agreeing the membership and remit of individual panels to the Board's Chairperson or where the matter involves the Chairperson, to the Chief Executive.

The Board and/or the Chairperson should seek independent specialist advice on establishing Hearing/Appeal Panels, including membership and remit. Reference should be made to the Association's Code of Conduct, Notifiable Events Policy, Discipline and Grievance under the Terms of Conditions of Employment for the process to be followed depending on the circumstances of the situation.

The Hearing/Appeals Panel is accountable to the Board and the Remit, which the Board must approve should clearly state the powers that have been delegated by the Board to the Hearing/Panel and the powers that must remain with the Board.

Working Groups

The Board may establish additional Working Groups to assist its consideration of specific issues. The Board will agree any delegated decision-making authority as required and such groups must be formally established, and a remit agreed by the Board. Working Groups will not normally be established for periods more than twelve months. The Board will decide the life span of each Working Group it establishes. Remits for Working Groups will form part of these Standing Orders. All groups established under the terms of this section of the Standing Orders report to and are accountable to the Board.

Declaration of Interest

The Board has adopted and agreed the SFHAs Model Code of Conduct for Board Members, which outlines the circumstances when a Board Member should declare an interest. A copy of the Code of Conduct is available on the Board Member's portal. All Board Members and staff must declare relevant interests in line with the Association's procedures, including any changes in circumstances and confirm at least annually that their declaration is accurate. The Code of Conduct is required to be re-signed on an annual basis.

Any potential conflicts of interest must be declared at the start of a meeting of the Board, Sub-Committee, Working Group or Hearing/Appeals Panel. All meeting agendas will contain a standing item for declaration of interests. All declarations will be recorded in the Minutes. The Board (or Sub-Committee) will determine if a member will be required to leave the meeting during the discussion of a matter in which they have an interest. Where the Members of the Board decide that the Member may remain, they will not take part in the discussion nor participate in any vote on the matter. The Board or Sub-Committee may ask a member to leave the meeting while the agenda item to which they have an interest in is being discussed. The declaration and decision of the Board on whether the Member is required to leave the meeting plus the reasons for the decision will be recorded in the Minutes. The Member's withdrawal and return will also be recorded in the Minutes as will the time of when the Member left the meeting and returned.

At its first meeting following the AGM, the Board will elect its Chairperson, a Vice Chairperson and any other office bearer it sees fit.

The Board has agreed a remit for the Chairperson and Vice-Chairperson which specify their roles, responsibilities and duties. These remits are based on SFHAs model remits and form Appendices 3 & 4 of these Standing Orders.

The maximum term of office for the Chairperson is 5 consecutive years (Rule 59.11).

In the absence of nominations for the role of Secretary the Chief Executive will perform the Secretary's role.

Reference to the Secretary within Lochaber Housing Association Rules is contained within Appendix 5 of these Standing Orders.

In the absence of the Chairperson, the Vice-Chairperson will undertake the Chairperson's duties.

Office Bearers must ensure that they liaise regularly and effectively with each other and with the Chief Executive and Senior Management Team.

Schedule of Meetings

Board of Management meetings will be held approximately every eight weeks with a minimum of six meetings per annum. The Board will approve the schedule of meeting for the forthcoming year.

The Audit, Risk & 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.

All meetings of the Board of Management require a minimum of four Board Members to be present before a meeting can be considered quorate. Co-opted members do not count in relation to the quorum. The quorum must be always maintained during the meeting. If not, the meeting must stop, with the Minute reflecting the time the meeting became inquorate and ended.

The quorum for meetings of Sub-Committees is three (Rule 58.1).

All quorum rules apply to meetings being held online, or hybrid. The Chair of the meeting must ensure that the Association is able to demonstrate attendance at the meeting and that the meeting always remained quorate.

The quorum for Working Groups and Advisory Panels will be determined by the Board and will be stated in the Remit for the Group/Panel.

All Members of a Hearing/Appeals Panel must be present for a meeting to proceed.

If a Board Member needs to leave during a meeting the details of Member(s) who left during the meeting and the time they left should be recorded in the meeting Minute.

Should any meeting become inquorate during the meeting, the meeting must stop the moment the meeting fails to be quorate. Any business not yet concluded during a meeting that becomes

inquorate should be continued to the next meeting. If the matter is urgent, reference should be made to the Emergency Section within these Standing Orders.

On occasion it can be difficult to tell if Members are still in attendance at on-line meetings if their camera is switched off or they are having connection issues. Should such a situation arise, the Chair must ask the Member to verbally confirm they are still in attendance; if there is no response, the Member should be noted as having left the meeting.

In terms of good practice any Board Member attending Board, Sub-Committee or other related meetings will be asked to always have their video camera on.

In terms of apologies, Board Members unable to attend a meeting must submit apologies to the Chair, Chief Executive, or a Corporate Services staff member in advance of the meeting starting.

Business at Meetings

Meeting dates can change subject to approval by Board/Sub-Committee Members. Advance notice of meetings will be uploaded to the Board Member Portal. Notice of meetings will include the meeting Agenda, and ideally all supporting papers. All supporting papers will be issued no later than 5 days before the meeting.

Urgent business which has not been notified in advance of the meeting may be considered at the meeting if a majority of those attending the meeting agree to add it to the Agenda under any other competent business.

If advisors are attending meetings, the Chair can ask the Members in attendance to bring forward Agenda items to allow advisors to leave the meeting once discussion on their Agenda item has concluded.

Business conducted under a closed session can take place if the matter being discussed is confidential. Under such circumstances, a separate Minute will be produced for that item. Staff members other than the Chief Executive will leave the meeting during a closed session. There may be occasions when the Chief Executive is also asked to leave.

Chairing Meetings

Where the Chair is not present at the appointed start time of a meeting of the Board, the Vice-Chair will preside over the meeting or, failing them also not being present, the Board Members present will appoint another Member, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.

The Chair will ensure Members and others attending meetings conduct themselves in a courteous and professional manner and show respect for all those attending the meeting.

All speakers must direct their words to the Chair, with all those in attendance remaining quiet. The Chair will ensure that all Members who wish to contribute to the discussion are able to do so and that any discussion is conducted in an orderly and equitable manner.

For online meetings, Members and those in attendance can make use of the chat function and should use the raise your hand facility if the person wishes to speak during the meeting.

Appendix 3 & 4 contains the role description for the Chair and Vice Chair.

Length of Meetings

Meetings will not normally last for more than three hours. If all the business has not been concluded by the maximum three-hour duration for a meeting, if these business matters require a decision to be made, there are three options available:

- a) The Board/Sub-Committee can agree by a majority vote to suspend Standing Orders and continue with the meeting for a further 30 minutes to deal with the items on the Agenda that require a decision.
- b) Urgent decisions can be made, with all decisions made under this urgency procedure homologated at the next Board meeting for noting and recording in the Minutes.
- c) If it is not possible to make some decisions under the procedures a Special Meeting held for that purpose can be called in accordance with the Rules (56.1 to 57).

Any general or for information only business not dealt with at the end of a meeting will be carried forward to the next scheduled meeting.

Staff Attendance at Meetings

The Chief Executive will normally attend all Board and Sub-Committee meetings. The Senior Management Team will normally attend all Board meetings; with the Finance Manager and Director of Corporate Services normally attending meetings of the Audit, Risk & Governance Sub-Committee. Other members of the Senior Management Team will be expected to attend Sub-Committee meetings as and when required.

Staff attending meetings of the Board or Sub-Committees will not be entitled to vote and must observe the Standing Orders in terms of protocol and etiquette.

Staff may be required to leave and/or re-join a meeting of the Board or Sub-Committee if an Agenda item is to be discussed in private. This is unlikely to happen often, and the Chief Executive will normally remain during such discussions. The meeting Minute must note the time of when staff were asked to leave the meeting and/or rejoin it.

The Chief Executive will normally determine appropriate staff attendance and support for any Working Groups or Advisory Panels established by the Board.

The Chief Executive will attend meetings of Hearing/Appeals/Advisory Panels and Working Groups and act as Secretary, unless the matter being dealt with involves them directly in which case the Chair of the meeting will decide and if necessary, engage an alternative Secretary to support the meeting. In such circumstances the Chair may wish to seek independent specialist advice on the matter

Attendance of other Parties

The Board and Sub-Committees may invite external parties, such as advisors and consultants, to attend meetings to discuss specific items of business. Their attendance will normally be confined to the discussion of the specific item under consideration unless the Chair determines otherwise.

Members of the public will not normally be admitted to Board or Sub-Committee meetings.

Potential new Board Members will be invited to observe Board meetings as part of the Board Member recruitment process. Observers may be asked to leave and then rejoin the meeting if the Chair deems some business items as too sensitive or confidential for an observer to observe

Voting

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.

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.

Votes cannot be taken on recommendations or proposals which will knowingly conflict with any of the provisions of our Rules, regulatory compliance or the law.

Where a vote has taken place and the Members present are equally divided, the Chair will have a second or casting vote (Rule 30).

A Member may request that their dissent from a decision is recorded in the Minutes of the meeting. Members can also abstain from deciding and have this noted in the minute. Any Member making such a request must not actively dissociate themselves from or criticise the Board or Sub-Committee's decision.

A vote to suspend Standing Orders must be supported by a majority of those present and will apply only to the meeting at which the vote is taken.

Minutes

Draft 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. Only Members who were present for the full duration of the meeting can propose and second the Minutes.

Normally within 7 days of approval the Chief Executive will ensure the Board Minutes are uploaded to the Association's website, with any redactions made to ensure compliance with data protection and to exclude details of any private and confidential matters. Sub-Committee Minutes will not be uploaded.

The Secretary has responsibility for ensuring the preparation and circulation of draft Minutes for the meeting will be issued to Members with the Agenda and meeting pack for the next meeting. In practice, the preparation and circulation of draft Minutes is normally delegated to a member of staff from Corporate Services.

Sub-Committee meeting Minutes will not be made available to the public as standard practice. Members of the public can however make a request through Freedom of Information, and each request will be dealt with in accordance with agreed policy and procedures.

Adjournment

The Board and Sub-Committee meetings can be adjourned if a motion to adjourn is proposed and seconded by 2 Board Members present at the meeting. When an adjourned meeting is resumed, proceedings will start at the point at which the meeting was adjourned. The time of a reconvened meeting may be agreed as part of the adjournment motion, failing which it shall be decided by the Secretary.

Execution of Documents

Deeds and documents will be executed in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995. The use of a common seal is not required (Rule 63). The seal must only be used if the Borad decides this. When the seal is used, the deed or document must be signed by the Secretary, or a Member of the Board or any other person duly authorised to sign on the Association's behalf. The use of the seal should be recorded in the seal register.

Urgent or Emergency Decisions

Nothing in these Standing Orders will prevent the effective implementation of approved emergency procedures that will apply in the event of a disaster or emergency arising such as a pandemic, danger to life and property. Reference should be made to the Association's Business Continuity and Disaster Recovery Plan for the procedure that should be followed in such circumstances.

Where urgent or emergency decisions are required to be made and it is not practical to hold a meeting of the Board, the Chairperson (or in their absence, the Vice-Chair) and Chief Executive (or in their absence, Senior Management Team members) will take all necessary decisions to fulfil the Association's responsibilities to tenants, service users and other customers. All such decisions and actions must be reported to the Board at the earliest opportunity for homologation (e.g. retrospective approval).

The Board can delegate its powers to Sub-Committees, Office Bearers or staff (see Rule 58.1). Any such delegation must be set out in writing within these Standing Orders and the Scheme of Delegated Authority, or within other appropriate documentation such as Remits:

- Details of delegation to Audit Risk & Governance Sub-Committee is set out in Appendix 6, details of delegation to Office Bearers are set out in Appendix 7 and the Scheme of Delegated Authority Appendix 8.
- Details of delegation to the Senior Management Team and staff are set out in the Scheme of Delegation Appendix 8.

Financial management arrangements, and the respective responsibilities and authority of the Board, Leadership Team and staff, are separately set out in the Association's Financial regulations. Arrangements for the authorisation and payment of invoices and other expenditure requests are included in the Association's Financial Procedures.

The Board is responsible for all of the affairs of Lochaber Housing Association and for all activities carried out on its behalf. It is recognised that the effective operation of the Association's business depends on appropriate action being taken when required and in accordance with agreed strategies, plans and policies.

DATA PROTECTION

The Association will treat members personal data in line with our obligations under the current data protection regulations and our own data protection policy. Information regarding how your data will be used and the basis for processing your data is provided in the LHA Group's Member & Board member privacy notice.

EQUALITY AND HUMAN RIGHTS

We are committed to promoting an environment of respect, understanding, encouraging diversity and eliminating discrimination by providing equality of opportunity for all. This is reflected in our Equality and Human Rights Policy.