

Standing Orders

1. Introduction

- 1.1. The aim of these Standing Orders is to provide an easy reference for Housing Association Members, Board Members and staff.
- 1.2. The Standing Orders amplify the Association's Rules, but do nothing to reduce their force. If there is a conflict between the Standing Orders and the Rules, the Rules take precedence. Nothing in these Standing Orders shall allow the Board, any Sub-Committee or member of staff to act in contravention of the Rules of the Association or any statutory obligations upon the Association.
- 1.3. While it is not possible to provide guidance to deal with every contingency, the Standing Orders provide a framework within which decisions can be taken.
- 1.4. In these Standing Orders the following words and expressions shall have the following meanings:
 - "Board" means the Board of Management of the Association
 - "Board Members" means those Members elected to serve on the Board at an Annual General Meeting, Members who have filled a casual vacancy and persons co-opted on to the Board.

2. Objects

- 2.1. The objectives of the Association (Rule 2) and its authority to establish Committees and Sub-Committees (Rule 58) are contained in the Rules of Abertay Housing Association Limited (a registered non-profit making organisation under the Co-operative and Community Benefit Societies Act 2014, Register No. 2517R(S)).

3. Structure of the Board

- 3.1. The composition of the Board shall be not more than 15 members inclusive of co-opted members (Rule 37) and those filling casual vacancies. The Board may co-opt up to a maximum of 5 persons since no more than a third of the Board may be co-opted members (Rule 42).
- 3.2. The Board may fill casual vacancies as the need arises, and in accordance with the Rules, but in no instance can the number of Board Members inclusive of casual vacancies exceed 15 (Rule 41).
- 3.3. The Board will elect its office bearers (Chair, Vice-Chair, Secretary and, if elected, Treasurer) at its first meeting after each Annual General Meeting (AGM) (Rule 59).
- 3.4. Where a Board Member changes their "constituency" status (e.g. by moving to a house which is not owned by the Association if a tenant, or selling their house if an owner), they shall be obliged to resign from the Board immediately the transaction takes place, thus allowing the Board to replace their representation. The Board may then, at its discretion, co-opt the said member back onto the Board provided that this does not exceed the permitted number of co-optees.

4. Responsibilities of the Board

- 4.1. The Board is responsible for ensuring that they provide good quality properties at rent levels affordable to the communities in which they are involved.

- 4.2. The Board is directly responsible for the management of the Association's affairs. In the main it does this through the Chief Executive and staff.
- 4.3. The Board shall oversee, control and direct the duties and actions of the Chair, Secretary, Treasurer (if elected), and any other officers of the Association to ensure that these duties are undertaken in accordance with the Rules and aims of the Association.
- 4.4. The Board is responsible for the promotion and encouragement of Share Membership and shall consider applications for membership of the Association in accordance with the Rules and policies of the Association (Rule 7).
- 4.5. The Board shall ensure that the Association's borrowings are undertaken in accordance with the Rules (Rule 18).
- 4.6. The Board may affiliate to the Scottish Federation of Housing Associations and to any other organisations having objects similar to those of the Association.
- 4.7. The Board shall ensure that the AGM (Rule 21) and any General Meeting of the Association (Rule 22) are called and conducted in accordance with the Rules.
- 4.8. The Board shall operate and maintain a Code of Conduct for Board Members and for Employees, which ensures that all conduct is in accordance with the Rules, legislation governing the Association and the aims and policies of the Association.
- 4.9. The Board may delegate any of its powers to permanent or ad hoc Sub-Committees or working parties consisting of Board Members and other persons, including staff, as it thinks fit (Rule 58). The Board shall ensure that such Sub-Committees, office bearers and staff act in accordance with the Terms of Reference of the Sub-Committee.
- 4.10. The Board has ultimate responsibility for the appointment and removal of staff and for fulfilling the employer function. The Board may affiliate to Employers in Voluntary Housing or such other body having objects, in respect of responsibilities as an employer, similar to the objects of the Association.
- 4.11. The Board will be involved in approving the job description and salary range of all new posts and be involved in the appointment of Senior Management.
- 4.12. The Board is responsible for ensuring the recommendations or directions made by the Scottish Housing Regulator (SHR) are implemented.
- 4.13. The Board may recommend amendments to the Rules of the Association for approval by a General Meeting of the Association, and by the Office of the Scottish Charity Regulator (OSCR) prior to the General Meeting if there is a change in the objects. The revised Rules must be supplied to OSCR, the SHR and the Financial Conduct Authority.
- 4.14. The Board may appoint any of its members or any employee to act as signatories or mandatories on its behalf for clearly specified functions.
- 4.15. The Board will determine and review the Association's policies as part of its regular policy review.
- 4.16. The Board is responsible for ensuring the setting of the annual targets for the Association in its

Internal Management Plan.

- 4.17 The Board is responsible for risk management within the Association. It will receive quarterly reports on risk management. This will include reviewing the Risk Assurance Register and Risk Management Tables, for the purposes of ensuring that the control procedures are adequate and the monitoring process has been properly conducted.
- 4.18 The Board is responsible for approving the Annual Health and Safety Policy Statement and ensuring that the Policy Statement is reviewed annually, and updated where necessary.
- 4.19 The Board is responsible for ensuring that the Association adopts a caring and sensitive approach in its management policies and practices and shall ensure that this is being carried out as part of the policy review and through staff appraisals.

5 The Board

- 5.1 The Board will comprise 15 members elected by the membership of the Association (including any persons filling casual vacancies plus any members co-opted by the Board (Rule 37).
- 5.2 All members of the Board, including co-opted members, will have equal voting rights with the exception of the Chair who will also hold a casting vote for use as required. Co-opted members may vote on all matters excepting those directly affecting membership of the Association or the election of its officers.
- 5.3 Meetings of the full Board of the Association, shall in the main be held quarterly on the last Wednesday of the month, the meeting commencing at 5:00p.m. and ending no later than 7.30p.m. The normal days and start times of meetings may be changed as the Board decide. Any additional meetings may be arranged as agreed by the Board.
- 5.4 *Conduct of Board Meetings*
 - 5.4.1 The Secretary or the Chief Executive shall give notice to members of all ordinary meetings of the Board and shall specify the matters to be considered at the meeting by annexing to the notices a properly prepared Agenda (Rule 50).
 - 5.4.2 Seven days' notice of the date, place and Agenda for all meetings shall be given in writing by the Secretary or delegated Officer to all Board Members (Rule 50).
 - 5.4.3 The Board shall not at any meeting consider any Minutes or papers which have not been in the hands of Board Members for at least 24 hours before the meeting unless with the consent of not less than two thirds of the members present.
- 5.5 *Chair of the Meeting*
 - 5.5.1 If the Chair is not present at the start of the meeting, the Chair will be taken by the Association's Vice-Chair. If they are also absent, then a Member elected from the Members present will preside for the meeting. (Rule 59)
- 5.6 *Business to be discussed*
 - 5.6.1 The order of business may be varied so as to give precedence to business of special urgency, at the discretion of the Chair.

5.7 The general order of business shall be as follows:

- a) Apologies
- b) Declarations of Conflicting Interests
- c) Updates from Sub Committees
- d) Adoption of Minutes
- e) Matters Arising from the Minutes
- f) Business Carried Over from Last Meeting (if any)
- g) Discussion and ratification of any decisions taken under Chair's Action (if any)
- h) Remainder of Agenda
- i) Use of the Seal (the seal may only be used if authorised at a Board Meeting)

5.8 Apologies

5.8.1 Board Members where possible should submit their apologies for non-attendance at the Board Meeting prior to the Meeting.

5.9 *Minutes*

5.9.1 The Minutes of the Board shall be printed under the direction of the Secretary or the Chief Executive.

5.9.2 At all Board Meetings the Minutes of the previous Board Meeting shall be submitted (Rule 62).

5.9.3 The Minutes shall be held as a correct record of what transpired at such meetings, subject to any amendments approved by the Board (Rule 62).

5.9.4 The minutes shall be proposed and seconded by Board Members who were present at the appropriate Meeting.

5.9.5 No longer than fifteen minutes will be spent on the approval of the previous minutes.

5.9.6 Once approved, all Board Minutes will be signed by the Association's Chair as being approved. Thereafter, the Minutes will be entered into the Minute Book (Rule 62).

5.9.7 In the event that a quorum is not present, the Minutes will be noted and deferred to the next available meeting.

5.10 *Quorum*

5.10.1 A quorum shall be four Members attending in person or virtually (excluding co-optees) for an ordinary meeting (Rule 48). If at the time of the meeting a quorum is not in attendance, a period of fifteen minutes should be allowed for late arrivals. If, after fifteen minutes, a quorum is not present, the meeting will stand adjourned. If at any time during a meeting it is found that a quorum is not present, the proceedings shall be adjourned.

5.11 Motions and Amendments

5.11.1 Motions may be moved by any Board member: A motion shall fail unless it can find a seconder.

5.11.2 Motions for any amendments, which are not seconded, shall not be discussed or put to the meeting or printed in the Minutes.

5.11.3 After a Motion has been made and seconded, any member wishing to move an amendment, may do so by stating its terms to the meeting.

- 5.11.4 No motion, after it has been made or intimated, shall be withdrawn except by leave of the Seconder.
- 5.11.5 In the absence of the Member who has given written notice of a motion, the meeting may dispose of the same or postpone it, as they think fit.
- 5.11.6 When a motion and / or a number of amendments are raised at the meeting, the Chair shall put the last moved amendment against the preceding one and then put the amendment receiving the greater number of votes against the next preceding Amendment until disposed of. The Chair shall put the remaining amendment against the original motion, the amendment being called first and voted upon, the motion called thereafter and voted upon.

5.12 Order of Speaking

- 5.12.1 Any member of the Board wishing to speak at any Meeting shall only do so when allowed by the Chair. They shall address the Chair confining their remarks to the matter before the meeting, i.e. by proposing, seconding or supporting a motion or any relative amendment, or to a point of order to ask a question.
- 5.12.2 The foregoing does not exclude debate or discussion when appropriate.

5.13 Powers and duties of the Chair

- 5.13.1 The Chair is elected in accordance with Rule 59.5 of the Association. Their role is set out in Rule 59.6, and in the Role Description for the Chair
- 5.13.2 The Chair may alter the order of business of the meeting at any stage.
- 5.13.3 The decision of the Chair on all matters within their competency shall be final, and shall not be open to question or discussion.
- 5.13.4 Deference shall at all times be paid to the authority of the Chair.
- 5.13.5 The Chair shall be delegated to deal with urgent matters between meetings as stated in the Delegated Authorities under Chair's Action.

5.14 Role and duties of Vice-Chair

- 5.14.1 The Vice-Chair will deputise for and liaise with the Chair as required. The role of the Vice-Chair is set out in the Role Description for the Vice-Chair.

5.15 Role and duties of the Secretary

- 5.15.1 The role of the Secretary is set out in Rule 59.3 and the Role of the Secretary.
- 5.15.2 The Secretary is responsible for ensuring, together with the Board, that Board Members and staff act in accordance with and within the Association's Rules.
- 5.15.3 The Secretary has overall responsibility for convening all meetings, including AGMs, producing minutes, keeping the list of shareholders, and keeping and using the seal of the Association. However on a day to day basis some these duties will be delegated to the Chief Executive or the Corporate Services Officer.
- 5.15.4 The Secretary will be responsible for signing such documents that are not otherwise delegated.

5.16 *Role and duties of the Treasurer*

5.16.1 The Treasurer (or designated delegate) is responsible for the monitoring, authorisation and payment of Board Member expenses

5.16.2 The Board may decide not to appoint a Treasurer, in which case these responsibilities will rest with the Chair.

5.17 *Dissenting Member*

5.17.1 After a Board decision has been taken and recorded any Member who dissents with any decision of the Board may ask to have their dissent recorded in the Minute.

5.18 *Invitation to Speak*

5.18.1 Any Member wishing to speak must first raise their hand and await the invitation of the Chair.

5.19 *Voting*

5.19.1 A vote may be taken by calling the roll of those present, by ballot or by a show of hands, as may be decided by the majority of the Members present and voting. Prior to a vote, the Chair will ask those present to decide on method of voting to be used.

5.20 *Suspension of Standing Orders*

5.20.1 Any of the Standing Orders, upon a Motion being made at any time during a Meeting, may be suspended in regard to any business at such a meeting, provided that the said motion shall be held to be carried by a two thirds majority of the Members present and voting.

5.21 *Changes in Policy*

5.21.1 Any policy decisions taken at a Board Meeting will be regarded as the policy of the Board and will not be amended within a period of three months without a Suspension of Standing Orders.

5.22 *Procedures after an Annual General Meeting*

5.22.1 A Board Meeting shall take place not later than 28 working days after the Annual General Meeting, the date to be fixed by the Secretary of the outgoing Board (Rule 59.5).

5.22.2 This meeting shall be presided over by the Chair of the outgoing Board or Secretary. If neither is present, then the procedure as Standing Order 5.5 should be implemented.

5.22.3 The order of business for first the meeting shall be:

- a) Election of Chair
- b) Election of Vice Chair
- c) Election of Secretary
- d) Election of Treasurer (if required)
- e) Election of Sub-Committee Members
- f) Date of Board Meetings

5.23 *Co-options*

5.23.1 Co-opted members shall not hold any office bearer's position within the Association with the exception of the Secretary who does not require to be a Board Member.

6 *Risk Management*

6.1 The risks associated with the Standing Orders are incorporated within the Association's Risk Management Framework.

7 Equal Opportunities

- 7.1 The protected characteristics enshrined in the Equality Act 2010 are respected when ensuring compliance with the Association's Standing Orders.

8 Policy Monitoring and Review

- 8.1 The Standing Orders will be monitored by the Secretary and reviewed every three years or as and when deemed necessary.