

FORTH HOUSING ASSOCIATION LIMITED

STANDING ORDERS

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FORTH HOUSING ASSOCIATION LIMITED

STANDING ORDERS

1.0 General

Nothing in these Standing Orders shall allow or be taken to allow the Committee, any Committee Member, Member of Staff or Agents to act in contravention of the Rules of the Association, or any statutory obligations upon the Association.

It is the duty of all Members and Staff to identify when these Standing Orders apply, bringing them to the attention of those present at any meeting.

2.0 Meetings and proceedings of the committee

2.1 Days and Times of Meetings

- a** Ordinary meetings of the Committee shall be held monthly on the last Monday of the month, except where an alternative day is agreed in advance.
- b** Meetings shall commence at 7.00pm, shall run for two hours and can only last longer with the consent of not less than two thirds of the Members present at any meeting.
- c** Other meetings of the Committee may be called as required in accordance with the Rules of the Association.

2.2 Notices and Agendas of Meetings

- a** Seven days' notice of the date, place and Agenda for all meetings shall be given in writing to all Committee Members by, or on behalf of, the Secretary.
- b** All items for consideration and decision should be in writing and issued with the Agenda. Items may be tabled or reported verbally only with the consent of not less than two-thirds of the Members present at any meeting.

2.3 Attendance at meetings

- a** Four elected and/or casual Committee Members must be in attendance for a meeting to proceed.
- b** Management Committee Meetings will normally be attended by the Director and any other members of staff whose presence may be required as a result of business being considered.

2.4 Powers and Duties of the Chairperson

- a** The Chairperson shall be elected in accordance with the Rules of the Association at the first full Committee Meeting after the Annual General Meeting. The election of the Chairperson shall be overseen by the Association's Director, who will ask for nominations. Where multiple nominations are received an election will be by secret ballot.
- b** Only committee members who have served on the committee for the previous 12 months shall be eligible for election as Chairperson.
- c** Among the responsibilities of the Chairperson are that: -
 - i. the Committee works effectively with the senior staff;
 - ii. an overview of business of the Association is maintained;
 - iii. the Agenda for each meeting is set;
 - iv. meetings are conducted effectively;
 - v. minutes are approved and decisions and actions arising from meetings are implemented;
 - vi. the standing orders, code of conduct for Committee Members and other relevant policies and procedures affecting the governance of the Association are complied with;
 - vii. where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings;
 - viii. the Committee monitors the use of delegated powers;
 - ix. the Committee receives professional advice when it is needed;
 - x. the Association is represented at external events appropriately;

- xi. appraisal of the performance of Committee Members is undertaken, and that the senior staff officer's appraisal is carried out in accordance with the agreed policies and procedures of the Association; and
 - xii. the training requirements of Committee Members, and the recruitment and induction of new Committee Members is undertaken.
- d The Chairperson may, at their discretion, alter the order of business for the meeting at any stage.
 - e The decision of the Chairperson on all matters within their competency shall be final and shall not be open to question or discussion.

2.5 Powers and duties of other Office-bearers

- a The Association shall elect the following other Office-bearers, in addition to the Chairperson:
 - Vice-Chairperson
 - Secretary
 - Treasurer
- b Only committee members who have served on the committee for the previous twelve months shall be eligible for election as an office bearer.
- c Their election shall take place at the first full Committee Meeting after the Annual General Meeting and shall be overseen by the Chairperson, who will ask for nominations. Where multiple nominations are received an election will be by secret ballot.
- d It shall be the duty of the Vice-chairperson to:
 - i deputise for the Chairperson as required due to absence, sickness or similar situation.
- e It shall be the duty of the Secretary, in collaboration with the Director, to
 - i. calling and going to all meetings of the Association and all the Committee Meetings;
 - ii. keeping the minutes for all meetings of the Association and Committee;
 - iii. sending out letters, notices calling meetings and relevant documents to Members before a meeting;

- iv. preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;
 - v. ensuring compliance with these Rules;
 - vi. keeping the Register of Members and other registers required under these Rules; and
 - vii. supervision of the Association's seal.
- f** It shall be the duty of the Treasurer to:
- i ensure that staff adhere to Financial Regulations and provide proper management accounts to Management Committee on a regular basis.

2.6 Duties of Committee Members

- a** All Committee Members are expected to prepare adequately for meetings, reading the circulated papers in advance and seeking clarification on specific issues as necessary.
- b** All Committee Members are bound to pay due deference to the authority of the Chairperson at all times.
- c** All Committee Members must respect that the decision of the Chairperson at all times shall be final and not open to question or discussion.
- d** Any Committee Member desiring to speak at any meeting of the Committee shall do so when allowed by the Chairperson and direct their speech to:
 - i the matter before the meeting, including proposing, seconding or supporting a motion or any relevant amendment;
 - ii a point of order; or
 - iii asking a question.
- e** All Committee Members are expected to participate in and cooperate fully with the annual appraisal process as outlined in the Committee Member Training Policy.
- f** Committee members must behave appropriately at all times, including being considerate of other Committee Members, Staff and any other people present. Defamatory comments and/or threatening behaviour will not be acceptable.

2.7 Motions

- a** A motion for the approval of a Minute of a Committee Meeting, any part of such Minute or competent proposal shall be considered as an original motion. Any motion involving alteration or rejection of such Minute, any part of such Minute or proposal shall be dealt with as an amendment.
- b** Motions and amendments moved but not seconded shall not be put to the meeting nor shall they be recorded in the Minutes.
- c** It shall be competent for any member to ask that their dissent from any motion which has been carried, be recorded in the Minutes.
- d** Unless otherwise directed by the Chairperson, voting will be by a show of hands with the number of votes for and against the motion or amendment recorded in the Minutes.
- e** In any case of an equality of votes, the Chairperson shall have a second or casting vote, in accordance with the Rules.

2.8 Notices of Motions

- a** Except as provided under Standing Order 2.6(d), a Member of the Committee shall not be entitled to propose any motion other than one arising directly from the proper discussion of a subject before the Committee, unless they have given prior notice of such motion.
- b** Every such notice of motion shall be given in writing to the Secretary at least 10 days prior to the meeting at which it is to be considered.
- c** If a member of the Committee who has given notice of a motion is absent from the meeting at which the motion is submitted or does not move the motion when called upon by the Chairperson, then the notice of motion shall fail. If, however, a Committee Member, who has given due and proper notice of a motion is unavoidably absent from the relevant meeting, it shall be competent for them to request another Member of the Committee to move the motion when called upon by the Chairperson, provided a request is handed to the Chairperson in writing prior to the meeting.
- d** Notwithstanding the terms of Standing Order 2.6(a), it shall be competent for a Committee Member, as a matter of urgency, to propose a motion without prior notice but only if supported by not less than two-thirds of those present.

2.9 Alteration or Revocation of Previous Resolutions

- a** No resolution of the Committee shall be altered or revoked within six months of its adoption except with the consent of not less than two-thirds of the Members present.

2.10 Suspension of Standing Orders / Adjournments

- a** A motion to suspend Standing Orders may be proposed and seconded and carried if supported by two-thirds of Members present.
- b** Suspension of Standing Orders shall be for a period of no longer than fifteen minutes at any one time with only two suspensions permissible at any one Meeting.
- c** The Committee may at any of their meetings adjourn proceedings to such date, time and place as they may then arrange, failing which the Chairperson may arrange but which shall not be later than seven days following.
- d** A motion for the adjournment of the meeting may be made at any time and shall have precedence over all other motions and shall be moved, seconded and put to the meeting without discussion.
- e** On resumption of an adjourned meeting, proceedings shall commence at the point at which they were broken off at the adjournment.

2.11 Availability of Minutes and Public Access to Committee Meetings

- a** Approved minutes of Management Committee meetings, excluding personal data, commercially sensitive and confidential sections, shall be published on the Association's website
- b** Tenants, Sharing Owners, Association Members, members of the public and individuals wishing to attend one Management Committee meeting as a 'taster', if they are considering joining the Committee, may ask to attend non-confidential parts of meetings of the Management Committee. They must give the Association written notice and if appropriate should stipulate which matters, they wish to hear being considered. Each request will be considered by the Chair who shall decide whether or not it is appropriate. The Chair's decision in this matter will be final.

3.0 Sub-committees

3.1 Appointment of Standing and Special Sub-committees

- a** The Committee may set up Standing Sub-committees to carry out such functions as may be referred and delegated to them.
- b** The Members of any Standing Sub-committee shall be appointed by the Committee of Management, with the convenor for each Sub-committee appointed by the Members of that Sub-committee at its first meeting.
- c** The Committee may, as they deem necessary at any time, appoint Special Sub-committees to carry out such functions as may be referred and delegated to them.
- d** The current Standing and Special Sub-committees shall be those appended to these Standing Orders, to be reviewed following Annual General Meetings and subject to a review at anytime as appropriate.

3.2 Emergency Business and Decisions

- a** The Director and the Chairperson have authority to take or to instruct any action in respect of matters that must be dealt with in between committee meetings, including emergency situations or matters needing urgent action to preserve the position of the Association and its service users.
- b** All emergency decisions shall be fully reported to the next appropriate meeting of the Management Committee for homologation.

3.3 Meetings and Procedures of Sub-Committee

- a** All applicable Standing Orders relating to the Committee of Management with regard to notice, conduct of meetings, proceedings etc, shall apply to all Sub-committees with a quorum being three except for the emergency Sub-committee, where the quorum will be two.

3.4 Sub groups/working parties

- a** The Committee may, as they deem necessary at any time, appoint Special Sub-groups/working parties to carry out such functions as may be referred and delegated to them.
- b** Membership of such groups may involve Committee Members, Staff Members and any other individuals appointed due to their knowledge and/or experience.
- c** Sub groups/working parties may operate in an informal manner but will give due consideration to the rules and policies of the Association. Any decision making authority will be limited and the management committee will retain overall control.

4.0 Constitutional requirements

4.1 Minutes

- a** Minutes of every Committee Meeting, General Meeting, or Sub-Committee Meeting shall be kept.
- b** Such minutes shall be presented at the next relevant meeting, shall be proposed and seconded by two Committee Members present at the previous meeting, and shall be signed by the Chairperson.
- c** All minutes signed as above shall be treated as conclusive evidence of any fact contained within between the Association and every Member.

4.2 Execution of documents and Seal

- a** The Association shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 and record the execution in the register. The use of a common seal is not required.

- b** The Association may have a seal which must be kept in a secure place within the Office.
- c** The seal must only be used if the Committee decides this. When the seal is used, the deed or document must be signed by the Secretary or a Member of the Committee or another person duly authorised to subscribe the deed or document on the Association's behalf and recorded in the register.

5.0 Miscellaneous

5.1 Register of Committee Members

- a** The Secretary shall maintain a Register of Committee Members in which shall be entered the detail of each Committee Member's principal employment, professional or business activities; of any position of public responsibility held; of membership of public organisations and other Housing Associations or Associations; and any declarations of financial interest in accordance with the Rules.
- b** A Committee Member shall supply such information to the Secretary as soon as possible after being elected to the Committee and shall notify of any change in this information as soon as possible after the change occurs.

5.2 Review

- a** Management Committee will review these standing orders at least every 3 years, and Staff are responsible for ensuring that they meet legal and good practice requirements.

STANDING SUB-COMMITTEES

1.0 Staffing Sub-committee

Membership of the sub-committee will involve the four Office Bearers as follows:

- Chairperson
- Vice Chairperson
- Secretary
- Treasurer

STAFFING SUB-COMMITTEE REMIT.

1.0 Recruitment

The Staffing Sub-committee shall be responsible for short-listing, interviewing and selecting all permanent posts in conjunction with the Director. A minimum of two Office Bearers must be involved at each stage, with the use of independent support as appropriate (e.g. Finance Agent, Auditor, Employers in Voluntary Housing, etc, etc.)

2.0 Disciplinary Procedures

The Staffing Sub-committee shall administer appropriate stages of the Disciplinary Procedure, including dismissal and appeals to final warnings, as detailed in the Employers in Voluntary Housing document *Statement of Terms and Conditions of Employment*.

3.0 Grievance Procedures

The Staffing Sub-committee shall consider all appeals from staff on issues not resolved at Director level (or raised by the Director), in accordance with the procedures laid out in *Statement of Terms and Conditions of Employment*.

STANDING SUB-COMMITTEES

1.0 Audit Sub-Committee

Membership of the Sub-Committee will involve the five committee members which shall include three office bearers:

- Chair
- Secretary
- Treasurer

Audit Sub-Committee remit

Ensure the Association complies with the Code of Audit Practice. In particular the Sub-Committee should ensure the following:

1. The appointment of both external and internal auditors and the review of their appointment at regular intervals. Internal and external auditors cannot deliver both services to the Association.
2. Receive the internal auditors reports and agreeing action to be taken.
3. Review and consider the annual assurance statement.