



# Standing Orders

Approved: May 2017

2020

Review Date: May

## **Contents**

- 1. Purpose**
- 2. Definitions and Interpretation**
- 3. General Implementation**
- 4. The Role and Remit of the Board**
- 5. Office Bearers**
- 6. Board Meetings**
- 7. Sub-committees**
- 8. Working Parties**
- 9. Emergency Arrangements**
- 10. Temporary Suspension**
- 11. Delegation**
- 12. Approval and Review**
- 13. Appendices**

# Elderpark Housing Association Standing Orders

## 1. Purpose

These Standing Orders have been agreed to establish how Elderpark Housing Association (Elderpark) will conduct its affairs and how authority will be delegated to sub-committees and to the Chief Executive. They should be read in conjunction with Elderpark's Rules, the Remits of the Board and sub committees, the Scheme of Delegated Authority and Financial Regulations.

Elderpark is committed to demonstrating good governance and ensure that there is clarity about the roles, responsibilities and authorities that are held by the Board, its committees and the Chief Executive. These Standing Orders make clear that the primary role of the Board is to exercise strategic control and direction and that responsibility for operational implementation and achievement of objectives and targets rests with the Chief Executive and Management Team.

These Standing Orders are, therefore, intended to:

- Supplement the Rules by providing additional details about membership, convening and conduct of meetings

- Describe the responsibilities and level of authority retained by the Board and delegated to committees and staff

- Elderpark's business and the achievement of its aims, objectives and targets

## 2. Definitions and Interpretation

In these Standing Orders, the “**Board**” means the governing body of Elderpark (also referred to as the **Management Committee**), which retains authority for all of Elderpark's activities, actions and affairs.

“Committee” means a sub-committee established in accordance with Rule (58) and these

Standing Orders.

In conducting their business, committees will observe the terms of these standing orders and, for this purpose, references to the Board shall be interpreted as including committees and references to Chair shall be interpreted as including Committee Chairs.

In the event of a conflict between the application of Elderpark’s Rules and these Standing Orders, the Rules will prevail. Where clarification of the interpretation of these Standing Orders is required, the Chair of the Board’s opinion will prevail.

### **3. General Implementation**

The Board delegates operational powers to the Chief Executive who may take whatever action he/she considers necessary to ensure the efficient and effective management of Elderpark’s affairs, without further reference to the Board or any of Elderpark’s committees. All actions must be in accordance with Elderpark’s Standing Orders, Financial Regulations and Scheme of Delegation.

The Chief Executive may delegate to members of the Management Team, in accordance with approved job descriptions. Appendix (8) sets out the role of the Chief Executive.

Nothing in these Standing Orders shall operate to impede the effective implementation of

Elderpark’s business continuity/disaster recovery arrangements.

### **4. The Role and Remit of the Board**

The Governing Body of Elderpark is the Board. The Board has legal duties in accordance with the terms of Elderpark’s Rules, the Co-operative and Community Benefit Societies Act 2014, the Housing (Scotland) Act 2001 and the Charity Trustee and Investment Act (Scotland) (2005).

The remit of the Board is contained at Appendix (1) to these Standing Orders

and can be altered only with the approval of the Board.

Members of the Board are elected in accordance with Elderpark's Rules agreed in September

2014 (Rules 6 - 12.4). The Board will have at least seven and not more than 15 members. All Board members must act in the best interests of Elderpark, uphold the terms of Elderpark's Code of Conduct and demonstrate Elderpark's corporate values in their behaviour and attitude at all times.

The Board will meet at least (six) times each year. Meetings will normally be held in Elderpark's registered office, but may take place in any manner which enables members to hear and contribute to the proceedings, including tele- and video-conferencing.

The Board will approve a Code of Conduct (Appendix 2), Code of Conduct for Staff (Appendix

2a), Statement of Values (Appendix 3) and Equal Opportunities Statement (Appendix 4)

which all Board members must observe and uphold.

## **5. Office Bearers**

At its first meeting after the AGM, the Board will elect a Chair and (office-bearers) from its members in accordance with Rules 60.1-60.10. The responsibilities of the Chair (and other office bearers) are described in the Board Members' Handbook which Elderpark has prepared and which is approved by the Board.

The Chair and other office bearers will not normally hold office for a period of more than five consecutive years (Rule 60.10). The Chair may not also be the Chair of any of any sub- committee(s). A co-opted member of the Board may not be elected or appointed as an office bearer.

The operational duties of the Secretary, in terms of Rule 60.3 will be delegated to the Chief

Executive.

## **6. Board Meetings**

### **(a) Conduct**

The Board of Elderpark will meet at least six times per year. The Chair will preside at all meetings of the Board or, in his/her absence, the Vice-Chair. If neither the Chair nor Vice- Chair are present at a meeting of the Board, members shall appoint one of their number

(who may not be a co-opted member) to act as Chair of the meeting. All questions of order shall be decided by the Chair of the meeting.

The quorum for a meeting of the Board is **four** elected members.

An annual calendar of Board and Committee meetings will be considered and approved by the Board at the first meeting after the AGM. In scheduling meetings, consideration will be given to the requirement for adequate time to prepare reports and the demands on Board members' time for preparation and attendance.

### **Days and Times of Meetings**

- Meetings will generally be held monthly with the exception of July and December of each year
- No meetings will be held on bank or public holidays
- All meetings will have time bar of two hours from the commencement of the proceedings.
- Other meetings of the Committee may be called in accordance with Rule 56 of the Association's rules

The Chief Executive and Management Team will normally attend Board meetings and contribute to the debate and discussion as advisors, but will not take part in decisions. The Chief Executive may invite other staff to attend Board meetings to present papers and contribute to discussion. Staff may be asked to withdraw from any part of the meeting, although this is likely to be rare and the Chief Executive will normally be invited to remain.

The Board may invite consultants and professional or special advisors to attend to contribute to specific items at a meeting, but not to take part in decision making.

Board meetings will normally last for not more than 2 hours, unless a two thirds majority of Board members in attendance agree at the end of that time. A meeting shall be automatically adjourned after 3 hours and will resume at a date and time agreed by those in attendance. Only the outstanding business identified on the original agenda shall be conducted at any re-convened meeting.

The Chair will determine all questions of order, including the order of debate and the conduct of votes.



All Board members will observe and uphold the confidentiality of discussions at meetings.

### **(b) Declarations of Interest**

Each Board member and officer has a duty to declare any personal or financial interest, direct or indirect, in any matter under discussion at a meeting that they attend. All agendas will identify declarations of interest as a standing item and all declarations of interest should be made at the start of the meeting and be recorded in the minutes. No one shall take part in any discussion, decision or vote about a matter in which they have an interest and shall normally withdraw from the meeting whilst the matter is under consideration. The minute will record that the member or officer withdrew and/or that they took no part in the consideration of the matter.

Each Board member is required to make an annual declaration of interests in the Register maintained by Elderpark and to keep their entry up to date throughout the year.

### **(c) Resolutions and Voting**

Decisions will normally be reached by agreement and consensus. Where the Chair decides that a vote is required, that will normally be by a show of hands. A simple majority of those present and voting will be sufficient to determine any matter, except in the case of a motion to suspend standing orders, in which case a two thirds majority of those present and voting will be required.

If a secret ballot is requested by a third or more of the Board members present, the Secretary (or principal advisor, usually the Chief Executive, Depute Chief Executive or a Manager) will be responsible for the issue, return and counting of the votes cast.

All resolutions must be formally proposed and seconded and will normally be put to a vote by a show of hands. Where an amendment to a resolution is proposed and seconded, it should be voted on first and the original resolution considered after the amendment has been determined, normally by a show of hands.

The Chair may rule that a resolution is out of order or incompetent where it does not relate to a matter under consideration at the meeting. Board members wishing to ensure that a matter is considered should notify the secretary or principal advisor of the resolution in writing not less than seven days before the meeting at which it is to be considered.

Resolutions which are not seconded will not normally be put to the vote and will fall.

Each member has one vote, except for the Chair, who has a second and casting vote in the event of a tie.

Where a member wishes to abstain from voting, the number of abstentions will be recorded in the minutes.

#### **(d) Decisions**

All decisions made in accordance with these standing orders will be binding and Board members will be bound by the principle of collective corporate responsibility. Any member who wishes to record his/her dissent from a decision may require this to be recorded in the minutes but will subsequently be bound by the principle of collective corporate responsibility. This should be an exceptional occurrence.

The Board will not normally reconsider any item within a period of six months of a decision being reached or resolution carried, unless, in the opinion of the Chair, substantial new information is made available or a material change in circumstances occurs.

#### **(e) Agendas and Papers**

The agenda and papers for Board meetings will be issued seven days in advance of the meeting. All matters of business to be included in the agenda must be notified to the Secretary or principal advisor not later than 5pm at least two working days before the date on which papers are to be issued. Agendas will normally be prepared by the officer acting as principal advisor (Chief Executive), in consultation with the Chair.

Papers may be issued electronically or on paper, according to the preference of individual

Board members. Papers will be provided in alternative formats where required.

The business at meetings will normally follow the order of the agenda, but the Chair may vary the order at any time. The Board may agree to consider items that have not been included on the agenda provided that a written paper is available for consideration and it would not be in Elderpark's interest for the matter to be deferred. Any such matter must be notified to the Chair by the principal advisor in advance of the start of the meeting and the Chair shall decide whether or not the Board should be asked to consider the matter.

Where a Board member has requested an item be included on the agenda but s/he is not present at the relevant meeting, consideration of the item will be deferred until the next meeting and, if the Board member is still absent, the item will be dropped, unless a majority of those present and entitled to vote agree that the matter should be considered.

It is the duty of Elderpark's Chief Executive to ensure that the Board and its committees are properly informed to be able to carry out their responsibilities effectively. All agenda items will be the subject of written reports which will contain the necessary background information and adequate detail to enable Board members to make informed decisions. All Board papers will identify sources of additional relevant information, as well as the author, who will be available to Board members in advance of the meeting to offer additional clarification where required.

All papers shall be prepared in a format that will identify the purpose of the report, strategic Business Plan objective(s) to which the matter relates and will include a risk assessment, financial and / or performance appraisal, together with a description of the recommended options, the decision(s) required and recommendations made. Reports will be concise and written in a clear style that avoids the use of unnecessary jargon.

The Chief Executive will ensure that all appropriate specialist and professional advice is obtained and made available to members of the Board to aid their consideration of reports.

In accordance with the Scheme of Delegation, staff are responsible for ensuring that Elderpark's strategic direction and operational objectives are achieved in

accordance with the Board's decisions and expectations. The Chief Executive has a duty to ensure that all necessary reports (both routine and exceptional) are presented to the Board timeously and to provide the Board with sufficient information to monitor performance and identify areas

of concern. The Management Team will review all performance information in advance of it being issued to the Board to ensure that it is comprehensive, accurate and informative.

All reports will be kept for a period of six years, in electronic format, from the date of the meeting at which they were discussed.

#### **(f) Minutes**

The Chief Executive is responsible for ensuring that an accurate record of each meeting is produced. Draft minutes should be distributed as a draft record to all members with the papers for the next meeting. The record will be submitted for approval to the next meeting and, once agreed, shall be signed by the Chair and retained as the official record of that meeting. Items which are regarded as confidential will be recorded separately.

Minutes of meetings will be retained for a period of six years, in electronic format, from the date on which they were approved.

## **7. Sub-committees**

To assist it to carry out its responsibilities effectively, the Board has established sub- committees, in accordance with Rule 59, as follows:

1. Audit
2. Staffing

The Sub Committee remits are contained at Appendix (5) to these Standing Orders. These remits can be amended only with the approval of the Board. In all their activities, the Committee must observe strictly the terms of its remit and these Standing Orders. At any time, the Board may reconsider any matter included in a reference to a committee, may alter, retract or recall any reference to a committee or any powers delegated to it. The Chair of the meeting shall decide any matter of dispute arising at a meeting of the Board regarding the reference of any matter to a committee.

At its first meeting after the AGM, the Board will appoint members to the Sub Committees.

In appointing members to committees, the Board will be informed by the results of the most recent appraisals and skills audits to ensure that the skills and experiences of Board

members are applied effectively and that members' development priorities are addressed.

Members will be appointed to serve on committees for one year or until the next AGM, whichever is the sooner.

Committees will elect a Chair and Vice-Chair at the first meeting following the AGM, each of whom must be an elected Board member.

Board members should not serve as the Chair of more than one committee at the same time.

Members will not normally serve on more than two committees and working groups at the same time.

At least one member of the Committee should have previous experience and expertise of the matters covered by the Committee's remit and all new members should be willing to carry out a course of relevant training.

A co-opted member of the Board cannot be elected or appointed as an office-bearer. Committee Chairs and Convenors of Working Groups are responsible for bringing to the attention of the Board any matter which requires Board consideration and/or approval or any matter that falls beyond the remit of the committee. Minutes of sub-committee meetings will be presented to the next meeting of the Board for information. Any matter which requires consideration by the Board will be the subject of a separate written report. In addition, each sub-committee will make an annual report of its activities to the Board.

Board members may, with the approval of the Chair or Convenor, attend a committee or working group meeting to contribute to discussion of a specific item, where it is considered to be beneficial for them to do so.

The arrangements for sub-committee meetings shall be the same as those for meetings of the Board, subject to the following:

A Member of Management Team will attend all sub-committee meetings, as principal advisor. The Chief Executive may attend as necessary.

The Audit Committee may meet with the internal and external auditors in the absence of staff.

The quorum for meetings of the Committees is **three** elected Board members. Minutes of all sub-committee meetings will be presented to the next available Board meeting for information.

## **8. Working Parties**

The Board may, from time to time, establish working groups or panels to advise it on specific matters. Membership of such working groups or panels shall be drawn from Elderpark's Board and staff. The Board may appoint up to four people who are not members of Elderpark's Board or staff to any working party in order to access specialist advice and expertise.

The role of working parties is to provide advice and guidance to the Board. The Board will not normally delegate responsibility to act, or take decisions, on its behalf. Working Parties will elect their own convenors who will be a member of Elderpark's Board.

In establishing a working party, the Board will record the membership, remit, expected outcome(s) and timescale for completion. A working party should not normally be in existence for longer than twelve months. In the event of a longer period being required to complete its deliberations the remit of a working party may be extended by the Board, following a review of the initial remit at the end of twelve months and at intervals of six months until completion.



## **9. Emergency Arrangements**

Where urgent decisions that have policy or other significant implications become necessary at times when it is impractical to call a meeting of the Board, a written paper must be prepared with the authority of the Chief Executive (or in his/her absence the Deputy Chief Executive. If both are absent then the managers will be delegated this responsibility) and presented to the Chair. The paper must set out the nature of the matter and its significance, together with the options available, the decisions required and their implications. The Chair (or, in his/her absence, the Vice-Chair) must consult with as many of the office bearers as possible. The approval of the office bearers should be obtained before action is taken. Any such actions must be reported to the next Board meeting, to which a copy of a report should be circulated.

## **10. Temporary Suspension**

These Standing Orders may be suspended, in whole or in part, at any meeting of the Board as long as two thirds of the members present and entitled to vote agree. Any such suspension shall apply only to the proceedings of the meeting at which the decision was taken. Committees shall not suspend Standing Orders. The Financial Standing Orders may not be suspended.

## **11. Delegation**

The Board has agreed a Scheme of Delegation that forms Appendix (6) to these Standing Orders. The Board has also agreed Financial Regulations for the effective operation and control of Elderpark's financial activities. The Financial Regulations are Appendix (7) to these Standing Orders. The remits of the Board and Committees and the Scheme of Delegation identify that the primary functions of Board members are to set Elderpark's strategic objectives and direction, to monitor performance, to ensure compliance and hold the Management Team to account. The roles of the Chief Executive and Management Team are contained at Appendices (8) and (9).

## **12. Approval and Review**

These Standing Orders were approved by the Board in June 2017 and cannot be amended without its approval. They will be reviewed not later than June 2020 or only sooner if required.

## **Appendices**

- 1. Board Remit**
- 2. Code of Conduct**
- 2a. Staff Code of Conduct**
- 3. Statement of Values**
- 4. Equal Opportunities Statement**
- 5. Remit of Audit and Performance Committee**
- 6. Scheme of Delegation**
- 7. Financial Regulations**
- 8. Role of the Chief Executive**
- 9. Role of Management Team**

## **Appendix 1 Board Remit**

The remit for the Board is set out in the Rules under sections 46- 56.

### **Powers of the Committee of Management**

The Committee is responsible for directing the affairs of the Association and its business and may do anything lawful which is necessary or expedient to achieve the objects of the Association. The Committee is not permitted to exercise any powers which are reserved to the Association in general meetings either by these Rules or by statute.

The Committee acts in the name of the Association in everything it does. A third party acting in good faith and without prior notice does not need to check if the powers of the Committee have been restricted, unless they are already aware that such a restriction may exist.

Amongst its most important powers, the Committee can:

- 48.1 buy, sell, build upon, lease or exchange any land and accept responsibility for any related contracts and expenses.
- 48.2 agree the terms of engagement and remuneration of anyone employed in connection with the business of the Association.
- 48.3 grant heritable securities over land owned by the Association and floating charges over all or any part of property and assets both present and in future owned by the Association. This includes accepting responsibility for any related expenses.
- 48.4 decide, monitor and vary the terms and conditions under which property owned by the Association is to be let, managed, used or disposed of.
- 48.5 appoint and remove solicitors, surveyors, consultants, managing agents and employees, as required by the Association's business.
- 48.6 refund any necessary expenses as are wholly necessary incurred by Committee Members and sub-committee members in connection with their duties.
- 48.7 compromise, settle, conduct, enforce or resist either in a Court of Law or by arbitration any suit, debt, liability or claim by or against the Association.

48.8 accept donations in support of the activities of the Association.

