

## Standing Orders

Approved by the Board June 2012

### 1.0 PRELIMINARIES

#### 1.1 Definitions

In these Standing Orders the following words and expressions have the following meanings respectively assigned to them:-

"Board"	means the Board of Management of Cairn Housing 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
"Committee"	means Board members or persons co-opted onto any Committee, the formation of which has been approved by the Board.
"Chairperson"	means the Board member (or members) elected by the other Board members to Chair the Board. The Chairperson shall have a casting vote.
"Vice Chairperson"	means the Board member elected by the other Board members to chair the Board in the absence of the Chairperson.
"Working Group"	means the Board members, staff members or other persons referred by the Board to consider a particular issue or issues and report back within a timescale where relevant.
"Delegated"	means remitted with power to exercise on behalf of the Board the function specified in the remit in the like manner as the Board would have power to exercise that function.

“Referred”	means remitted for consideration and report but without powers to exercise any functions on behalf of the remitting body.
“Secretary”	means the officer appointed by the Board to be Secretary of the Association or other person authorised by the Board to act in his/her absence.
“EG”	means the Executive Group comprising staff members so designated by the Board.

## 1.2 General

Nothing in these Standing Orders will allow or be taken to allow the Board, any Committee, Board member or member of staff, to act in contravention of the Rules of the Association or any statutory obligations upon the Association.

## 1.3 Commencement

These Standing Orders will apply and have effect from 22 June 2012 with such amendments as may be made by the Association from time to time in accordance with Standing Order No. 6.

## 2.0 THE ROLE OF THE BOARD OF MANAGEMENT (BOARD)

2.1 The Board will ensure the policies formulated by the Association are implemented and monitored for performance by: -

- Directing and Controlling the organisation
- Receiving appropriate information and advice
- Taking responsibility for the risks and legal responsibilities arising from its control
- Monitoring and reviewing the organisation’s objectives
- Ensuring there is a balance of skills and diversity on the governing body.
- Ensuring the organisation complies with the law, guidance from the Scottish Housing Regulator and the Housing Investment Division of the Scottish Government, Performance Standards, and other procedures and standards as laid down by regulatory bodies
- Establishing business and financial objectives and measuring performance against them

- Protecting the assets of the organisation
- Carrying out the organisation's duties to tenants and other service users
- Developing, monitoring and reviewing policies
- Approving budgets and managing financial risk
- Non-financial risk assessment and management of risk
- Employing staff
- Overseeing and exercising control over the organisation's work, while delegating authority to Committees as specified in their Terms of Reference. Members of staff detailed below also have delegated authority to act on the Board's behalf but any decisions taken must comply with the Association's Financial Procedures and Schedule of Delegated Financial Authority:

Chief Executive:

- Enforce Repossession Decrees
- Authorise S66 Consents
- Approval to Recruit within existing staff establishment
- Approval to recruit temporary staff for short term cover

Executive Group:

- Approval of all new and revised policies
- Additions or Deletions to Approved Lists of Contractors or Consultants
- Revisions to authorised signatories

## **3.0 MEETINGS AND PROCEEDINGS OF THE BOARD**

### 3.1 Days and Times of Meetings

- The ordinary meetings of the Board will be held at such intervals as the Board feels necessary to conduct the Association's business, but in any event not less than 6 meetings will be held in each calendar year.
- No meetings will be held on Public Holidays observed by the Association.
- Other meetings of the Board may be called in accordance with rules 51 and 52 of the Association.

### 3.2 Notices and Agendas of Meetings

- The Secretary will advise all Board members of all meetings by formal written notice to be received by the Board members a full seven (7) days (including weekends) in advance of meetings.

- Unless with the consent of a majority of the members present no business other than that on the Agenda will be transacted at a meeting of the Board.
- The Board will not at any meeting consider any Minutes which have not been in the hands of the Board members for at least 48 hours before the meeting, without the consent of a majority of the members present.

### 3.3 Election Powers and Duties of Chairperson and Vice Chairperson

In accordance with Rule 55, Cairn Housing Association will elect a Chairperson and Vice Chairperson on an annual basis.

The election of a Chairperson and Vice Chairperson will take place at the first meeting of the Board to be held after the Annual General Meeting.

Nominations should be made in writing by secret ballot and received by the Secretary a full 7 days (including weekends) in advance of the meeting. Nominations will require to be signed by the proposer and seconder, and accompanied by the written consent of the nominee.

Should any Board Member be unable to attend the Board meeting at which the Chairperson and Vice Chairperson will be elected, he/she may, if necessary, authorise the Secretary to vote on their behalf according to their instruction.

- a) It is the duty of the Chairperson (elected in accordance with Rule 55 of the Association) -
  - to preserve order and to ensure that every member of the Board shall have a fair hearing
  - to decide all matters of order, competency and relevancy
  - to ensure that due and sufficient opportunity is given to members of the Board who wish to speak to express their views on the subject under discussion.
- b) The Chairperson may alter the order of business of the meeting at any stage.

- c) The decision of the Chairperson on all matters within his/her competency will be final, and will not be open to question or discussion
- d) The Vice Chairperson shall assume the role and responsibilities of the Chairperson in his/her absence.

### 3.4 Adjournment

- a) The Board may at any of their meetings adjourn the same to such date, time and place as they may then fix, failing which as the Chairperson may thereafter fix
- b) A motion for the adjournment of the meeting may be made at any time and will have precedence over all other motions. It will be moved and seconded without discussion and will forthwith be put to the meeting
- c) When an adjourned meeting is resumed the proceedings will be started at the point at which they were broken off at the adjournment.

### 3.5 Declaration of Interests

The Chairperson will ask members present to declare any notes of interest prior to the start of the meeting. Any member so declaring will then be excused from participating in the discussion of that item and will not be allowed to take part in any vote. Usually the Member involved would be expected to leave the room during the item under discussion. The Chairperson will have the discretion to allow the Member to stay in the room.

### 3.6 Confidentiality

With the exception of any confidential items, all minutes and agendas of meetings will be available to the public. Where necessary, agendas will highlight any items to be taken in private and where business is conducted in confidence; a confidential minute will be taken and distributed separately from the main minute.

### 3.7 Order of Discussion

Any member of the Board desiring to speak at any meeting of the Board will do so when allowed by the Chairperson and direct his/her speech:-

- a) to the matter before the meeting including proposing, seconding or supporting a motion or any amendment relative thereto

- b) to a point of order, or
- c) to ask a question, or
- d) to provide relevant information

### 3.8 Motions

- a) A motion for the approval of a Minute of a Board meeting or Committee meeting or any part of such Minute will be considered as an original motion and any motion involving alteration or rejection of such Minute, or any part of such Minute, will be dealt with as an amendment.
- b) The Chairperson of a Committee will, if present, have the right to move the approval of the Minute of any meeting of that Committee or of any part of such Minute.
- c) Motions and amendments moved but not seconded will not be put to the meeting nor will they be recorded in the Minutes
- d) It will be competent for any member to ask that his dissent from any motion which has been carried, be recorded in the Minutes

### 3.9 Voting

Unless otherwise directed by the Chairperson and save for elections to office, voting will be by a show of hands.

### 3.10 Notices of Motions

- a) Except as provided under Standing Order 3.11 a member of the Board will not be entitled to propose any motion other than one arising directly from the discussion of a subject properly before the Board unless he/she has given prior notice of such motion.
- b) Every such notice of motion must be notified in writing to and be received by the Secretary a full 10 days (including weekends) before the meeting at which it is to be considered.

- c) If a member of the Board 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 will fall. If however, a member of the Board who has given due notice of motion in terms of sub-paragraph (b) is unavoidably absent from the meeting at which the motion is submitted it shall be competent for him/her to request another member of the Board to move the motion when called on by the Chairperson. Such a request must be handed in writing to the Chairperson prior to the commencement of the meeting at which the motion is to be submitted. If however a member who has given notice of such motion, is absent from the meeting at which it is to be submitted but is unable to request another member to move the motion as aforesaid, consideration of the motion will be adjourned until the next ordinary meeting of the Board.

### 3.11 Motions of Which Notice is Not Given

Notwithstanding the terms of the Standing Order No 3.10, it will be competent for a member of the Board, to raise a motion as a matter of urgency without prior notice. The motion will be put to the meeting, moved and seconded and will be held to have been accepted if supported by not less than 2/3rds of those present.

### 3.12 Alteration or Revocation of Previous Resolution

- a) No resolution of the Board can be altered or revoked except by a subsequent resolution made by the Board of which prior notice has been given in accordance with Standing Order No 3.10.
- b) No resolution can be altered or revoked within six months of its adoption except with the consent of not less than two-thirds of the members present and an absolute majority of the whole Board.
- c) The alteration or revocation of any resolution of the Board will not affect or prejudice any proceedings, outcome or liability competently done or undertaken under any such resolution prior to its alteration or revocation.

### 3.13 Points of Order

Members may raise any point of order during the meeting and the Chairperson will decide questions of order. No other member will be permitted to speak at the point unless he/she has the Chairperson's

permission.

### 3.14 Any Other Competent Business (AOCB)

At the end of the meeting the Chairperson may ask the Board Members present and the Chief Executive if they have any other competent business they wish to raise at the end of the meeting. Only matters of urgency and that relate directly to the business of the meeting will be considered. The Chairperson and/or Secretary must be advised prior to the start of the meeting of any items proposed being raised under AOCB.

### 3.15 Closure of Meetings

Meetings will not normally exceed three hours. If a meeting is likely to last beyond this time, the Chairperson must gain approval of at least two-thirds of the members present. A meeting will automatically be adjourned after four hours from the time it was called to be resumed at a date and time decided by the members present.

### 3.16 Attendance of Officers at Board and Committee Meetings

Members of the Executive Group will attend all Board meetings as agreed by the Board and Chief Executive. Other members of staff may attend meetings as required.

## 4.0 **APPOINTMENT AND PROCEEDINGS OF COMMITTEES AND WORKING GROUPS**

### 4.1 Appointment of Committees

- a) The Board may set up Committees to carry out such functions as may be delegated to them, consistent with Rule 59.
- b) The Board may set up Working Groups to carry out such functions as may be referred to them for consideration and report. Such groups will have a specific remit and where relevant a timescale in which to report on to the Board. Working Groups will be appointed from within the Board and staff groups but they may call upon such external assistance as they see fit when required.
- c) The members of any Standing Committees will be appointed at the first meeting following the Annual General Meeting each year to serve until the next following Annual General Meeting. The Chairperson of such Committees will be appointed by the members of that Committee at the first meeting. Co-optees must not make up more than one-third of any committee.



- d) The Association will maintain an Audit and Compliance Committee as a Committee of the Board. It will comprise of not less than five members and not more than nine members of Cairn Housing Association Ltd's Board excluding the Chairperson of the Association. Three members constitute a quorum. At least one member of the Committee will have a background in finance, accounting, auditing and/or law. The principal function of the A & C Committee will be to assure the Board regarding Cairn HA's system of internal controls (corporate governance).

It will have the right to report directly to the Board. The Chairperson of the A & C Committee must not be the Chairperson of the Association.

## 4.2 Action Committee

Any matter outwith the ordinary authority of the Association's staff which requires such urgent action that it cannot await a full meeting of the Board may be referred to an Action Committee for decision. Any such matter and the action taken must be reported to the first meeting of the Board held after such action has been taken.

## 4.3 Meetings of Committees

- a) All notices of meetings of Committees will be given by the Secretary.
- b) All such notices will specify the date, time and place of meetings and the business to be transacted
- c) Except in cases of urgency, the Secretary will advise members of Committees of all meetings by written notice to be received by them a full 7 days (including weekends) in advance.
- d) Unless otherwise fixed by the Board when appointing such Committees, the quorum of such Committees will be determined by the Committee in question as and when it is convened.
- e) The Chairperson of a Committee or, in their absence, the Chairperson shall chair the meetings of a Committee. Failing the Chairperson, the members of the Committee present must elect a member who will chair the meeting, except in the case of the Audit & Compliance Committee where the Chairperson must not be the Chairperson of the Association.

#### 4.4 Minutes of Meetings of Committees

Minutes of Meetings of Committees will be submitted to the first available meeting of the Board held thereafter

#### 4.5 Minutes of Meetings of Working Groups

Minutes of Meetings of Working Groups will be submitted to the Board after such bodies have exhausted their remit, provided that such Working Groups may submit an interim report to the Board on any question or ask for direction at any stage of their deliberations.

### 5.0 MISCELLANEOUS

#### 5.1 Affixing of the Association's Seal

Outwith Board meetings, the Association Seal may be used under the following powers:

- All members of the Board be empowered to sign documents requiring the use of the Association Seal.
- At the time of signing, each Board Member must initial beside his/her entry in the Seal Register.
- All documents sealed must be scheduled and reported to the Board at each Board meeting.

#### 5.2 Requirements of Writing (Scotland) Act 1995

The Association will validly execute documents in accordance with the method permitted under the Requirements of Writing (Scotland) Act 1995 through the use of delegated authorised signatures which are witnessed and the deed recorded in a Register. All documents executed should have the prior approval or authority of the Board whether specific or general.

#### 5.3 Register of Board Members

The Executive Assistant to the Chief Executive will maintain a Register of Board Members in which will be entered the detail of each Board Member's

principal employment(s), professional or business activities; of any position of public responsibility held; and of membership of other Housing Associations. The timescale for register inspection will only become operative following Board approval.

- 5.4 A Board Member will supply to the EA to CE the information required as soon as possible after being elected to the Board. The EA to CE must be notified of any change in this information as soon as possible after the change occurs.
- 5.5 The EA to CE shall also record in the Register all declarations of interest made by Board Members under Rules 45 and 46 of the Association.
- 5.6 Register of Members
- 5.7 In accordance with Rule 83 any request for inspecting the Register of Members must be made to the Board who will consider the reasons given for the request and the provisions of relevant legislation and regulation.

## **6.0 SUSPENSION OF STANDING ORDERS**

- 6.1 A motion to suspend any Standing Order must be proposed and seconded, and will be carried out if supported by two-thirds of those present. The Chairperson may not refuse to accept such a motion, but may postpone putting it to the meeting until the completion of any discussion which is in progress when such suspension is moved.