

STANDING ORDERS: June 2021

- **Introduction**

The Association has the following documents in addition to these Standing Orders:

- The Association's Rules
- Financial Regulations
- Audit Committee Handbook
- Scheme of Delegation

- **Association's Rules** are a legal document, a requirement of the Co-operative and Community Benefit Societies Act 2014 under which the Association is registered and constituted.
- **The Financial Regulations** take the flow of delegation beyond the Internal Regulations by detailing the decision making process from the Chief Executive through to junior members of staff. The regulations also outline the standing orders for procurement.
- **The Audit Committee Handbook** sets out what the Audit Committee Members need to understand as part of that Committee and what the role of the Audit Committee is. It also includes the Audit Committee's Standing Orders.
- **Scheme of Delegation** outlines what authority is delegated to Chief Executive and what authority remains with the Board. It also includes forward delegation to Sub Committees, Directors and Managers where appropriate.
- **The Standing Orders** that follow, taken with the four documents described above, are the Association's "Framework for Governance". They are the Association's by laws and must be adhered to at all times. What follows should be read in conjunction with the Association's Rules as the Standing Orders reflect the rules and provide additional on the procedures and proceedings to be followed.

2. **Applying for Membership (Rules 7 to 10)**

West of Scotland Housing Association has a separate policy statement on shareholding membership together with an application form. The application form includes a statement by the applicant giving his/her reason(s) for applying for membership. Rule 7.1 confirms eligibility criteria. Rule 7.2 confirms the Association aims to encourage membership but has absolute discretion to refuse an application where membership would:

- breach its rules;

- result in a conflict of interest and/or
- where the Board considers that accepting the application would not be in the best interest of the Association.

Other examples of where the Board may refuse an application include but are not limited to, where the Board considers that the applicant:

- will not act in the best interests of the Housing Association and its tenants and service users
- may act as a representative of another organisation or interest group where there is a conflict of interest or potential reputational impact
- may bring the Housing Association into disrepute
- Has personal interests, circumstances, relationships or outside activities and interests could be perceived by others to affect the applicant's independence and objectivity.

3. Transferring a Share to another Person (Rules 16 and 17.1)

The Board will ask the transferee to complete an application form; no payment is due for the share. The Board may refuse the transfer on the same basis as outlined at Section 2 above. In the event of a refusal, the share will remain in the name of the transferor.

4. Annual General Meeting (Rule 20)

This section of the rules sets out what is to be discussed at an Annual General Meeting. Any other general business must be included in the notice that issued to members (Rule 20.5), therefore we will request from members any general business items 14 days prior to the notice being issued. The notice will then be issued 14 days prior to the AGM.

5. Procedure at General Meetings – Chairperson Not Present (Rule 26.1)

The Chairperson of the Board will be the Chairperson for all General meetings. In the event the Chairperson cannot attend a General meeting the Chief Executive will open the meeting and recommend to the members present that they elect the Vice Chair to be Chairperson of the meeting. If there is no Vice Chair or he/she is not present or willing to act, the Chief Executive will invite the members present to elect a member of the Board to be the Chairperson of the meeting.

6. Code of Conduct (37.5)

The Association has a Code of Conduct for Board Members which all Board Members must sign before taking office and sign annually thereafter. Board Members must adhere to the Code of Conduct at all times. Alleged or actual breaches of the Code will be dealt with in line with the approved protocol for Dealing with a breach of the Code of Conduct.

7. The Board – Annual Skills Appraisal (Rule 37.10)

The Chairperson with support from the Head of Corporate Services (or CEO) will carry out individual annual performance reviews with all Board Members in April each year. This process will be used to assess whether the Board has the appropriate skills, knowledge, diversity and objectivity required of a Board. In the event the Chairperson is not available to carry out the annual review the Vice Chair will assume the role.

The Chair will discuss his/her ability to demonstrate their continued effectiveness as a Board member as part of the annual review process. After Board members have served 9 Years, only members who can demonstrate continued effectiveness may stand for re-election to the Board. The Board have a discussion in relation to the effectiveness of any Board Member where the Nine Year Rule applies at the Board meeting prior to the AGM. It will be the last item on the agenda and any Board members who are effected must leave the meeting at this point and they will be advised of the outcome at a later date.

8. Breach of Code of Conduct (Rule 37.10)

The Board can require that a Board Member who is being investigated for a potential breach of the Association's Code of Conduct for Board Members take leave of absence and not attend any meeting in his or her capacity as Board Member until the Committee has completed its consideration of the potential breach. When on such leave of absence, the Board Member will not be entitled to receive minutes and/or documents in his or her capacity as a Board Member relating to the business of the Association.

9. Rejection of Nominations for Election (Rules 40.3-40.4)

Nominations for Board election can be rejected by not fewer than three quarters of the Board. Rejections must be based on at least one of the following reasons:

- where election to the Board would Committee would be contrary to the Association's Rules or policies; or
- where a conflict of interest may exist which, even allowing for the disclosure of such an interest may adversely affect the work of the Association; or
- where there is clear evidence of relevant circumstances from which it is concluded that election to the Board would not be in the best interests of the Association.

The Board must informed the member of the rejection in writing prior to the AGM.

10. Board Procedure – Ordinary Meetings of the Board (Rule 48) – Ordinary meetings of the Board will normally be held at the Association's registered office, currently 40 Barrowfield Drive, Glasgow. Meetings will be held monthly (with the exception of, July and December) on Wednesdays. Scheduled meeting dates will be issued in November of the prior year . If there is insufficient business prescheduled, meetings may be cancelled at short notice. Meetings may be held online if required.

11. Notice of Ordinary Meetings of the Board (Rule 50) – Prescheduling meetings as described in Section 5 above together with confirmation of the date of the next meeting provided at the previous meeting, will be deemed to satisfy the seven days notice required under Rule 50.

Under normal circumstances, the agenda and accompanying papers will be emailed to members on the Thursday prior to each meeting.

12. Proceedings at Ordinary Meetings of the Board – (Rules 52 and 53) – Any member of the Board wishing to speak at any meeting of the Board will indicate by raising their hand and, when invited to speak, will direct their words to the Chairperson.

If any point arises which is not covered by the Rules and Standing Orders, the Chairperson will give his/her decision which will be final.

On occasions Board members can participate in Board meetings by conference or video call. This should be pre approved by the Chair and should only be occasional and Board members should make every effort to attend Board meetings in person. Participation by conference call does count as attendance and forms part of the quorum and the Board meeting and the minutes should reflect this detailing the Board member was in attendance by conference call.

13. Special Meetings of the Board (56-57) Special Board Meetings are reserved for urgent business that needs to be dealt with out with a Board meeting and which cannot:

- Be covered by the Chairperson using his/her delegated authority;
- By use of the Seven Day Rule (Section 9 below);
- Await an ordinary meeting of the Board; and/or
- The topic is of strategic importance to the organisation and requires significant time dedicated to it

The Chairperson and two other members of the Board can request a special meeting of the Board. When invited to do so, the Company Secretary will issue a copy of the invitation to all Board members and call a meeting to take place between 10 to 14 days of receipt of the invite. or email.

No other business may be discussed at the meeting other than the business for which the meeting has been called. If a Board does not receive notice of the meeting, this will not prevent the meeting going ahead. The Special Board Meeting will be minuted and the minutes will be presented at the next Board meeting.

14. Seven Day Rule - The Seven Day Rule allows a decision to be made without the need to call an ordinary meeting or special meeting of the Board. It is used in circumstances where delaying a decision would have a negative impact on the Association. An example of this would be a contract award where an OJEU Procurement has taken place.

The rule operates on the basis of the Chief Executive and the Company Secretary, having consulted with the Chair and Vice Chair, circulate in writing details upon which a decision is required to all Board Members. Board Members are expected to confirm approval or otherwise of the decision within a seven day period. When there is a clear majority approving the decision (e.g. if there are 15 Board members on the Board, 8 or more Board members must indicate approval), the Chief Executive and Secretary can then proceed on the basis of their recommendation. If a Board Member does not respond it will be taken as acceptance. If a Board Member does not receive the written proposal, this will not prevent the recommendation going ahead. If a majority approval is not obtained, the decision must be deferred to the next Board meeting for full discussion. A Seven Day Rule recommendation/decision must be recorded and reported at the following Board Meeting. A register of decisions made using the Seven Day Rules is held by the Company Secretary.

15. **Time allowed for Ordinary and Special Meetings of the Board** – No Board Meeting will run for more than three hours without an adjournment. Board Members present will decide whether to reconvene after a minimum break of fifteen minutes or at another date and time agreed between them. If a decision is taken to reconvene the meeting the meeting will be extended by a maximum of 30 minutes.
16. **Admission to Board Meetings** – Admission to West of Scotland Housing Association Ordinary and Special Meetings of the Board is open only to Board Members, the Company Secretary, Co-optees (if any) and relevant staff, including the Chief Executive. However, Board Members may agree to invite advisors, internal auditors and/or external auditors as required.
17. **Exclusion from Board Members Meetings of Members with Other Interests** – Members should be aware of their need to comply with the regulatory standards and regulatory guidance issued by the Scottish Housing Regulator. A Board Member who has either made a Declaration of Interest(s) prior to the Board meeting or during the Board meeting may be excluded (or exclude themselves) from the relevant part of the meeting. This is to save themselves and other members present embarrassment, allow for free debate and ensure that an appropriate external impression is presented. Disclosure of Interest is a standard agenda item at every Board meeting, the Chair will ask Board Members if they have any conflict of interest to declare in respect of an agenda item at the Board meeting.

If a member has any interest whatsoever in the Board business being considered then he/she must declare an interest at the start of the meeting under this agenda item. If an additional item is raised under AOCB, or at any other point during a meeting and a member has an interest then he/she should immediately declare their interest. Board Members who are customers of WSHA only need to declare an interest in respect of a service they receive or property they live in where they have a specific personal interest which is unique from other customers. If a Board member declares a conflict of interest, the Chair is required to decide whether the Board Member should leave for this agenda item. Any disclosures of interest will be recorded in the minute and the action decided by the Chair will also be minuted. Any disclosures of interest during a Board Meeting will be added to the Register of Interests, this is held by the Company Secretary.

We have a conflicts of interest policy and procedure in place. Board members are required to complete an annual disclosure of interest in order to update the Register of Interests.

18. **Secretary and other Office Bearers (Rule 59.1)** – The Association's Secretary will be the Director of Corporate Services. If the Secretary cannot carry out his/her duties, the Chief Executive will carry out the Secretary's duties until the Secretary returns.
19. **The Role of the Chair**
The role and responsibilities of the Chairperson is set out in the Rules and in the Role Description for the post.
20. **Election of Chairperson (Rule 59.6)** – The next scheduled Board Meeting held after the Annual General Meeting (AGM) will be held immediately following the

AGM. The Chairperson will be elected in accordance with Rule 59.6 at that meeting, thus ensuring that a Chairperson is in place immediately following the AGM. The Company Secretary will open the meeting and hand over to the Chairperson immediately the election has been conducted.

- 21. Chairperson (s) Term of Office (Rules 59.6 and 59.10)** – The Rules stipulate that the Chairperson holds office until the end of the next AGM following his/her election. In practice, however, the Chairperson will serve a three year term, thus re-election after his/her first to second AGM will normally be unopposed. There is an option for the Chair to stand for a further two years under exceptional circumstances but the term of office should not exceed five years.

Rule 59.10 states that the Chairperson will not normally hold office continuously for more than five years.

- 221. Vice Chair** – The Association will seek to appoint a Vice Chair who must be elected from the Board Members, by the Board. This may happen at any Board Meeting and he/she will be expected to understudy the Chairperson with a view to being elected as Chairperson at the end of that individual's three year term. There are no requirements on the Vice Chair to stand down unless he/she does not succeed to become Chairperson.

- 23. Disputes (Rule 82)** – This Rule concerns members, somebody who used to be a member within the previous six months or somebody making a claim under the Association's Rules. This is distinct and separate from the Scottish Public Services Ombudsman service, which is the final stage for complaints about our services. Under this Rule, the final stage is that the dispute will be dealt with by a Sheriff. Prior to that, however, we will use our Complaints Policy in an attempt to resolve the dispute.

- 24. Copies of the Rules (Rule 85)** – Anyone, not necessarily a member, can ask for and will receive a copy of the Rules of the Association. There will be no charge for this service. The Association's Rules are available on its website.

- 25. Board Minutes And Sub Committee Minutes** – At Board or sub committee meetings, the minutes of the immediately preceding meeting of that Board/sub committee, or indeed short term working group established by the Board, will be formally proposed and seconded for accuracy and adopted as a true record of the previous meeting. Only members present at the previous meeting can propose and second for accuracy. Following approval of the Board Minutes, Public Minutes will be published on the Association's website.

All minutes of sub committees and short term working groups established by the Board will be placed on the next available Board agenda **for information and noting** even if the minutes have not been adopted by the sub committee or working group. Board members may ask points of clarification in respect of sub committee minutes but the Board would not be expected to have detailed discussion regarding their content and any matters of concern should be referred to the Sub Committee Chair out with the Board meeting.

- 26. Tenant Advisory Group (TAG)** – The Association has a Tenants Advisory Group (TAG). This group has its own standing orders/constitution. Membership

will be made up of recognised and constituted tenants and residents groups (RTOs), interested individual customers and members of any WSHA representative forum. Accordingly, the TAG is not a formal sub committee or working group of the Association's Management Committee. Members of the Board and co-opted members of the Board and or sub-committees may not be represented on TAG

TAG provides a means of building tenants' views into decisions made by the Association. The Association will endeavour to seek the views of the TAG before taking decisions on issues that will affect tenants. Senior Officers of the Association will consult the TAG on:

- Proposed investment programmes
- Reviews of policies that affect tenants
- Service performances, including benchmarking
- Effectiveness of the Tenant Engagement Strategy
- Levels of customer satisfaction with services
- The Association's vision, values, objectives and priorities
- Any other area of interest affecting tenants and their services.

Minutes of the TAG meetings will be subject to Section 25 above, including being placed on Board agendas for noting and information.

27. Policy Approval – As long as the Association remains a full member of EVH, the Corporate Management Team led by the Chief Executive has delegated authority to agree any model best practice policies, including health and safety, produced by EVH with a retrospective summary only provided to the Board or Staffing Sub Committee. All other policies must be placed before the Board in full for approval (or delegated Sub Committee) unless the changes are limited to reflect minor updates e.g. changes in job titles etc. which do not impact on policy commitments.

28. Formal Resolutions, Documents Signed and Secretarial Matters

- **Formal Board resolutions in relation to execution of documents** – A formal Board resolution must be passed by the Board before certain documents may be executed for and on behalf of the Association. Any such formal resolution may be passed well in advance by the Board, where, for example land is purchased for subsequent development, authority for the Secretary to sign a building contract can be given currently with authority to purchase the land. The Board may from time to time delegate authority to sub-committees and / or Association staff to execute documents for and on behalf of the Association without the need for a formal Board resolution – such delegated authorities may be set out in the Scheme of Delegation or otherwise as determined by the Board.

- **A list of all documents signed** for and on behalf of the Association between Board meetings will be provided in writing at each Board meeting for noting and information.

29. Board Minutes on the Housing Association's Website – A “public” copy, approved by the Board, of the minutes of all Ordinary Board meetings will be

placed on the housing association's website within two weeks of the Board meeting at which those minutes were approved. The "public" minute may on occasions be a redacted version of the full Board minute where confidential matters have been discussed. Requests for a copy of a paper considered and referred to in minutes published on the Association's website will be considered in line the obligations of the Freedom of Information (Scotland) Act 2002.

- 30. Delegation to Adhoc Sub Committees** – The Association has an Audit Committee, Staffing Sub Committee and Development and Investment Sub Committee. Terms of Reference are in place for all three sub committees detailing delegated authority. Should another sub committee or adhoc working group be established then the Board will agree that committee or group's remit and delegated authority levels which will be put in writing.