



## Cloch Housing Association

# Standing Orders

<b>Policy Name</b>	Standing Orders
<b>Policy Category</b>	Corporate & Governance
<b>Policy Number</b>	059
<b>Date Adopted</b>	01/09/2016
<b>Last Review</b>	25/04/2023
<b>This Review</b>	20/09/2023
<b>Next Review</b>	September 2024
<b>Equalities Impact Assessment Required</b>	No
<b>Link to other policies</b>	Rules, Remits, Eligibility, Scheme of Delegation
<b>Consultation</b>	No
<b>Need for Procedure</b>	No



## **STANDING ORDERS**

These Standing Orders apply to the conduct of business by the Board, its Sub-Committees and Working Parties. These Standing Orders are supported by a Scheme of Delegation and include Remits for the sub-committees established by the Board.

## **1. MEETINGS OF THE BOARD, SUB COMMITTEES AND WORKING GROUPS**

- 1.1 Normally, meetings of the Board will be held eight times per year in accordance with a schedule agreed at the first meeting following the AGM. Variations to this schedule will be agreed, with the Chair.
- 1.2 Sub-committees will normally meet four times each year in accordance with a schedule agreed by the Board at the first meeting following the AGM.
- 1.3 The CEO will act as principal adviser to the Board and will normally attend all Board meetings. Members of the senior management team will normally attend Board meetings, together with such other staff as the CEO may determine is appropriate to aid the Board's consideration of the business.

## **2. ESTABLISHMENT OF SUB-COMMITTEES AND WORKING PARTIES**

- 2.1 The Board may establish sub-committees and working parties with delegated authority and / or responsibility for specific matters. Sub-committees will be responsible for overseeing specific aspects of Cloch's business. The Board is responsible for approving the remit(s) of any such sub-committee and working group and all remits must be formally recorded and kept under review.
- 2.2 Sub-committees must have at least four Board members and three members are required to form a quorum. Co-optees can participate fully, but cannot make up the quorum. Sub-committees will elect a Chair at the first meeting following the AGM. A designated member of the senior management team will act as principal adviser to each sub-committee and will attend each meeting, together with additional staff relevant to aid the sub-committee's consideration of the business.
- 2.3 Sub-committees will be expected to make an annual report to the Board on their activities. This report is in addition to providing copies of minutes to the Board for noting and referring any matters that fall beyond the agreed level of delegated authority to the Board for consideration and approval.
- 2.4 The Board may establish ad-hoc working groups to consider specific matters such as special projects or new initiatives. Working groups will usually be advisory and will not normally have decision making authority. The Board is responsible for approving and recording the terms of reference for all working groups, including their intended life-span, membership, requirement for specialist advice or support and their expected outputs. A member of staff will be appointed as principal adviser to all working groups.

2.6 The Board has established two sub-committees:

- Housing and Property Services (HPS SC)
- Finance & Corporate Services (F&CS SC)

2.7 The Board shall appoint up to seven members to the Housing and Property Services Sub-Committee at its first meeting following the AGM. Both elected and co-opted Board members can be appointed to the sub-committee but a co-opted member cannot be elected as Chair and will not contribute towards a quorum.

2.8 The Chair, Vice-Chair, Secretary will, by reason of their office, be the members of the Finance & Corporate Services Sub-Committee. Where any of these office bearing roles is not held by a Board member, the Board may appoint another of their number (and one more) to ensure that membership of the F&CS is not less than four. The Board shall appoint up to seven members to the F&CS at its first meeting following the AGM. Both elected and co-opted Board members can be appointed to the sub-committee, but a co-opted member cannot be elected as Chair and will not contribute towards a quorum.

2.9 Sub-committees have full authority to act within the terms of their delegated authority as set out in the remit agreed by the Board.

### **3. NOTICE OF MEETINGS AND PREPARATION OF PAPERS**

3.1 The Head of Corporate Services shall give notice of all ordinary meetings of the Board to members and shall specify the matters to be considered at the Meeting by annexing to the notices a properly prepared Agenda. The Agenda will be subject to prior discussion between the CEO and Chair in advance of being issued.

3.2 The principal adviser shall give notice of all sub-committee meetings and will, in consultation with the Chair, specify the matters to be considered by issuing a properly prepared Agenda.

3.3 Agendas and papers for all Board and sub-committee meetings will be issued at least seven days in advance of the meeting date, either electronically or by post.

3.4 It is the duty of Cloch's CEO and senior staff to ensure that the Board and its sub-committees are informed to be able to carry out their responsibilities effectively. All agenda items will be the subject of written reports or a presentation that 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.

- 3.5 A Special Meeting of the Board will be convened in accordance with Rule 56.1 of the Association's Rules.

#### **4. APOLOGIES**

- 4.1 Members are required to submit their apologies for non-attendance at a Board Meeting, where possible, a minimum of 24 hours prior to the time of the meeting.

#### **5. MINUTES**

- 5.1 The Minutes of the Board will be prepared by the Corporate Services Officer (or in their absence the Corporate Services Assistant), in consultation with the Chair and CEO and copies sent to each member with the papers for the next meeting.
- 5.2 All Minutes will be prepared in accordance with Cloch's agreed protocol to ensure consistency of style and recording.
- 5.3 The minutes of Board meetings will be presented for formal approval at the next Board Meeting. When formally approved the minutes will be recorded as agreed and retained in accordance with agreed practice. They will be published on Cloch's website.
- 5.4 Minutes of sub-committee meetings will be prepared by the Principal Adviser, in consultation with the sub-committee Chair and issued in draft form to the members of the sub-committee within 28 days of the meeting having taken place. The minutes of sub-committee meetings will be presented for approval to the next meeting of the sub-committee. Once approved, the minutes will be recorded as agreed and retained in accordance with agreed practice.
- 5.5 Minutes of sub-committee meetings will be presented to the next Board meeting for information; this may involve the minute being presented in draft format – where this occurs, any subsequent amendments to the draft will be notified to the next possible Board meeting.

#### **6. QUORUM**

- 6.1 4 elected Board members must be present to form a Quorum for an ordinary meeting of the Board to take place. If at the hour of the meeting, or 15 minutes thereafter, a quorum of members is not present, the Meeting shall stand adjourned. If it is found at any time during the Meeting that a quorum is not present, the proceedings shall be adjourned.

- 6.2 At least three Board members must be present for a meeting of a sub-committee to take place. If at the hour of the meeting, or 15 minutes thereafter, a quorum of members is not present, the Meeting shall stand adjourned. If it is found at any time during the Meeting that a quorum is not present, the proceedings shall be adjourned.
- 6.3 The requirements for a quorum for working groups will be specified in the terms of reference that establish the working group.

## **7. CO-OPTEEES**

- 7.1 Co-optees can only serve until the next annual general meeting or until removed by the Board.
- 7.2 Co-optees can take part in the Board's discussions and vote at Board meetings on all matters except those that directly affect the membership of the Association or the election of the Association's Office Bearers. Co-optees may not stand for election, nor be elected as one of the Office Bearers of the Board (Rule 42.2)
- 7.3 Board members co-opted in this way must not make up more than one-third of the total number of the Board members at any one time. The presence of co-optees will not be counted at meetings of the Board when establishing if the minimum number of Board Members are present to allow the meeting to take place.

## **8. MOTIONS AND AMENDMENTS**

- 8.1 All motions and amendments must be formally proposed and seconded.
- 8.2 After it has been made or intimated, no motion shall be withdrawn except by leave of the seconder. In the absence of the member who has given notice of a motion, the Meeting may dispose of the same or postpone it as they think fit.
- 8.3 Motions or amendments that are not seconded shall not be discussed or put to the Meeting or printed in the Minutes.
- 8.4 After a motion has been made and seconded, any member wishing to move an amendment and any member wishing to move a further amendment may do so by stating its terms to the Meeting.
- 8.5 When a motion and a number of amendments are before the Meeting, the Chairperson shall put the last moved amendment receiving the greater number of votes against the next proceeding amendment until all are disposed of, when he/she shall put the remaining amendment against the original motion.

## **9. ORDER OF SPEAKING**

- 9.1 The Chair shall determine the order of speaking. All contributions must be directed through the Chair and Board members are required to respect the Chair's authority.
- 9.2 All members must maintain strict confidentiality.

## **10. POWERS OF CHAIRPERSON**

- 10.1 It will be the duty of the Chairperson to ensure that the business of the meeting is conducted efficiently; to preserve order and to ensure that all members are encouraged to contribute and obtain a fair hearing.
- 10.2 The Chair shall decide all matters of order, competency and relevancy and such ruling shall be final and shall not be open to discussion. They shall also decide between two or more members wishing to speak by calling on the member whom they observed first to raise their hand.
- 10.3 They shall be entitled, in the event of disorder arising, to adjourn the meeting to a time they may then or afterwards determine, and by them leaving the Chair shall indicate the Meeting is adjourned.
- 10.4 The Chairperson shall have both a deliberate and a casting vote.

## **11. DISSENTING MEMBER**

- 11.1 Any member who disagrees with any decision of the Board may ask to have their dissent recorded in the Minutes. For the avoidance of doubt, all Board members are bound by the principle of collective responsibility and are required to uphold all decisions properly made by the Board, irrespective of an individual's dissent being recorded.

## **12. VOTING**

- 12.1 A vote may be taken by ballot or by a show of hands, as decided by a majority of the members present and voting.

## **13. EMERGENCY ARRANGEMENTS**

- 13.1 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 CEO 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 their absence, the Vice-Chair) must consult with as many of the office bearers as possible. The approval of the Chair or Vice-Chair and at least one other office bearer will be obtained, in accordance with the Scheme of Delegation, before action is taken and recorded by means of their signatures being applied to the written paper previously referred to and dated. Any such actions will be reported to the next Board meeting, to which a copy of the signed report should be circulated.

#### **14. SUSPENSION OF STANDING ORDERS**

- 14.1 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 two-thirds majority of those members present and voting.

#### **15. CHANGES IN POLICY**

- 15.1 Any policy decisions properly taken at a meeting of the Board or sub-committee will be regarded as the policy of the Association and will not be amended within a period of 3 months unless significant new information becomes available. Any reconsideration of approved policy within this three-month period must be approved by the Chair.

#### **16. TWO HOUR RULE**

- 16.1 A maximum time of 2 hours will be set for each meeting and will be exceeded only following a majority decision of those members present. Where such an extension is agreed, discussion cannot continue for more than a further thirty minutes.