



# STANDING ORDERS FOR COMMITTEE BUSINESS

<b>Written by:</b>	<b>Head of Corporate Governance</b>	<b>Version:</b>	<b>7</b>
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## 1. Membership of Management Committee

- 1.1 Rule 37.1 states that Committee should comprise a minimum of 7 and a maximum of 15 members. Members are elected to Management Committee at an AGM or can be appointed or co-opted by the Committee between AGMs. Details are contained in the Membership Policy.
- 1.2 To discharge its responsibilities for the direction of the organisation, the Management Committee as a whole should have or acquire a diverse range of skills, competencies, experience and knowledge. The requirements are set out in the Committee Member Training and Development Policy.

## 2. Management Committee's Role and Conduct

- 2.1 The purpose of Management Committee is to determine strategy and to direct and control the Association's affairs.
- 2.2 The main responsibilities are:
- 2.2.1 define and ensure compliance with the Association's values, strategy and objectives;
  - 2.2.2 establish a framework for approving policies and plans to achieve those objectives;
  - 2.2.3 approve each year's accounts prior to publication and approve each year's budget and business plan;
  - 2.2.4 establish and oversee a framework of delegation and systems of internal control which represent good governance and which comply with standards set out in the Scottish Housing Regulator's Regulatory Standards of Governance and Financial Management and the Constitutional Requirements for Registered Social Landlords;
  - 2.2.5 agree or ratify policies and decisions on all matters that might create significant financial or other risk to the organisation, or which raise material issues of principle;
  - 2.2.6 appoint the Chief Executive and approve his or her salary, benefits and terms of employment;
  - 2.2.7 satisfy itself that the Association's affairs are conducted lawfully and in accordance with generally accepted standards of performance and probity.
- 2.3 The Management Committee may exercise all such powers as may be exercised by the Association but which are not by its Rules or by statute required to be exercised by the Association's general meeting.

- 2.4 The role and responsibilities of committee members are set out in the Job Description for Committee Members within the Membership Policy.
- 2.5 Committee members will be required to formally accept and comply with the requirements of the Association's Code of Conduct for Committee Members prior to taking up office, in accordance with Rule 37.5.

### **3. Committee Members' Conduct**

- 3.1 All members of the Management Committee share responsibility for its decisions. When at committee or sub-committee meetings, committee members are required as a matter of general law, and good practice, to take into account only the interests of the Association and its stakeholders. This applies by whatever route the member was elected.
- 3.2 All committee members are encouraged to attend every meeting. Other commitments can prevent this temporarily. Members are strongly encouraged (a) to lodge apologies for any individual meetings and (b) where they know they may be absent for a series of meetings, to seek leave of absence, preferably indicating the reason. If a member has been absent, whether or not sending their apologies, from three consecutive committee meetings, the Secretary should write drawing attention to the fact that committee membership will lapse after the fourth meeting unless Management Committee grants leave of absence (Rule 44.3).
- 3.3 Any committee member who brings the Association into disrepute will be asked to resign.

### **4. Office bearers**

- 4.1 Chair and Vice Chair  
There will be a Chair and a Vice Chair whose roles and responsibilities are set out in the Rules (Rule 59.5) and in the Job Description for Chair and Vice Chair within the Membership Policy.
- 4.2 The Vice-Chair will chair Management Committee meetings in the absence of the Chair and act for the Chair in all respects when (s)he is not available.
- 4.3 The Chair and the Vice Chair will be elected from the Committee Members (excluding co-optees; Rule 42.2) at the next scheduled Committee meeting held after each Annual General Meeting (Rule 59.9). Both the Chair and Vice Chair may be re-elected but the Chair may not hold office continuously for more than 5 years (Rule 59.10).
- 4.4 The Company Secretary or, in their absence, the most senior staff member present at the next scheduled Committee meeting will take the chair to conduct the election of the chair in accordance with 4.5 below.
- 4.5 The staff member will:

- call for nominations for the post of Chair;
- on receiving a nomination, confirm that the nominee is willing to stand and, if (s)he is, ask for a seconder;
- repeat the process for any further nominations;
- in the event of two or more nominations being made
  - (a) invite each candidate to address the meeting for no more than 5 minutes
  - (b) arrange for a vote to be taken by secret ballot.

In the event of a tied vote between 2 nominees the decision will be made by lot. If there is a tied vote between more than 2 nominees, the number will be reduced to two by lot and there will then be a 2<sup>nd</sup> secret ballot to elect the chair. If there remains a tie between the remaining 2 nominees the decision will be made by lot.

- 4.6 Upon election, the Chair will take over the meeting and carry out an identical procedure in respect of the Vice Chair.
- 4.7 The procedure at 4.4 and 4.5 will apply to (a) election of Chairs of subcommittees after the AGM (b) casual vacancies for Chairs and (c) meetings where neither the Chair nor Vice Chair is present or willing to take the Chair.
- 4.8 The Chair may only be removed from the office of Chair by a majority vote of the remaining Committee Members present at a special meeting called for that purpose. (Rule 59.6)
- 4.9 Secretary  
A Secretary will be appointed who may either be a Committee Member or an employee (Rule 59.1). If a Committee Member is to be appointed, any election will be conducted in accordance with the procedure set out at 4.5 above.
- 4.10 The Secretary's duties are as set out in Rule 59.3 and in addition, at the last meeting of Committee before the Annual General Meeting, the Secretary will:
- confirm the various requirements as set out in Rules 62 to 67 have been met;
  - present the Fraud Register, the Register of Interests of Members and the Hospitality/Gifts Register for Members and Staff. The content of the registers will be signed off. Attendance records for committee and subcommittees will also be presented and thereafter publicised to the membership.

## **5. Sub-committees and working groups**

- 5.1 Management Committee may delegate its powers to sub-committees, office bearers or to staff (Rule 58.1). Powers delegated to staff are set out in the Scheme of Delegations and any delegated to office bearers are detailed in the office bearers' Job Descriptions in the Membership Policy.
- 5.2 Powers are delegated to the following sub-committees as set out in the attached terms of reference:

- Audit and Risk Management Sub-committee (Attachment 1)
- Performance and Resources Sub-committee (Attachment 2)
- Staffing Sub-committee (Attachment 3)
- Emergency Sub-committee (Attachment 4)

5.3 There will also be a:

- Health and Safety Working Party whose terms of reference are in the Health and Safety Control Manual.
- Joint Union-Employer committee whose terms of reference are defined in the recognition agreement.

5.4 Additional matters may be delegated to sub-committees or to short life working groups by a quorate meeting of the Management Committee. Where a new group is created, the membership and a clear remit must be agreed and any actions or decisions must be reported back within an agreed timescale.

5.5 Management Committee will determine at its first regular meeting after each Annual General Meeting the membership and chairs of the bodies described at 5.2 and 5.3 above.

5.6 All sub-committee and short life working groups must have a minimum membership of 3 (Rule 58.1) and must conduct their business in accordance with these Standing Orders.

## **6. Conduct of business**

### 6.1 Meeting Arrangements

Management Committee shall normally hold business meetings 6 times in each calendar year at times and places set by Management Committee (Rule 48). An annual timetable of (sub) committee meetings for the next financial year will be agreed prior to the 1<sup>st</sup> January each year.

6.2 Unless otherwise agreed meetings will be held at the Association's offices.

6.3 Additional special committee meetings may be agreed by Management Committee, called by the Chair or by two Committee members (Rule 56).

### 6.4 Attendance and Quorums

The quorum at Management Committee meetings shall be 5 members. The quorum at Sub-committee meetings is at least 3 unless otherwise agreed when the subcommittee is set up. Co-opted members do not count towards the quorum of Management Committee or sub-committee meetings (Rule 42.3).

6.5 Where a Committee meeting has been called but is not quorate, an Emergency Sub-committee for matters of urgency may take place 15 minutes after the due time with those members present forming an Emergency Sub-committee in accordance with the provisions at Attachment 3 relating to the Emergency Sub-committee subject to either the Chair or the Vice Chair being present.

6.6 Members may participate in a meeting without being physically present providing

the arrangements (such as video or telephone conferencing) enable them to follow all of the proceedings and contribute as though they were present. In these circumstances the member(s) will be deemed to be present, will count towards the quorum and will have their normal voting rights.

6.7 Notices and Agendas

Notice of Management Committee meetings shall be sent to Committee members not less than 7 days before the date of the meeting. Where possible all related papers and documents should be circulated with the notice with points for decision clearly identified.

6.8 Agendas will normally be agreed:

- for Management Committee between the Chief Executive, the Secretary (if not the Chief Executive) and the Chair.
- for Sub-committees between the member of staff responsible for the Sub-committee and the Chair of the Sub-committee.

Items for decision will generally be placed earlier on the agenda than items for information.

6.9 Points of order and voting

At Management Committee meetings, all speakers will address the Chair and observe order. The Chair will have discretion about who speaks and for how long (Rule 52).

6.10 If any point arises which is not provided for in the Association's Rules, the Chair shall give a ruling on the point and his/her decision will be final. (Rule 53).

6.11 The Chair will seek to establish a consensus. If a consensus is not emerging, then the Chair will follow the procedure set out in Attachment 5.

6.12 In the event of a tied vote the Chair will have a second and deciding vote (Rule 59.8).

6.13 The Chief Executive is responsible for ensuring:

- Management Committee has sufficient information through written papers and oral presentations to exercise its functions effectively
- that committee meetings take place in a suitable environment
- that all servicing arrangements run appropriately

6.14 Any committee member incapable, as the result of the consumption of alcohol or drugs will be asked to leave committee meetings.

6.15 Decisions between meetings

If a decision is required that cannot wait until the next meeting, full details will be circulated to all members along with a written resolution setting out clearly the decision required. The decision will be valid if at least  $\frac{3}{4}$  of Committee Members sign a written resolution (Rule 55). A decision can be called to a meeting by a minimum of 2 Committee Members requesting that the matter to be debated.

- 6.16 Other attendees  
The Chief Executive is responsible for organising appropriate staff attendance at Management (and sub) committee meetings.
- 6.17 Where Management Committee makes a decision that it wishes to conduct business without any staff present, it will, usually after staff have left, make a decision on who is to be responsible for taking a minute of that part of the meeting for which staff are not present.
- 6.18 Where outside parties have asked to observe and/or address the (sub) committee, the initial decision on whether to agree is the Chair's who may decide to alter the running order of business.

## **7. Declarations of Interest**

- 7.1 Dealing with conflicts of interest is covered in detail in the Codes of Conduct for Committee and Staff and in the Entitlements, Payments and Benefits Policy.
- 7.2 Each agenda shall have a standing item for Declarations of Interest including hospitality given and received in the last 12 months. This will enable the nature of the interest to be considered and a determination made as to whether an individual is conflicted. The Chair of any meeting is responsible for considering matters members raise, receiving advice from the Chief Executive and giving guidance on whether there is a conflict of interest.
- If at a later stage in the meeting, a member considers (s)he may have an interest in an item (s)he should immediately raise it.
- 7.3 Where it is found that a committee or staff member has a conflict of interest in a matter to be discussed at a meeting they will be required to leave the meeting while the matter is discussed and any vote taken (Rule 38.2). As a courtesy and only where appropriate the Chair will update them on any decision made in their absence.
- For the avoidance of doubt the declaration of an interest does not necessarily mean there is a conflict of interest.
- 7.4 The Chief Executive is responsible, prior to paper despatch and prior to commencement of meetings to consider whether Committee and Staff Declarations of Interest lead to a potential conflict of interest and taking appropriate action. Such action may include, exceptionally, withholding relevant documents from the conflicted member.
- 7.5 Care must be taken to declare interests assiduously as failure to do so may constitute a breach of a Code of Conduct and may result in removal from Committee or disciplinary action.
- 7.6 Where it is the Chairman who may have an interest, the Vice Chairman if (s)he is present will act for the Chairman. If the Vice Chairman is not present, it shall be the Chairman of the Audit and Risk Subcommittee or, if (s)he is not present, another member of the Audit and Risk Sub-committee.

- 7.7 Where it is the Chief Executive who is the subject of the potential interest, the Head of Corporate Governance will offer advice.

## **8. Minuting**

- 8.1 Draft minutes of (sub) committee will be prepared by staff and sent to the Chair of the meeting for endorsement by way of initialling. Where a meeting has been chaired by 2 separate people, for whatever reason, each will be invited to endorse the appropriate part of minutes. Amendments made by the Chair will be incorporated into the version sent to committee.
- 8.2 The minutes to be prepared will record both formal decisions of Management Committee (eg resolutions proposed, proposers and seconders and the results of votes) but also provide a succinct record of (a) any significant additional oral information presented to Committee and (b) contributions made to the substance of the discussion. Minutes will not, however, record every contribution made and, except where the context demands it, and will not generally record the name of the member making the contribution.
- 8.3 Minutes of every (sub) committee shall be approved at the next meeting and signed by the Chair of that meeting (Rule 62).
- 8.4 Where the next meeting approves draft minutes with amendments, the copy to be inserted into the minute book will incorporate the amendments approved at the second meeting.

## **9. Public Access to Committee Business**

- 9.1 Committee meetings are held in private due to the commercially sensitive and confidential nature of much of its business.
- 9.2 The Association will be as open and transparent as possible about its business and will therefore publish on its website regular briefings on Committee and Subcommittee business. Briefings will be prepared by staff and signed off by the Chief Executive and/or Head of Corporate Governance prior to being published as soon as possible following the meeting.
- 9.3 Management Committee Minutes will be published on the Association's website following approval. If a Minute reveals personal details where disclosure would contravene data protection principles, or information about contracts where disclosure could damage someone's commercial interest, the details will be removed prior to publication, indicating where and why this is the case.
- 9.4 In addition, periodic features about Committee and Subcommittee business will be included in the Residents Newsletter to promote the work of the Committee, enhance understanding of its role and encourage resident engagement.

## **10. Suspension of Standing Orders**

- 10.1 Standing Orders may be suspended for an item by a vote in favour of two-thirds of those Committee Members present at a quorate meeting unless doing so would breach one of the Association's Rules.

## **11. Revision of Standing Orders**

- 11.1 These Standing Orders will be reviewed by Management Committee as required but at least every five years.



## Orkney Housing Association Limited

### Audit and Risk Management Sub-committee Terms of Reference

#### 1. Purpose

- 1.1 The Audit and Risk Management Subcommittee (ARM) is established by Management Committee to:
- (a) support Management Committee in their responsibilities for issues of risk control and governance through a process of active scrutiny and constructive challenge.
  - (b) review the comprehensiveness of assurances in meeting the assurance needs of the Committee.
  - (c) review the reliability and integrity of assurances
- 1.2 In all its dealings, the ARM will have regard to the Code of Conduct for Committee Members, regulatory standards expected of Registered Social Landlords, best practice guidance and to the Association's Equality and Diversity Policy.

#### 2. Membership and Procedures

- 2.1 Membership will consist of a minimum of five committee members, including where possible a minimum of one tenant member. The quorum will be three members.
- 2.2 In order to preserve independence, the membership of the ARM should not include the Chair of the Association.
- 2.3 The Chair of the ARM should not Chair or be a member of any other subcommittee of the Association.
- 2.4 Management Committee will appoint members and the Chair of the ARM.
- 2.5 The chair of the ARM will usually hold office for three years, after which, they can be re-appointed for one further three year period.
- 2.6 The ARM will, in conducting its business, have regard to such parts of Standing Orders for Committee Business as are relevant.
- 2.7 The sub-committee may, if they wish, meet in private with the External Auditors and/or Internal Audit.
- 2.8 The Internal Auditor and External Auditor will have free and confidential access to the Chair of the ARM.

### **3. Remit and Delegated Powers**

The ARM will be responsible and accountable to Management Committee for:

- 3.1 Providing assurances relating the strategic processes for risk management, governance and the Statement of Internal Control for the Association.
- 3.2 Monitoring the integrity of the Association's financial statements and reviewing any formal announcements regarding the Association's financial performance.  
  
Agreeing any actions arising from Internal and External Audit reports and monitoring their implementation.
- 3.3 Reviewing the Association's financial and non-financial internal controls and risk management systems.
- 3.4 Recommending any policy and procedural changes considered necessary for good internal control and risk management.
- 3.5 Advising on proposals for tendering for internal and external audit services and for purchases of non-audit services from contractors who provide audit services.
- 3.6 Monitoring and reviewing the effectiveness of the Association's Internal and External Audit functions and approving their remuneration and terms of engagement.  
  
Making recommendations to Management Committee in relation to the appointment, re-appointment or removal of the external auditor.
- 3.8 Approving anti-fraud and anti-bribery policies, whistle-blowing processes and making arrangements for special investigations.
- 3.9 Dealing with such other items as may be referred from time to time by Management Committee.
- 3.10 Reporting all Subcommittee decisions to the next Management Committee meeting and producing an Annual Report to Management Committee which summarises its conclusions from its work during the year.
- 3.11 In addition to the above the ARM has delegated authority to instruct urgent corrective action in relation to any item within its remit. All such actions will be reported to Committee for ratification at its next business meeting.

## Orkney Housing Association Limited

### Performance & Resources Sub-committee Terms of Reference

#### 1. Purpose

- 1.1 The Performance and Resources Sub-committee (P&R) is established by Management Committee to:
- (a) Review the financial and non-financial performance of the Association against agreed targets and benchmarks
  - (b) Ensure arrangements and resources are in place to enable delivery against agreed organisational targets and objectives
  - (c) Keep under review value for money in the use of all resources
  - (d) Provide assurance that arrangements are working effectively
  - (e) Oversee organisational performance and progress with regard to the ARC
- 1.2 In all its dealings, the P&R will have regard to the Code of Conduct for Committee Members, regulatory standards expected of Registered Social Landlords, best practice guidance and to the Association's Equality and Diversity Policy.

#### 2. Membership and Procedures

- 2.1 Membership will consist of a minimum of five Committee members which should include the Association's Chair and Vice Chair. The quorum will be three members.
- 2.2 Management Committee will appoint members and the Chair of the P&R.
- 2.3 The chair of the P&R Sub-committee will usually hold office for three years, after which, they can be re-appointed for one further three year period.
- 2.4 The P&R will, in conducting its business, have regard to such parts of Standing Orders for Committee Business as are relevant.
- 2.5 All committee members will have the right of attendance at P&R meetings and will have access to papers on request.

#### 3. Remit and delegated powers

The P&R Sub-committee will be responsible and accountable to Management Committee for:

- 3.1 Ensuring the financial position of the Association is sound.

- 3.2 The development of the Association's financial plan, ensuring the impact of planned, known or reasonably foreseeable events or developments have been considered in financial planning.
- 3.3 Recommending to Management Committee annual revenue and capital budgets which adequately enable the Association to deliver the Business Plan.
- 3.4 Ensuring that appropriate financial monitoring, budgetary controls and reporting arrangements are in place, are used effectively by staff and that corrective actions are taken when needed.
- 3.5 Monitoring the Association's performance against KPIs within the Business Plan, ARC return targets and other performance measures that have been agreed and reporting to Committee any areas of concern highlighted by the reported outcomes.
- 3.6 Oversight and scrutiny of the Association's Asset Management Strategy (including the development programme) monitoring outcomes against targets.
- 3.7 Monitoring and agreeing minor changes to the Association's staffing plan, ensuring best use of staff resources.
- 3.8 Dealing with such other items as may be referred from time to time by Management Committee.
- 3.9 Reporting all Sub-committee decisions to the next Management Committee meeting and producing an Annual Report to Management Committee which summarises its conclusions from its work during the year.
- 3.10 In addition to the above the P&R has delegated authority to instruct urgent corrective action in relation to any item within its remit. All such actions will be reported to Committee for ratification at its next business meeting.

**Orkney Housing Association Limited**

**Staffing Sub-Committee Terms of Reference**

**1. Purpose**

- 1.1 The Staffing Sub-committee (SSC) is established by Management Committee to deal with any:
- a) staffing matter as requested by MC.
  - b) disciplinary and/or grievance matter involving a staff member, at the appropriate stage as determined by the Statement of Terms & Conditions of Employment.
  - c) serious complaints or grievances regarding the Chief Executive.
- 1.2 In all its dealings, the SSC will have regard to the Code of Conduct for Committee Members, regulatory standards expected of Registered Social Landlords, best practice guidance and to the Association's Equality and Diversity Policy.

**2. Membership and Procedures**

- 2.1 Membership will consist of 3 Committee members, the Chair and Vice-Chair will be ex-officio members.
- 2.2 Management Committee will appoint members. The quorum will be two members.
- 2.3 The SSC will, in conducting its business, have regard to such parts of the Standing Orders for Committee Business as are relevant.

**3 Remit and Delegated Powers**

The SSC will be responsible and accountable to Management Committee for:

- 3.1 Acting with full powers to administer appropriate stages of the Disciplinary & Grievance Procedures.
- 3.2 Deal with any complaint or grievance regarding the Chief Executive in line with the Association's *Handling a Serious Complaint Against the Chief Executive Procedure*.
- 3.3 They will have delegated powers to procure the services of an investigator, or obtain professional advice from Internal Audit, EVH, our contracted Legal Provider or any other service they deem necessary.
- 3.4 In addition to the above the SSC has delegated authority to instruct urgent corrective action in relation to any item within its remit. All such actions will be reported to Committee for ratification at its next business meeting.

## **Orkney Housing Association Limited**

### **Emergency Sub-committee Terms of Reference**

If a matter of urgency arises between (Sub) Committee meetings, the matter may be referred to an Emergency Committee comprising a minimum of 3 available members, including where possible, at least one of the Chair or Vice Chair.

The Chair, Chief Executive or Secretary may call the meeting.

The quorum of this subcommittee shall be 3.

Any decision will be taken as a decision of the Management Committee but will be reported to the next meeting of the Committee.

## Procedure to be followed where no consensus

1. If a consensus is not emerging, the Chair will normally ask that a motion be proposed. Should a motion be proposed, the Chair will then ask whether there is a seconder.
2. Should a motion be proposed and seconded, the Chair will ask whether there are any amendments to the motion. Should any amendment be proposed, the Chair will ask the proposer and seconder of the original motion whether they are prepared to accept the amendments. If they are, this will become the substantive motion. Amendments will include words which have the effect of altering completely the motion.
3. If the proposer and seconder are not prepared to accept the amendments, the Chair will establish whether there is a seconder for the proposed amendment.
4. The Chair will then ask whether there are any further amendments to the original motion and, if there are, will follow the procedure set out at 2 and 3. The Chair will continue this process until all amendments to the motion have been either incorporated into the original motion or listed as amendments to it. When this has been done, the Chair, at his/her discretion, may either proceed to a vote immediately or invite the proposer of the motion and the first amendment to speak briefly to it.
5. A vote will then be taken on the first amendment; in the event that it is lost, a vote will then be taken either immediately or after brief comments as set out in 4 above on the subsequent amendments. In the event that it is carried, the motion will then become the responsibility of the proposer and seconder of the amendment and it will be for them to decide whether to accept any further amendments that have already been proposed.
6. The procedure at 5 will then be followed in respect of subsequent amendments.
7. When votes have been taken on all amendments, the motion (as originally drafted or as amended) will then be treated as a resolution of the Management Committee.