

## Approved by Management Committee 27/11/24

<b>Date Issued</b>	1988
<b>Amended</b>	June 2005, March 2007, October 2009, February 2010, October 2011, September 2016, August 2019, November 2024
<b>Department</b>	Corporate
<b>Title</b>	<b>Standing Orders for the ELHA Group (Management Committee (“Board”), Sub-Committees and wholly owned subsidiaries)</b>
<b>Objective</b>	To outline the Group’s Standing Orders
<b>Responsible</b>	Chief Executive
<b>Next Review Date</b>	November 2029

***Terms defined in the Standing Orders, including the Appendices, will have the same meaning as set out in the Rules, unless otherwise specified.***

### **1.0 Introduction**

The Management Committee will ensure that the business of East Lothian Housing Association Group (“the Group”) is undertaken in accordance with its Rules. To assist in this process the Management Committee has approved Standing Orders, which provide detailed procedures on how the Group’s business is to be conducted in order to comply with its Rules. Our Financial Regulations form part of these Standing Orders, but are held as a separate document for ease of reference.

### **1.1 Structure and Constitution**

The Group has adopted Rules based on the SFHA Charitable Model Rules (Scotland) 2013 for a registered Housing Association. The Rules set out the management and administrative structure of the Group, including the objects of the Group and its authority to establish a Management Committee (which shall be referred to throughout the Standing Orders, including the Appendices, as “the Board”), Sub-Committees and subsidiary Boards of Directors

**1.2** These Standing Orders contain guidance for Members, Board Members, Subsidiary Board Members and staff based on the Rules. The Standing Orders describe the Board and Sub-Committee structures, proceedings, responsibilities and the delegated powers to Office Bearers and senior staff. The Standing Orders provide a flexible framework within which authorised decisions can be taken.

**1.3** The Standing Orders will be reviewed at least every five years.

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### 2.0 Board

#### 2.1 Composition of Board

The composition and powers of the Board are governed by the Rules. The Board shall have a minimum of 7 **and** a maximum (including co-optees) of 15 members. In practice, the Board shall seek to have between 8 to 12 members at any time. The Board can co-opt to the Board anyone it considers suitable to become a Board Member. Co-opted members will not make up more than one third of the total number of Board Members at any one time. The Chair of the Risk & Audit Committee shall be a member of the Board.

One third of Board Members shall (in accordance with Rule 39.2) retire at the end of every Annual General Meeting (which shall be in addition to those Board Members who have to retire due to having been co-opted either to fill a vacancy between Annual General Meetings or co-opted in accordance with Rule 42).

#### 2.2 Chair

The Board Members will elect the Chair and the Vice Chair (who, in each case, cannot be a co-optee under rule 42 of the Rules) on an annual basis at the next scheduled Board meeting held after each Annual General Meeting (see **Appendix 1**). The Chair of the Board shall preside at all meetings of the Board. In the absence of the Chair, the Vice-Chair shall preside. If the Chair and Vice-Chair are not present, then the Board Members present shall elect a Chair for that meeting.

The Chair can decide who can speak and for how long, allowing equal time for each speaker. If a point arises which is not covered by the Rules, the Chair will give their ruling which will be final.

All questions of order arising at any meeting shall be decided by the Chair. If the votes of the Board Members are divided equally for and against an issue, the Chair will have a second and deciding vote.

#### 2.3 Secretary

The Board Members will elect the Secretary on an annual basis at the next scheduled Board meeting held after each Annual General Meeting. The Secretary cannot be a co-optee and should be drawn from the Senior Management Team of the Association (but must not be the individual holding the post of Chief Executive). In an emergency, the Secretary can ask another Office Bearer or employee to carry out the Secretary's duties until the Secretary returns.

The formal responsibilities of the Secretary are to:

- Call and attend all general meetings of the association and all meetings of the Board
- Keep the minutes for all general meetings and meetings of the Board
- Send out letters, notices calling meetings and relevant documents to members before a meeting

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- Attend to administration relating to membership of the Association
- Prepare and send all reports to the Financial Services Authority, The Scottish Housing Regulator and the Office of the Scottish Charity Regulator
- Ensure compliance with the Rules
- Keep the Register of Members and other registers required under these Rules
- Supervise the use of the Association's Seal
- Keep all the books of accounts and receive all contributions and payments owed to the association
- Pay over the contributions and payments received by the Association as instructed by the Board

For the avoidance of doubt, in the absence of the Secretary, another Office Bearer or member of the Senior Management Team can deputise.

### **3.0 Sub-Committees and Steering Groups**

- 3.1** The Board alone has the power to create Sub-Committees and may delegate any of its own powers to such Sub-Committees. Any Sub-Committees must follow the terms of reference given to them by the Board which must be set down in writing.

The meetings and procedures of Sub-Committees will be the same as those of the Board as set out in the Rules. Sub-Committees must also follow any other additional regulations the Board may impose.

The Board must review periodically any Sub-Committees terms of reference and their level of authority.

The Board shall have responsibility for monitoring and evaluating the work of each Sub-Committee.

- 3.2** Co-optees appointed to the Board can also serve on Sub-Committees however they must not make up more than one third of a Sub-Committee. Co-optees do not count towards the number of members needed for a Board or Sub-Committee meeting to take place. They can vote on all matters except those which directly affect the membership of the Association or the election of Office Bearers. This ruling does not apply to steering or working groups as they have limited remits.

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### 3.3 Sub-Committee Structure

The Board has approved a Sub-Committee structure which will include a Risk & Audit Sub-Committee (hereinafter referred to as the Risk & Audit Committee) and a Governance Sub-Committee (hereinafter referred to as the Governance Committee).

### 3.4 Sub-Committee Responsibilities

Sub-Committees have delegated responsibilities and powers to act on behalf of and to report to the Board on specific matters. The Sub-Committee Terms of Reference are contained within **Appendices 4 and 5**.

Any decision made by a Sub-Committee must be reported to the next Board Meeting in accordance with the Rules.

### 3.5 Sub-Committee Membership

Each Sub-Committee will consist of a minimum of three and a maximum of eight elected or co-opted Board Members. In practice, each Sub-Committee shall seek to have between six to seven Members at any time. Any Board Member can volunteer to sit on any Sub-Committee, but they are not under any obligation to do so.

The Chair of the Board may not be a Member of the Risk & Audit Sub-Committee.

Membership of each Sub-Committee will be approved by the Board at their first Board meeting following the Annual General Meeting – decisions shall be made based on the requisite skills and expertise of the relevant individuals.

### 3.6 Chairs

Each Sub-Committee shall have a Chair (“Chair”) who shall be appointed by the Sub-Committee members at the first meeting of the Sub-Committee after the Annual General Meeting (and after appointments to the Sub-Committee have been made by the Board at the first Board meeting following the Annual General Meeting), in accordance with the procedure set out in the Election of Office Bearers (see **Appendix 1**). Co-opted Board Members may not be appointed as Chair. The Chair of the Board may not be appointed as Chair of a subsidiary. Co-opted Board Members can sit on the Risk & Audit Committee. A member of the Senior Management Team will Chair the first meeting following the Annual General Meeting up to the point that a new Chair is appointed.

In the absence of the Chair, Sub-Committee members present shall elect a Chair for that meeting.

### 3.7 Attendance at Sub-Committee meetings

Members of the Association’s Senior Management Team, in agreement with the Chair, can attend any Sub-Committee meeting they deem necessary. Any member of the Board who is not a serving member of a particular Sub-Committee can attend that Sub-Committee meeting with the Chair’s prior agreement. Any such Board Member will not have any voting powers but may participate in the business of the meeting at the discretion of the Sub-Committee Chair.

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### **3.8 Steering / Working Groups**

Ad hoc steering or working groups may also be formed from time to time as determined by the Board. The remit of steering / working groups will be determined by the Board at the time the group is formed, along with the anticipated timescale and reporting requirements.

Steering / working groups may invite non-Board Members onto the group who have specific skills or interests that would help further the group's objectives subject to the prior approval of the Board.

Steering / working groups may meet at a time and place convenient to the group members. Steering / working groups will report directly to the Board for the duration of their existence unless otherwise delegated to a Sub-Committee. Minutes or notes of all meetings will be recorded and regular reports tabled to the Board or delegated Sub-Committee for information and monitoring purposes.

### **4.0 Frequency and Duration of Meetings**

#### **4.1 Duration of Meetings**

The normal duration of meetings of the Board and Sub-Committees shall be two hours, with a maximum extension of thirty minutes by suspending the Association's Standing Orders. This extension of time must be proposed and approved by the Board Members or Sub-Committee members present.

#### **4.2** The Association's Board will agree annually the calendar of all Board Meetings and Sub-Committee meetings for the year. The frequency of meetings will be subject to business requirements but generally will tend to be as follows: Board Meetings - no less than six meetings a year, Sub-Committees and Subsidiary Board meetings – no less than four meetings a year (three, in the case of the Governance Committee).

Meeting dates may be adjusted to accommodate administrative demands with appropriate notice given.

#### **4.3 Notice of Meetings**

Notice of Board Meetings and Sub-Committee meetings shall be sent to Members by the Secretary at least seven days before the date of the meeting. All matters of business for the agenda must be sent to the Secretary by 4.00 pm on the day preceding that on which the notice of meeting is due to be issued.

#### **4.4 Special Board Meetings**

The Chair or two Board Members can request a special meeting of the Board by writing to the Secretary with details of the business to be discussed.

The Secretary will send a copy of the request to all Board Members within three working days of receiving it. The meeting will take place between 10 and 14 days after the Secretary received the request. Only the business for which the meeting has been called may be discussed at a special Board Meeting.

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If the Secretary fails to call the special Board Meeting, the Chair or the two Board Members who requested the meeting can call the meeting. In this case, they must write to all Board Members at least seven days before the date of the meeting. If a Board Member does not receive notice of any meeting (ordinary or special) this will not prevent the meeting from going ahead.

### **5.0 Board Proceedings**

**5.1** Ordinary meetings of the Board will normally be held at the Association's Head Office, or in external offices as notified by the Association. Where necessary, in-person meetings can be attended by members virtually. Not less than six meetings shall be held in each calendar year. Subsidiary Board meetings will normally be held in the Association's offices. Sub-Committee meetings may be held online or in the Association's offices as necessary.

### **5.2 Quorums**

Four elected Board Members shall form a quorum at all Board Meetings, except for the Sub-Committees, where the quorum shall be three Sub-Committee members. The quorum for subsidiary board meetings will be agreed by the Board on the formation of the subsidiary and will normally be at least two directors of the Board. Virtual or in person attendance counts equally towards any quorum.

Co-opted Members of the Board do not count towards the quorum for either Board or Sub-Committee meetings.

### **5.3 Order of Meetings**

The business at Board Meetings, Sub-Committee meetings and subsidiary Board meetings will normally follow the order of the agenda. The Chair can change the order of business at any stage. Matters not on the agenda may be discussed at an ordinary meeting, if the majority of Board Members / Board directors agree to this. The Board / Sub-Committee / Subsidiary Board can adjourn any meeting to another date/time, and, when any adjourned meeting is resumed, the meeting will start at the point at which it adjourned, and unless otherwise agreed by the members present, only items on the agenda for the original meeting will be discussed.

### **5.4 Any Other Business**

If any Board Member, member of any Sub-Committee, Subsidiary Board Member or the Chief Executive (or their nominee) wishes to raise items under "Any Other Competent Business", the Chair and senior staff member of the relevant Board / Committee must be told before the start of the meeting. In all cases the Chair will decide whether or not the item can be raised.

### **5.5 Motions and Amendments**

If a Board Member, member of any Sub-Committee, Subsidiary Board Member or the Chief Executive (or their nominee) submits a motion for inclusion in the agenda as outlined at 5.4 above and is unable to attend the meeting, the item will be included on the agenda for the next meeting.

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If the member does not attend the second meeting at which the item is due to be discussed the item will be dropped. All motions must be relevant to the subject under discussion. In all cases, relevance will be determined by the Chair.

### 5.6 Voting

Voting will be by a show of hands except where a poll is requested, or required by the Rules. All matters except a motion to suspend Standing Orders will be decided by a simple majority. A motion to suspend Standing Orders will require a two-thirds majority. If there is an equal number of votes for and against a decision the Chair will have a second and deciding vote.

### 5.7 Resolutions

Any Board Member, Sub-Committee member or Subsidiary Board Director may, without giving reasons, ask that their dissent from any resolution be recorded in the minutes, providing that the request is made at the meeting at which the resolution has been passed.

Any decision or resolution approved by the majority of the Sub-Committee Members / Subsidiary Board Members present at a Sub-Committee / Subsidiary Board meeting cannot be later questioned by a Sub-Committee member at Board level, unless a Sub-Committee member / Subsidiary Board Director records their dissent. The matter then can be brought up at the next Board meeting.

Other Board Members / Subsidiary Board Directors can, of course, seek points of clarification before the decision or resolution is ratified by the full Board.

Decisions of the Board cannot be questioned by a Board Member until six months after the decision was taken. Board Members can, of course, seek points of clarification before the decision is taken or ratified by the full Board. A review will take place if:

- (i) New legislation or regulations affecting the decision have been implemented; or
- (ii) New facts, which are ruled by the Chair of the meeting to be pertinent, have come to light since the original decision.

### 5.8 Order of Debate

The Chair will decide the order of debate and will endeavour to encourage broad participation by all Board Members / Sub-Committee / Subsidiary Board Members during meetings. They will have the final say in closing any debate.

Any Board Member / Sub-Committee / Subsidiary Board Member may raise a point of order in the course of a meeting. No questions of order will be permitted without the Chair's permission.

### 5.9 It shall be the duty of the Chair of any meeting to ensure that Standing Orders are observed and enforced at that meeting.

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### 6.0 Delegation of Powers

6.1 The Board can delegate authority to Sub-Committees, Office Bearers or staff to ensure that no business is unduly delayed between Board meetings. In the absence of the Board, the Chief Executive is authorised to take all necessary steps to ensure the effective day-to-day operation of the Association in accordance with the Association's Delegated Powers (see **Appendix 3**) and Financial Regulations.

### 6.2 Emergency Powers

In the event of an emergency occurring which needs an immediate decision and is outwith the remit of the Chief Executive, the Chief Executive will liaise with the Chair and Vice Chair (involving a subsidiary Chair where the decision relates to that company), to agree the appropriate action required as set out in the Delegated Powers to Office Bearers and Staff.

### 6.3 Board Responsibilities

A summary of the core functions indicating the key responsibilities of the Board and the delegated powers to Sub-Committees and subsidiary Boards of Directors is set out in **Appendix 2**. These core functions should be read in conjunction with the Rules and the SFHA Code of Conduct for Governing Body Members.

## 7.0 Openness and Accountability

7.1 The Association recognises that it has a variety of stakeholders and needs to demonstrate accountability to all of them. It must conduct its affairs openly and make information publicly available unless there are justifiable reasons for withholding it. The mechanisms by which the Association will demonstrate accountability are contained in the Association's Openness and Confidentiality Policy.

### 7.2 Confidentiality

Housing Associations are required to operate in an open and accountable manner. The Association will endeavour to disseminate information widely to all its stakeholders in different formats. Only information that is of a personal or commercially sensitive nature may be withheld, all in accordance with our Openness and Confidentiality Policy.

### 7.3 Admission of the Public to Meetings

The public may be admitted to general meetings of the Association and also to Board Meetings as observers provided that the prior agreement of the Chair is given and the Board has not voted in favour of the public being removed. The public will be excluded from meetings which discuss confidential matters.

Minutes of meetings will be made available to the public on request in accordance with the Association's Openness and Confidentiality Policy. Any matters relating to procedures, personnel issues, disciplinary action, complaints or any other confidential matters shall be considered as private and not disclosed to the public.



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### **7.4 The Media**

The Association will aim to be as open as possible in responding to enquiries from the media. Public statements in response to media enquiries should in the first instance be brought to the Chief Executive's attention for approval and in sensitive situations the Chair's agreement may be sought before responding.

The Association's staff will have authority to liaise directly with the media with regards to promoting the Association's profile as delegated by the Chief Executive.

### **8.0 Minutes of Meetings**

Minutes will be taken of all Board Meetings, Sub-Committee and Subsidiary Board meetings, and retained in a form available for future reference. The minutes will be presented at the next appropriate meeting and if accepted as a true record, be signed by the Chair of the meeting at which they are approved.

In addition, the Association publishes Board minutes, once they have been approved by the Board.

As these minutes are publicly available, some information may be redacted, for example because it contains personal information about an individual or member of staff. Where a Confidential or Private & Confidential item is discussed, no public minute is published.

### **9.0 Administration and Servicing of Committees**

The Chief Executive has overall responsibility for ensuring that committee papers are sent out timeously for all meetings; that all meetings are serviced by relevant staff, and that appropriate actions are taken in advance of the next meeting.

### **10.0 Declaration of Interests**

#### **10.1 Members Interests**

A Board, Sub-Committee or Subsidiary Board Member must not receive any payment or benefit unless it is permitted by our Entitlements, Payments and Benefits Policy and in accordance with the Rules.

#### **10.2 Declaring an Interest**

If a Board, Sub-Committee or Subsidiary Board Member has a personal or pecuniary interest, direct or indirect, in any matter under discussion, they shall declare that interest to the Board, Sub-Committee or Subsidiary Board as appropriate at the earliest opportunity (normally at the start of the meeting).

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As required by the Code of Conduct, they must leave the meeting whilst the matter they have declared an interest in is discussed.

The declaration of interest will be noted in the minutes of the meeting. Failure to disclose an interest can result in expulsion from the Board, Sub-Committee or Subsidiary Board.

The Association will maintain a register of disclosure of personal interest in respect of all members of the Board and staff in line with guidance from the Scottish Housing Regulator in relation to Schedule 7 of the Housing (Scotland) Act 2001.

### **11.0 Subsidiary Companies**

#### **11.1 R3 Repairs Limited**

R3 Repairs Limited ("R3") is a wholly owned subsidiary of the Association. Pursuant to R3's articles of association, the Association has the right to appoint Directors to the Board of R3 ("R3 Board Members"). The procedure for appointing such Directors is set out in **Appendix 1**.