

STANDING ORDERS & COMMITTEE ADMINISTRATION

SEPTEMBER 2023



LANARKSHIRE
HOUSING ASSOCIATION LTD



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STANDING ORDERS AND COMMITTEE ADMINISTRATION

(*Note Lanarkshire Housing Association hereinafter referred to as LHA)

1.0 MANAGEMENT COMMITTEE

- 1.1 The Management Committee is responsible for ensuring that the Association carries out its affairs in accordance with its Rules, within the provisions of the Co-operative and Community Benefit Societies Act 2014, the Housing Association Act 1985, the Housing (Scotland) Acts 2010 and 2014 and other such relevant legislation and the formal Guidance of the Scottish Housing Regulator.
- 1.2 All Rules as detailed in these Standing Orders are pertaining to the SFHA Charitable Model Rules (Scotland) 2020 governing procedures at General Meetings, Election of Committee and all such Rules will be observed.

2.0 MEMBERSHIP

- 2.1 The Management Committee shall be composed in accordance with the Rules. It will thus comprise **no fewer than 7 and not more than 15 members**, including co-optees. It may fill casual vacancies as the need arises and may co-opt up to 1/3 of its members as persons who shall normally be shareholders to serve on the Committee.

3.0 RESPONSIBILITIES OF THE MANAGEMENT COMMITTEE

- 3.1 The Management Committee shall oversee, control and direct the affairs of the Association to ensure that these are undertaken in accordance with the Rules and aims of the Association.

In particular, the Management Committee will:

- Consider any applications for membership of the Association in accordance with the Rules and Policy of the Association
- ensure that the Association's borrowings are always undertaken in accordance with the Rules, Financial Regulations and Treasury Management Policy
- ensure that the Annual General Meeting and any General Meetings of the Association are called and conducted in accordance with the Rules of the Association

- establish and maintain, for Committee Members and Employees, a Code of Conduct (the National Housing Federation Code of Conduct 2022 adopted in September 2022), which ensures that all conduct is in accordance with the Rules, appropriate Legislation governing the affairs of the Association and the aims and policies of the Association
- delegate powers to the General Purposes Sub Committee which will consist of Chairperson, Vice Chairperson, Secretary and one reserve member for decisions required on an **emergency** basis whereby the issue in question demands a prompt decision outwith the time factor of Management Committee Meetings. Whilst acting by such delegated powers, decisions taken in good faith shall be regarded as such and no recrimination will be made against such parties
- be responsible for appointment and removal of senior staff and for fulfilling the Association's legal and contractual obligations as an employer
- may affiliate on an appropriate legally registered body with respect of its obligations as an employer. **The Governing Body alone will decide on whether or not they should enter into any formal collective bargaining arrangements with a Trade Union**
- may affiliate to S.F.H.A. and/or other such bodies having objectives complementary to those of LHA subject to agreement over any formal constitution
- be responsible for ensuring that recommendations made or directions given by the Scottish Housing Regulator in the course of inspection visits or in the exercise of its other functions are fully implemented

4.0 STANDING ORDERS

- 4.1 The Management Committee will elect its own Chairperson, who will be an elected Member, at the first meeting of the Committee following the Annual General Meeting.
- 4.2 The Chairperson, so elected, will become the Chairperson of the Association until the following AGM.
- 4.3 The Management Committee will also appoint the Secretary of the Association, the Vice Chairperson, Treasurer and any other office bearers at the same meeting.
- 4.4 The Chairperson and other office bearers may be removed from office only in accordance with the Rules. The Chairperson may be re-elected but may not hold office **continuously** for more than **five** consecutive **Annual General Meetings**.

- 4.5 The Management Committee will normally meet monthly and no less than 6 times in each year. Notification of meetings shall be sent by Decision Time no later than **5 days in advance of the meeting**. The notification will specify the date, place and time of such meetings and shall be included in the Agenda.
- 4.6 Any special meetings must be called in accordance with Rule 56.1. Minutes of the previous meeting will normally be circulated in advance for approval. Minutes of the previous Sub Committees' Meetings will also normally be circulated in advance for approval and subsequent consideration of recommendations.
- 4.7 Meetings of Management Committee will be called by the Secretary. The Chairperson will set or agree on the Agenda and will chair the Management Committee Meetings. In the absence of the Chairperson, the Vice Chairperson will chair the meeting.
- 4.8 In the absence of the Chairperson, a Chairperson will be elected for the duration of the meeting in accordance with Rule 59.8.
- 4.9 Any Committee Member wishing to place an item of new business on the Agenda shall notify the Chairperson, in writing of the item they wish to include, 14 days before the date of the appropriate meeting, otherwise proposed items will be dealt with at the discretion of the Chairperson.
- 4.10 The Chairpersons of the Sub Committees shall be empowered to decide the Agenda and will rule whether additional items not included on the Agenda can be considered as **competent business**.
- 4.11 In accordance with Rule 44.3 any Management Committee Member who absents him/herself from four consecutive meetings of the Management Committee **without special leave of absence**, shall cease to be a member of the Committee.
- 4.12 Leave of absence may be granted on formal request by letter or raised under membership issues on the Agenda. Such short term leave may be granted for reasons relating to temporary family/work commitments, illness, extended visits abroad or other exceptional conditions at the discretion of the Management Committee. Such leave **will not normally exceed six months in total** and in any event will automatically terminate at the Association's AGM at the end of June each year. Renewal of leave may be re-instated at the first meeting of the committee after the AGM but the period of leave will not normally exceed a cumulative period of six months.
- 4.13 Any Committee Member wishing to resign will do so in writing to the Secretary.

- 4.14 **FOUR** Committee Members (excluding co-opted members) or such greater number as the Committee shall determine shall form a **quorum**.
- 4.15 In the event of a quorum not being present by **20 minutes** after the scheduled start of the meeting, the meeting will be reconvened a week hence or as soon as practicable at the same time and place.
- 4.16 **All Sub Committees** shall consist of **at least four members** and a quorum shall be **three**.
- 4.17 In the event of a meeting becoming inquorate, after the start, the meeting shall be automatically adjourned.
- 4.18 The Chairperson may, with the consent of a majority of those members present, adjourn a meeting. The following meeting shall be deemed a continuation of the adjourned meeting and any resolution passed at the following meeting shall be treated as having been passed on the date on which it was in fact passed. Notice of an adjournment and of the business to be transacted at a following meeting shall be given to all members.
- 4.19 Decisions taken by the Management Committee will be by a simple majority of the members present. In the event of a tie, the Chairperson will have a second or casting vote, unless otherwise specified below.
- 4.20 In the event of a tie, the Chairperson will have a second or casting vote, unless a ballot or individually recorded vote is demanded. The Chairperson shall declare that a resolution on a show of hands has or has not been carried. An entry will be made recording the votes for and against in the minute of the meeting which shall be conclusive evidence of the fact.
- 4.21 A ballot or individually recorded vote may be demanded (either before or immediately after a vote) by two Committee Members present or may be directed by the Chairperson. The result of such a ballot or individually recorded votes shall be recorded in the Minute of the Meeting. In the event of a tie, the Chairperson will have a second or **casting vote**.
- 4.22 Decisions taken by the Management Committee will stand on record for **6 months** and shall not be discussed, questioned, or put to the vote within that period unless on a resolution supported by two thirds of the Committee Members present. The item raised will, therefore, form an Agenda item for discussion either at a Special Meeting or at the next Management Committee Meeting, which will be at the discretion of the Chairperson.
- 4.23 Staff will attend the Management Committee meetings, and/or submit written reports, as required by the Committee, Chairperson or Secretary. Written reports will be considered by the Management Committee only when circulated in advance, except in exceptional circumstances as approved by the Chairperson or Vice Chairperson.

- 4.24 Subject to space being available observers may be allowed at a meeting. A request from a prospective observer to attend a meeting shall not be unreasonably denied.
- 4.25 Any potential observer wishing to attend a meeting shall give notice in writing to the Chairperson at least 28 days in advance of the meeting and the request must be placed at the meeting prior to the appropriate meeting where the request for attendance is being made. With the agreement of the Chairperson observers may speak on items of business at meetings.
- 4.26 Meetings will close not more than 2 hours from the scheduled start unless a motion to suspend standing orders in this respect is approved by a two thirds majority of those present. This Standing Order may only be suspended twice within a meeting for a period of **fifteen minutes** on each occasion.

5.0 SUB COMMITTEES

- 5.1 Sub Committees will operate under the same general standing orders with the exception of the following;
- The General Purposes Sub Committee will consist of the Chairperson, Vice Chairperson, Secretary and one reserve Committee Member (a total of 4 members)
 - For all Sub Committee meetings, a **quorum** will be **three** members excluding co-opted members
 - The minutes of each Sub Committee will be subject to approval as a true record at the following Management Committee
 - The Management Committee will decide the number, composition and remit of Sub Committees and appropriate delegation of authority
 - The members of the Sub Committee will elect their own Convener annually or as required. He/she will be a member of the Management Committee and will be responsible for convening meetings
 - The Convener will agree the Agenda. In the Convener's absence, the meeting will be chaired by a member elected from those present
 - Sub Committees may co-opt members who are not members of the Management Committee, who are regarded as being able to provide specialist knowledge or expertise. **Co-opted members may not exceed TWO members of the Sub Committee.** They will not count towards a quorum but may discuss and vote on any matters except

those directly affecting membership of the Association or the election of office bearers

- Any member wishing to place an item on the agenda shall notify the Chair of the Sub Committee (Convener) in writing of the item they wish to include at least 14 days before the date of the appropriate meeting. Other urgent issues may be raised at the discretion of the Chairperson if there is majority support to raise the issue under other competent business
- Staff will attend Sub Committee meetings and submit reports as required by the respective Conveners. All written reports should be circulated with the agenda or otherwise distributed separately only with the express permission of the Convener

- 5.2 In the event of a quorum not being present, the meeting will be reconvened if possible. If this is not possible the meeting will be adjourned and all relevant business will be referred to the next available Management Committee meeting. In the event of a meeting becoming inquorate, after the start, the meeting will be adjourned and the remaining business will be placed on the agenda of the next available Management Committee meeting.
- 5.3 Decisions made by the Sub Committee will stand on record for six months and shall not be discussed, questioned or put to the vote within that period unless on a resolution supported by at least two thirds of those members present (to the nearest whole number). Any item so raised may be addressed by the Sub Committee or remitted to the next available Management Committee.
- 5.4 Decisions will be made by a majority of the members present. In the event of a tie the Convener will have a casting vote.
- 5.5 Meetings will close not more than 2 hours from the scheduled start unless a motion to suspend standing orders in this respect is approved by a two thirds majority of those present. This Standing Order may only be suspended twice within a meeting for a period of **fifteen minutes** on each occasion.

6.0 COMMITTEE ADMINISTRATION

A sederunt of all members attending the meeting will be taken, with the member signing their normal signature. Any member who has previously intimated their non-attendance at the meeting should have their apology/leave of absence recorded on the sederunt. This apology/leave of absence will be formally recorded as the first item of business at the meeting.

To ensure good corporate governance, an item for the declaration of interests for Committee Members will be available on every Committee agenda. This will

provide members with the opportunity to register any interest they might have in the business of the meeting, and in doing so ensures that the member would have no part in any decision affecting their particular interest. Further information on this is included in the Conflicts of Interest Policy.

Committee Members wishing to either enter or leave during the course of a meeting should only do so with the permission of the Chairperson. The time of this request should be noted in the formal record of the meeting along with the name of the Committee Member entering/leaving.

During the course of a meeting, it is the responsibility of the most senior officer present to ensure adherence and compliance with Standing Orders. Should it be discovered that Standing Orders have not been complied with at any point in the meeting, the responsible senior officer should bring it to the attention of the Chairperson at the first available opportunity.

Production of the first draft of the formal record of the meeting will be produced within seven days of the meeting having taken place. The final draft of the minute will then be placed before the next Management Committee Meeting for approval.

7.0 REMOTE ATTENDANCE OF MEETINGS

The Association provides Committee Members with the functionality to attend meetings remotely. This option is available for both Management Committee and Sub Committee meetings.

This option has been made available in order to provide Committee Members with greater flexibility and to ease traveling and time restraints which may be experienced when attending meetings in person, or prevent members from attending meetings. Members attending meetings remotely will have the same rights and responsibilities as members attending in person, including full voting rights.

Members of the Management Committee are expected to attend a minimum of two Governing Body meetings in person per annum, encouraging Committee Members to remain connected and allow for in depth discussion that can be lost when attending remotely. There is no minimum requirement for Sub Committee meetings.

Each Committee Member is provided with the appropriate hardware and software to allow remote attendance and measures are put in place by the Association for data protection and security reasons.

8.0 COMMITTEE AND SUB COMMITTEE PROGRAM OF WORKS

An annual program of works is produced and presented to the Management Committee each April, being the first Management Committee meeting of the new financial year.

The program of works details the key agenda items that will be covered during the year and the subsequent date for each item.

A program of works is produced for each Sub Committee and is also presented to the Management Committee each April.