



STANDING ORDERS

<i>Policy executive sponsor:</i>	<i>Chief Executive</i>
<i>Policy responsible officer:</i>	<i>Director of Finance and Business Support</i>
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STANDING ORDERS

1.0 INTRODUCTION

- 1.1 These Standing Orders set out details of the governance structures, procedures and delegations of authority within Viewpoint Housing Association Ltd ('the Association') and any subsidiary entities that may from time to time exist.
- 1.2 These Standing Orders include all appendices referenced within the text. The Scheme of Financial Delegation is one of the appendices to these Standing Orders.
- 1.3 The Standing Orders establish guidelines for the conduct of Viewpoint's business in accordance with its Rules. They provide an agreed flexible framework within which authorised decisions may be taken to enable Viewpoint's aims and objectives to be met.
- 1.4 All statements of policy approved by the Board subsequently shall be complied with, save where they conflict with the Rules of The Association, regulatory or legal requirements, the Code of Conduct or these Standing Orders.
- 1.5 Any or any part of these Standing Orders may be suspended by the Board.
- 1.6 Words and phrases in these Standing Orders shall have meaning given to them in Appendix 1.

2.0 INTERPRETATION OF STANDING ORDERS

The Company Secretary has the responsibility to the Board for the overall governance of the organisation. Advice on the interpretation of these Standing Orders falls to the Company Secretary as does escalation to the Board of any matters of concern.

The ruling of the Chair, failing whom the Vice-Chair, on the advice of the Company Secretary, as to the meaning, effect or application of these Standing Orders shall be final.

3.0 AMENDMENT AND REVOCATION OF STANDING ORDERS

The Board may alter, rescind or add to any part of these Standing Orders by decision of a quorum of Board Members, excluding co-optees, present and voting at a properly constituted Board Meeting.

Where subsidiary entity Boards exist, they may, via the Company Secretary, propose amendments to the Standing Orders at any time.

The Chair, in conjunction with the Chief Executive and the Company Secretary, shall regularly consider the need for, and recommend to the Board, amendments to these Standing Orders. Subsidiaries shall be consulted as appropriate on the effectiveness of the Standing Orders.

4.0 GENERAL MEETINGS

At General Meetings only the business included in the notice calling the meeting may be discussed.

The following matters, together with others reserved to a General Meeting in the Rules, cannot be dealt with by the Board and must be dealt with at the Annual General Meeting of the organisation:

- Consideration of the Chair's report on the previous year's activities
- Adoption of the annual accounts and the auditor's report, which will have first been approved by the Board;
- Election of Members of the Association to the Board;
- Appointment or re-appointment of the external auditors.

5.0 MATTERS RESERVED FOR THE BOARD

The strategic role of the Board is to determine the overall direction and objectives of the Association.

Having regard to its strategic role, the Board's duty is to hold the Executive to account and to ensure that proper and effective controls and systems for running the Association are in place and are implemented.

The following matters are reserved to the Board as part of this strategic role and/or requirements in the Rules of the Association:

- Appointment of the Chair and Vice-Chair;
- Appointment and removal of the Chief Executive;
- Based on reports and advice from the Remuneration Committee, determination of the remuneration and terms and conditions of the members of the Executive;
- Co-option of Members to the Board to fill casual vacancies or on a skills basis and appointment of Board Members to any sub-Committee of the Board;
- Approval of the Association's strategy, Business/ Strategic Plans (including borrowings), Budgets, and any material variations and amendments thereafter;
- All matters requiring determination by the Board in terms of the Business Plan, Budget, or the like expressly reserved for the approval of the Board in terms of these Standing Orders;

- The overall governance framework and stewardship of the Association;
- Overriding responsibility for compliance by the Association with registration criteria, performance standards, guidance and regulatory requirements of the Scottish Housing Regulator and Care Inspectorate;
- Material extension or restriction of the scope of the Association's activities;
- Matters reserved to it by the Scheme of Financial Delegation;
- Matters of doubt or difficulty which involve, or appear likely to involve, major changes in, or departure from, the Strategy, Business Plan or Policies;
- Any matter referred to it by a General Meeting;
- Reference of a matter to a General Meeting;
- The establishment and dissolution of formal sub-Committees of the Board;
- The establishment and dissolution of subsidiary entities and/or their Board and the referral and delegation of business to them;
- Acting reasonably, revocation of any decision, or part thereof, of subsidiary entities or formal sub-Committees of the Association;
- Any granting of security by the Association or subsidiary entity;
- Monitoring Budget and Business Plan outcomes;
- Any other matter reserved to the Board in terms of its Rules or these Standing Orders

Decisions taken on matters reserved to the Board shall be taken based on recommendations made by the subsidiary entities in relation to the following matters, the subsidiary entity's:

- Business Plan, Budget and any material variations thereafter;
- Governance operations;
- Meeting of compliance requirements;
- The establishment and dissolution of formal sub-Committees.

6.0 BOARD STRUCTURE AND REMITS

6.1 The Board structure consists of the following:

- Board
- Finance, Risk and Audit Committee
- Operations Committee
- Remuneration Committee (annual and/or as required)

6.2 The Board may also from time to time establish "short-life" Working Groups to undertake a specific review or project within a specified timetable.

6.3 The remit for the Board and Terms of References for Committees are detailed in the attached Appendices.

- 6.4 The Scheme of Financial Delegation to Office Bearers and to senior staff is detailed in Appendix 6.

7.0 BOARD MEMBERSHIP, MEETINGS AND QUORUMS

7.1 Chairs and Vice Chairs

The roles, the skills, knowledge and experience required, and the procedure for the elections of the Chair and Vice-Chair are set out in Appendices 2A and 2B. The roles, the skills, knowledge and experience required, and the procedure for the elections of the Committee Chairs and are set out in Appendices 2D, 2E and 2F.

7.2 Board Membership

The Board will have a minimum of 7 and a maximum of 15 members.

Any member of Viewpoint, as defined in the Rules, may be nominated and stand for election to the Board. Elections are held at the Annual General Meeting. The nomination and election procedures are explained in the information sent to every member before the AGM. Board Members will be elected in line with Viewpoint's Rules.

Appointment is subject to the Board Recruitment Policy.

Viewpoint will aim to have at least one tenant Board Member.

If vacancies remain after the AGM, the Board may co-opt individuals to bring membership up to the maximum of 15, and/or to bring particular skills or professional experience to the Board. Co-opted members may serve until the next AGM, at which time they will stand down but will then be eligible to stand for election if they are a Viewpoint member and are nominated in accordance with the relevant procedures.

Co-opted members may participate in all the business of Board meetings, except for matters directly affecting Viewpoint membership or the election of Office Bearers.

Viewpoint's Rules describe the circumstances under which:

- a Board Member may be removed from office;
- a Viewpoint member may not be eligible for election or re-election ;
- Membership of the Board will cease.

7.3 Meetings of Boards and Committees

Before 31 October each year the Company Secretary shall publish a calendar of all Board and Committee meetings for the next calendar year.

7.4 Proceedings of Board Meetings

The Board is responsible for running meetings in accordance with the procedures set out in the Rules of the Association. In the absence of the Chair, the Vice-Chair will assume the duties of the Chair. Where there is no Vice Chair or the Vice Chair is also not in attendance, the Board shall elect a member to Chair the meeting. Board Members must adhere to the standards set out in the Code of Conduct during meetings.

Not less than seven days before a Board Meeting, the Company Secretary shall issue to every Board Member:

- a notice calling the meeting and stating the time and place;
- the Agenda; and
- all available reports and other documents referred to and/or to be read in conjunction with the Agenda.

Any report or document not included in the Agenda may, with the agreement of the Chair, whom failing the Vice-Chair, be considered at the relevant meeting, provided that it relates to matters which are, in the view of the Chief Executive and/or the Company Secretary of such urgency or importance that it is desirable that the report or document receives consideration at the meeting. Board Members wishing to have an item included on the Agenda of a Board Meeting to be issued prior to the meeting must give the Company Secretary at least 14 days written notice of such item. The Company Secretary will consult the Chair, whom failing the Vice-Chair, who must approve the item's inclusion.

7.5 Committees

The Board may from time to time establish Committees and appoint their respective Chairs each of whom must be a properly elected Board member. Terms of reference will be set for all Committees, which will include as a minimum the remit of the Committee, its composition and quorums for meetings. All Committees must act in accordance with their terms of reference and responsibilities specified by the Board. The terms of reference of the Chairs of the current Committees are set out as Appendices 5A, 5B and 5C, and the responsibilities and role of the Chairs are set out as Appendices 2D, 2E and 2F in these Standing Orders. Where the context permits and except where otherwise expressly provided, the provisions of these Standing Orders relating to the notice, proceedings and voting of and at Board Meetings shall apply to Committee Meetings. The Board has the right to revoke, in whole or in part, decisions of Committees.

7.6 Frequency of Meetings

The Board will normally meet at least six times annually at generally six weekly intervals. The Chief Executive will prepare a programme for these meetings which will be submitted for approval by the Board before the end of the previous year. Dates of meetings may however be altered, by arrangement between the Chair and Chief Executive.

A special meeting of the Board may be called by a notice in writing given to the Company Secretary by the Chair or by any two other Board Members. The notice must specify the business to be transacted.

The arrangements for holding the meeting are specified in Viewpoint's Rules.

The Finance, Risk and Audit Committee will meet at least quarterly and sufficiently before the following Board meeting to allow any reports and the minutes to be submitted to that Board meeting.

The Operations Committee will meet at least quarterly.

The Remuneration Committee will meet annually unless required to meet at the request of the Board and/or the Chief Executive Officer

7.7 Quorum

The quorum for a Board meeting will be 4 elected Members (i.e. **not** including any Co-optees present or members who have filled casual vacancies).

The quorum for Committees will be 3 elected Members.

If there are insufficient elected Members present to form a quorum within half an hour after the time appointed for the meeting to commence, no business will be transacted and the meeting will be adjourned to either:

- the next meeting of the Board or the Committee due to be held;

OR

- if there are matters requiring a decision before the date of the next scheduled meeting, to the same day in the next week at the same time.

In very exceptional circumstances where there is no quorum and a decision on a particular matter is required that day, the appropriate Chair may authorise the action required, with retrospective approval being given at the next meeting.

7.8 Office Bearers

Viewpoint's elected Office Bearer is the Chair, who will be appointed by the Board each year at a meeting immediately following the AGM, and will serve for one year, unless in the meantime he/she ceases to be a member of the Board.

The Board will appoint a Vice-Chair, who may deputise for the Chair and may be allocated an area of special interest.

Should the Chair's position become vacant during the year, the Board will elect a replacement who will serve for the remainder of that year until the next AGM. Should the Vice-Chair's position become vacant during the year, the Board will choose whether or not to appoint a replacement, or to wait until after the next AGM.

The Chair may serve for a maximum of five years, but is appointed on an annual basis as normal practice.

The roles, the skills, knowledge and experience required, and the procedure for the elections of the Chair and Vice-Chair are set out in Appendices 2A and 2B. The roles, the skills, knowledge and experience required, and the procedure for the elections of the Committee Chairs and are set out in Appendices 2D, 2E and 2F

The Board has delegated the duties and responsibilities of the Company Secretary to Viewpoint's Director of Finance & Business Support

8.0 CONDUCT OF BOARD BUSINESS

8.1 Agenda, Papers and Location

Board and Committee meetings are usually held at Viewpoint's Head Office but can be held at any suitable venue, virtually (e.g. via Microsoft Teams) or a hybrid of physical and virtual as required.

The agenda and papers for each Board or Committee meeting will be sent out by the Company Secretary or the appropriate officer on his/her behalf, not less than 1 week before the date of the meeting. The Company Secretary or officer will agree the composition of the agenda with the Chair and Chief Executive and thereafter will ensure that the agenda and all minutes, reports and papers are produced accordingly.

The Executive will meet to approve all papers on the day before they are due to be issued to allow time for any final adjustments.

The circulation or tabling of "late" papers will only be permitted in exceptional circumstances and with the express permission of the Chair. The Chair may permit the addition of a late item to the agenda if the degree of urgency regarding the matter requires a report to be

received or a decision to be made without further delay and it is not practical to call a special Board meeting.

The proceedings of any meeting will not be invalidated by the non-receipt of the agenda and papers by any Member.

8.2 Chairing of Meetings

Viewpoint's Chair will normally chair Board meetings, unless absent or not able to participate in a particular discussion due to a declaration of interest. In the absence of the Chair, the Vice-Chair will chair the meeting. If there is no Vice-Chair present, the elected Board Members present will appoint one of their number to chair that meeting.

Should the Chair arrive after the commencement of a meeting at which a Vice-Chair or another Board Member has taken the chair, that person will continue to chair the meeting until the agenda item under discussion has been completed, and thereafter will vacate the chair for the Chair, unless the Chair agrees that the existing arrangement should continue for the remainder of the meeting.

The same principles will apply to the chairing of Committees. However, as there is no Vice-Chair, in the absence of the Chair of those Committees the remaining elected Members will appoint one of their number to chair that meeting.

8.3 Length of Meetings & Adjournments

Meetings of the Board, and Committees will not normally continue for more than 2 hours. At the end of that time the meeting will end unless at least two-thirds of those present agree that the meeting should continue in order to conclude the business which requires to be resolved that day.

If there is insufficient support to continue, the meeting will either:

- be closed formally, with the remaining business being added to the agenda for the next scheduled meeting (this option will be followed if there are no matters requiring a decision before the next scheduled meeting);

OR

- be adjourned to the same day and time in the following week to complete the business, if there are matters requiring a decision before the next scheduled meeting.

An adjourned meeting will be regarded as a continuation of the original meeting. All decisions etc. will be recorded as having been made on the date of the additional meeting. No business will be dealt with at the

additional meeting other than the matters not reached or left unfinished at the original meeting.

8.4 Order and Conduct of Business

Meetings will follow the order of the agenda, unless there is a request at the beginning of the meeting for the order to be re-arranged. To be approved, such a request will require the agreement of the majority of Members present.

Any business which is not on the agenda, but which a Member, the Chief Executive or a Director wishes to raise (normally under Any Other Competent Business - AOCB), will only be added to the agenda if a request is submitted at the beginning of the meeting with the agreement of the Chair. Urgent items of a serious nature will automatically be accepted. However AOCB should never be used to table late papers (see Point 8.1).

Should consent to add the item be withheld, the business may be included in the agenda for the next scheduled meeting.

All speakers will address the Chair, and all other Members will observe order when a Member is speaking. The time limit for individual speakers, and for the discussion of a particular item, will be at the discretion of the Chair.

8.5 Declaration of Interest

Viewpoint has an Entitlements, Payments and Benefits Policy which applies to all Board members and staff.

At the beginning of each meeting, all Members will be asked to declare whether or not they have an interest in any of the items on the agenda.

Any Member who declares an interest will take no part in the discussion or decision on the item(s) concerned, and may also be requested to leave the meeting for the duration of the item(s).

Any declaration of interest will be recorded in the minutes of the meeting and in Viewpoint's Register of Interests.

8.6 Decisions and Voting

The Board or Committee will normally seek to arrive at decisions by consensus.

Where consensus is not achieved, or where a formal vote is required due to the nature of the item under consideration, voting will normally be by show of hands. A simple majority of those present and voting will decide the matter, except where Viewpoint's Rules require a different

majority. In the event of a tie, the Chair will have an additional (casting) vote.

Any Member present may propose that a vote be taken by secret ballot. The proposal to hold a secret ballot will require a seconder. There will be no discussion of the proposal and it will be voted on by show of hands. A secret ballot will be held if a simple majority of those present and eligible to vote on the matter vote in favour.

Co-opted members will not be included or counted if the matter under consideration is one on which they are not entitled to vote (see para. 3.1).

8.7 Points of Order

Any Member may raise a point of order at any time during a meeting. The Chair shall decide all questions of order, and their ruling will be final. No other Member will be able to speak to the point of order unless with the Chair's consent.

8.8 Suspension of Standing Orders

These Standing Orders may be suspended if two-thirds of the Members present vote in favour of a motion for suspension, which has been formally proposed and seconded.

8.9 Confidentiality

All matters discussed at any meetings will be regarded by both Members and any staff present as being in strict confidence.

8.10 Minutes

The Company Secretary will be responsible for ensuring that the business of each Board and Committee meeting is properly minuted, and copies provided for the Board and Committee members respectively.

Minutes should be prepared by the minute-taker and passed within 7 calendar days of the meeting to which they relate to the Company Secretary for Executive Team review. Thereafter, the minutes shall be passed to the relevant Chair for their review within a further 7 calendar day period. Thereafter, draft minutes may be circulated to the Board or Committee. The minutes, whether yet approved or not by the relevant Committee, shall be available for submission to the next Board Meeting where more than 14-days exists between the two meetings.

Any Board Member or Committee Member can request that his or her dissenting view be recorded in the minutes of the Board Meeting or Committee Meeting.

The Company Secretary will make arrangements for the safe storage of all Board and Committee minutes for a period of at least 10-years.

The minutes will include:

- the names of Members present, any staff and others in attendance, the time they joined the meeting if late and the time they left if leaving early and any apologies received;
- approval of the minutes of the previous meeting;
- a description of each item of business considered, the major points raised in any discussion and the Board, or Committee's decision on each item;
- the names of those proposing and seconding any motion or amendment;
- the result of any vote, whether by show of hands or secret ballot;
- any declaration of interest by a Member;
- any registration of dissent made by a Member against a decision reached.

Any Member may raise any matter arising from the previous minutes, which does not appear on the agenda for the current meeting, subject to the provisions of the following paragraphs.

A Member of the Board or Committee, who was not present at a particular meeting of that committee, may request clarification of a point in the minutes at the following meeting, but may not re-open the discussion on any item where a decision was made at the previous meeting.

A Board Member who is not a member of the Committee may request clarification of a point in the Committee minutes but may not re-open the discussion on any item, except where the Committee has referred an item to the Board for consideration and/or a decision.

8.11 Board Members' Conduct

In conducting Viewpoint's business, Board Members will adhere to these Standing Orders, to Viewpoint's Rules and the SFHA's Code of Conduct for Governing Body Members which have been issued to all Board Members. The Company Secretary will ensure that each year, following the AGM, Board Members will be asked to re-sign the Code of Conduct for Governing Body Members.

The Board will not take a decision, which contravenes current legislation, statutory regulations and approved Codes of Practice, except where contravention is unavoidable. (e.g. a Code of Practice, which might be taken into account by an Employment Tribunal).

8.12 Urgent Actions

Between Board Meetings or Committee Meetings the Chief Executive (or in his or her absence, his or her delegate) is authorised, where agreed by the Chair (or in his or her absence, the Vice-Chair or a Committee Chair), to take such action as may be considered necessary concerning urgent matters otherwise reserved to a Board or a Committee. Any such action shall be submitted for ratification at the next Board Meeting or, where appropriate, Committee Meeting.

Urgent actions, by definition, should not be the norm and should only occur by exception.

8.13 Returning Officer

The Company Secretary is the returning officer in relation to elections, where applicable, of Chairs, Vice-Chairs or Board members.

8.14 Admission to Public Meetings

Members of the public will only be admitted to General Meetings, Board Meetings or Committee Meetings either by invitation or approval by the Chair of the Board or Committee. They will not be allowed to participate in the meeting unless asked.

9.0 Delegations to the Chief Executive

Subject to the express reservations to the General Meeting, the Board and to the Association's Committees set out in these Standing Orders, the Chief Executive is authorised and empowered to manage the Association, and any subsidiary entities, and to direct their operations. The Chief Executive is responsible and accountable to the Board.

Subject to the express reservations to the General Meeting, the Board and to the Association's Committees set out in these Standing Orders, the Chief Executive is responsible for the effective implementation and operation of Standing Orders, including the Scheme of Financial Delegation.

Duties of the Chief Executive include, but are not limited to:

- Providing strong leadership and direction for the Association, fostering a culture which reflects the Association's organisational values;
- Providing for Board approval, and subsequently implementing, the overall business strategy of the Association and developing and implementing strategies which underpin delivery of the Association's overall business strategy;

- Delivery and management of the overall Budget and Strategic Plan approved by the, Board, ensuring the ongoing financial viability of the Association;
- Ensuring that there are robust and effective business and strategic planning processes in place, which take into account the key opportunities and risks of the Association;
- Ensuring that a strong performance management framework is embedded throughout the Association to deliver performance improvement and regularly reviewing performance against targets set by the Board;
- Ensuring that there is a system in place for identifying and managing risk within the Association and having strong systems of internal control
- Determination of the overall staffing structure and approval of pay and reward arrangements for all staff, excluding his or herself and Executives, within the Association's Business Plan assumptions;
- Developing and maintaining strong strategic partnerships with key stakeholders on behalf of the Association;
- Driving innovation in the way the Association develops and delivers its services and works with partners; and
- Providing the Board and its Committees with clear and concise information on the performance of the Association.

The Chief Executive may, consistent with these Standing Orders, including the Scheme of Financial Delegation, delegate such powers, responsibilities and authority to such members of staff of the Association as the Chief Executive may from time to time determine.

The Chief Executive shall be responsible for agreeing the delegations to other Executives, consistent with the delegations granted to the Chief Executive by the Board.

The Chief Executive is responsible for the interpretation and implementation of Policies and exercising delegations to any subsidiary entities as he or she sees fit.

The Chief Executive is responsible for setting a framework for the Scheme of Non-Financial Delegation for the Association. Where there is no express reservation to a Board or Committee on a non-financial matter, it shall be assumed that the Chief Executive has the delegated authority to act in relation to such matters as he or she deems appropriate.

10.0 Conclusion

10.1 Review of Standing Orders

The Company Secretary will ensure that the Board reviews these Standing Orders annually.