



Standing Orders & Responsibilities

Committee & Association Accountability

1.0 Committee and Association Accountability

- 1.1 Linstone Housing Association Limited is registered under the Industrial and Provident Societies Act 1965 Charitable Model Rules (Scotland).

Linstone's broad statutory objectives and its authority to establish Committees and Sub-Committees are derived from the above Rules.

Our strategic objectives are agreed yearly and reflected in our Internal Management Plan and Business Plan.

- 1.2 The aim of this document is to provide an easy reference for Committee Members and Staff.

The Standing Orders emphasise and highlight the Association's Rules but do not supersede these or reduce their force.

It is not possible to provide guidance to deal with every contingency, but Standing Orders provide a framework within which decisions can be taken.

- 1.3 Re-appraisal and re-adoption of these Standing Orders will be carried out on a regular basis by the Association as part of its Policy Review Timetable.

2.0 Responsibilities of the Management Committee

The Management Committee is directly responsible for;

- **Control**
Exercising proper control over the Association's activities. It must ensure that all operations comply with published Performance Standards; Good Practice Guidelines, Legislation and Regulatory requirements. Generally it does this through its Chief Executive and Directors.

- **Strategic Objectives**
Establishing Strategic Objectives and monitoring achievement of these by setting Performance Indicators.
- **Budgets**
Approving the annual Budget and the Annual Accounts prior to publication.
- **Delegation**
Establishing, monitoring and periodically reviewing a framework of delegation and systems of control.
- **Office Bearers**
Overseeing, controlling and directing the Office Bearers of the Association to ensure that their actions are undertaken in accordance with the rules and aims of the Association.
- **Share Membership**
Promoting and encouraging Share Membership and will consider and admit new members to the Association in accordance with the Rules and Policies of the Association.
- **AGM**
Ensuring that the Annual General Meeting and any General Meeting of the Association is called and conducted in accordance with the Rules of the Association. At each AGM generally one third of the Management Committee will stand down and be eligible for re-election. No election is required if those standing for election or re-election would bring the total number on Committee to a maximum of 15.
- **SFHA Code of Conduct**
Ensure that its Committee members and employees, adhere to the published Codes of Conduct.

- **Delegation to Sub-Committees**

Delegating any of its powers to permanent or “ad hoc” Sub-Committees consisting of such Committee members and other persons, and Office Bearers and Staff, as it thinks fit, to carry out such functions. The Management Committee shall ensure that such Sub-Committees, Office Bearers and Staff conform to the instructions given to them (in as much as they are not ultra vires, i.e. operating outside their powers).

Sub Committees will generally be responsible for interviewing prospective consultants/making recommendations to the main Committee regarding their appointment.

- **The Employer Function and Affiliation to EVH**

The appointment and removal of staff and for fulfilling the Employer Function role. The recruitment and appointment of Staff is delegated to the Chief Executive. Two members of the Management Committee will be involved in the selection and appointment of the Chief Executive and the Directors.

- The Committee will affiliate the Association to the Employers in Voluntary Housing (EVH) and any other body having similar objects, in respect of the Association’s responsibility as an Employer.

- **Disciplinary Action**

Ensuring that any disciplinary action taken towards staff is in accordance with the EVH or other such body.

- **Affiliation to SFHA**

Affiliating the Association to the Scottish Federation of Housing Associations and to any other appropriate organisations having objects similar to those of the Association.

- **Audit Visit Recommendations**

Ensuring the Association implement directions and recommendations made by Communities Scotland in the course of monitoring visits, or its other regulatory functions.

The Committee makes recommendations to the AGM in relation to the appointment and removal of Auditors.

- **Amendment to Rules**

Recommending amendments to the Rules of the Association for approval by a General Meeting of the Association, by Communities Scotland and by the Registry of Friendly Societies.

- **Authorised Signatories**

Delegating in line with Financial Procedure authority to its Senior Employees i.e. Chief Executive and Directors to act as authorised signatories for the purposes of day to day operation of the Business.

- **Policy Review**

Agreeing the Association's policies. Reviews will be undertaken on a regular specified basis by Senior Staff for the approval of the Committee. A timetable will be provided for this purpose, as part of its Policy Review Mechanism.

3.0 Management Committee Standing Orders

3.1 The Management Committee

The Management Committee will comprise not less than seven persons or more than 15 members, (inclusive of co-opted members).

If the members fall below seven, the Committee can act by a majority of its remaining members for a maximum period of two months.

If at the end of two months the vacancies are not filled to a maximum of seven, then the Committee powers are restricted to the filling of such vacancies.

- 3.2 Co-opted persons shall not comprise more than one third of the committee at any one time and attendance of such persons at meetings of the Committee shall not count towards determining a quorum as defined in Rule 47 of the Model Rule Book. Four Committee Members will determine a quorum.
- 3.3 Places on the Committee not filled at the AGM can be filled by a suitable person co-opted by the Management Committee. Co-optees can take part in the deliberation of Committee and vote on all matters except membership and election of officers.
- 3.4 A casual vacancy occurring on the Committee during the year due to a member vacating office may be filled under Rule 42. That person shall be a Committee Member within the Rules until the next AGM.

A casual member is someone who fills a vacancy which occurs as a result of an elected member standing down between AGM's. The person filling the vacancy has full voting rights but must stand at next election.

- 3.5 The Management Committee will elect its Office Bearers (Chairperson, Vice Chairperson and Secretary) at its first meeting held immediately after each Annual General Meeting.
- 3.6 **Voting Rights**
All members of the Management Committee will have equal voting rights with the exception of the Chairperson who will also hold a casting vote for use in the event of an equal balance of votes.

3.7 Meetings

Meetings of the full Management Committee of Linstone Housing Association Limited, hereafter referred to as the Committee, shall be held at dates agreed within the full Committee. Not less than six meetings shall be held in each calendar year.

All speakers shall address the Chair. The selection of, and time limit for speakers, shall be at the discretion of the chair.

3.8 Notice of Meetings

Notice of all Committee Meetings shall be sent to members not less than seven days before the date of the meeting (Rule 53).

Agendas for Management Committee Meetings shall be prepared by the Chief Executive in consultation with the Chairperson.

Generally, all matters of business for the Agenda shall be in the hands of the Chief Executive by 4.00pm, eight days prior to the date of the meeting (Rule 54). Special Meetings, of the Committee shall be convened in accordance with the Rules of the Association (Rule 50)

Agendas for a meeting of a Sub-Committee shall be sent to all members of the Management Committee, including those Committee Members who do not normally attend the Sub-Committee in question. The Sub-Committee only will receive accompanying Reports and Correspondence.

3.9 Chairman of the Meetings

With reference to Rule 26(A), if the Chairperson is not present or unwilling to act at the start of the meeting, the members of the Committee present shall elect one of their numbers to be the Chairperson of the meeting.

Normally we would expect members to elect in the following order: (a) Vice Chairperson; (b) Secretary. Failing this, then a member elected from the members present will preside for the meeting.

3.10 Business to be Discussed

The Committee may vary the order of business so as to give precedence to business of special urgency transmitted to the Secretary in writing as per Rule 54. The term urgency shall be interpreted by the Chairman.

3.11 Order of Business

The Order of Business shall normally follow the order of the Agenda but the Chairperson shall have the power to alter the Order of Business at any stage.

The Agenda will normally include:

- A. Apologies
- B. Minutes and matters arising from previous meeting and adoption of these
- C. Sub-Committee minutes and matters arising from these
- D. Declaration of Interest
- E. Health & Safety Issues
- F. Performance and other relevant reports from Chief Executive, Finance & ICT Services Director, Operations Director, Technical & Development Services Director, Corporate Services Director.
- G. Remainder of Agenda and AOCB

3.12 Apologies

Members should note the 4 consecutive meetings Rule 44(B) in the Model Rule Book. Committee members, given this rule, where possible should seek a leave of absence in the event they are aware of prolonged absence.

Failure to obtain special leave of absence, will result in termination of Committee Membership.

In addition any member wishing to write to the Committee via the Chairman should ensure that this is submitted to the Association's Chief Executive at least two clear days prior to the said meeting.

Committee Members should submit Apologies to the Chief Executive prior to the meeting.

3.13 Minutes

The Minutes of the Committee shall be prepared by an employee of the Association under the direction of the Chief Executive or designated Director. At all Management Committee meetings the Minutes of the previous Management Committee and Sub-Committee meetings shall be submitted for ratification. The Minute shall be held as a correct record of the decisions taken at such meetings, subject to any amendments approved by the Committee. The Minutes require to be proposed or seconded by the members present.

Once approved the Minutes will be signed by the Association's Chairperson as being approved. In the event that a quorum is not present, the Minute will be noted and deferred to the next available Management Committee meeting.

3.14 Quorum

A quorum shall be four for an ordinary meeting; co-opted members will not count towards a quorum. If at the time of the meeting a quorum is not in attendance a period of 30 minutes should be allowed for late arrivals. If after 30 minutes a quorum of members is not present, the meeting will stand adjourned. If at any time during a meeting it is found that a quorum is not present, the process shall be adjourned.

3.15 Motions and Amendments

All motions and amendments must be relevant to the subject under discussion. Motions may be moved by a member of the Committee. A motion shall fail unless it can find a seconder. Motions for any amendments which are not seconded shall not be discussed or put to the meeting or printed in the minutes. After a motion has been made and seconded, any member wishing to move an amendment may do so by stating its terms to the meeting, (this also needs to be seconded or it will fail).

No motion after it has been made or intimated shall be withdrawn except by leave of the seconder. When a number of amendments are before the meeting the Chairperson shall follow the undernoted procedure.

Amendments shall be taken in order of intimation; one amendment shall be disposed of before another is moved. If the first amendment is carried it becomes the motion; where upon any further amendment may be moved.

3.16 Order of Speaking

The Chair of the meeting shall determine the order of debate.

All members of the Committee wishing to speak must do so through the Chair, confining his/her remarks to the matter before the meeting. The proposer of any motion will have the right to reply before a vote is taken, but may not introduce any new matter at that stage. After the proposer has exercised his/her right of reply, only points of order can be raised.

3.17 Power of Chairperson

Deference should at all times be paid to the authority of the Chairperson. When she/he speaks the member shall cease to do so. It shall be the duty of the Chairperson to preserve order and to ensure that members obtain a fair hearing.

The Chairperson shall decide all matters of order competency and relevancy and each ruling shall be final and shall not be open to discussion. The Chairperson shall also decide between two or more members wishing to speak by calling on the member whom she/he observed first to raise their hand.

The Chairperson shall be entitled, in the event of a disorder arising to adjourn the meeting to a time she/he may then or afterwards determine and her/his leaving the chair shall indicate that the meeting is adjourned.

The Chairperson will have both a deliberate vote and a casting vote.

The Chairperson may restrict the amount of time spent on any item of business.

3.18 Dissenting Member

After a formal Committee vote has been taken and recorded any member who dissents with any decision of the Committee may ask to have her/his dissent recorded in the minute.

3.19 Invitation to Speak

Any member wishing to speak must first raise her/his hand and await the invitation of the Chairperson.

3.20 Voting

A vote may be taken by calling the roll of those present, by ballot or by a show of hands, as may be decided by the majority of the members present and voting. Prior to a vote the Chairperson will ask those present to decide on method of voting to be used.

3.21 Suspension of Standing Orders

Any of the Standing Orders upon a motion being made at any time during a meeting may be suspended in regard to any business at such a meeting provided that the said motion shall be held to be carried by two thirds majority of the members present and voting.

3.22 Changes in Policy

Any policy decisions taken at a meeting of the Committee will be regarded as the policy of the Committee and will remain as such until formally altered by the Committee.

3.23 Election of Office Bearers

A meeting of the Committee shall take place immediately after the AGM to elect the Chairperson. This meeting shall be presided over by the Chairperson of the outgoing Committee or Secretary. The order of business for the meeting would normally be as follows:

- Election of Chairperson
- Election of Vice Chairperson
- Election of Secretary
- Election of Sub-Committee Members
- Dates of Management Committee Meetings

3.24 Co-options

Co-opted members including casual vacancies shall not hold any Office Bearers position within the Association. They shall not form part of any quorum or be eligible to vote on membership of the Association or election of its officers.

A Co-optee is someone who is unelected but is invited to fill a vacancy on the Committee which has not been taken at the AGM. He/she must stand at the next AGM.

3.25 Resignations

Any Committee member wishing to resign their post shall write to the Chairperson or Vice Chairperson at the registered office indicating their reasons. The resignation shall be noted in the next set of Committee minutes and that post on the Committee declared vacant.

4.0 Sub Committee Structures, Powers and Remits

- 4.1 The Association may set up Sub-Committee's in order to increase the accountability to the Association's members.
- 4.2 Each Sub-Committee will have a Chairperson and Vice-Chairperson and can co-opt additional members if required. Any member of the Management Committee who is not a serving member of a particular sub-committee can attend any sub-committee if she/he so wishes. However, participation in the business of the meeting is at the discretion of the meeting Chairperson with the member having no voting rights.

- 4.3 The Sub-Committees will have formal Agendas and Minutes circulated and prepared in ample time before meetings, together with a clear format for both written and verbal reporting from staff.
- 4.4 Each Sub-Committee may have Delegated Authority on specified matters to act on behalf of and report to the Management Committee.
- 4.5 Each sub-committee will be composed of at least three members of the Management Committee and can include casual vacancies and up to two co-opted members in accordance with the Association's Rules. Two committee members shall form a quorum.
- 4.6 Any member of the Management Committee can volunteer to sit on any Sub-Committee. Membership of any Sub-Committee including co-options is subject to the Management Committee's approval.
- 4.7 Each Sub-Committee will appoint its own Chairperson and Vice-Chairperson at its first meeting after each AGM. The Sub-Committee will be served by the Chief Executive or Director as appropriate.
- 4.8 Other relevant members of staff may be invited to attend Sub-Committee meetings as required by that Sub-Committee.
- 4.9 The remit of a Sub-Committee is the definition of all the areas of Association business to be dealt with by the Sub-Committee. The powers of the Sub-Committee are those issues on which the Sub-Committee can make and implement a decision without reference to the main Management Committee.
- 4.10 Generally Sub-Committees will deal with day to day operational issues and the development of policy. Only major and strategic operational issues would be referred to the Management Committee. All policies approved by the Sub Committees require the ratification of the full Management Committee.

- 4.11 The conduct of Sub-Committee with regard to the order of business, agendas, presence of Chairperson and motions meetings should follow that of the main committee. A quorum for an ordinary meeting shall be two.

5.0 Declaration of Interest

- 5.1 If any member or employee has a personal or pecuniary interest, direct or indirect in any matter under discussion at a meeting by the Committee of a sub-committee, he/she shall declare that interest before the meeting or if unable to do so as soon as practicable after the commencement of the meeting. He/she will leave the room and take no further part in the matter under discussion (Rule 46).

6.0 Confidentiality

- 6.1 All matters discussed at Committee or Sub-Committee meetings shall be treated in strict confidence by Members and Employees in attendance. This confidentiality can only be relaxed by agreement of the Management Committee.

7.0 Delegations of Power to Office Bearers & Officials

- 7.1 General Principles
It is recognised that to effectively carry out the Association's work decisions will need to be taken without awaiting Committee or Sub-Committee approval.

Linstone's scheme of Delegated Authority for staff is included as part of its Financial Procedures.

The basis on which Office Bearers can exercise delegated powers is detailed below.

The purpose in approving this scheme of Delegation of Powers is to ensure that the work of the Association is not unnecessarily delayed for decisions which are clearly within the terms of Association Policy.

The Office Bearer must seek to use these delegated powers to maintain progress in various areas of work, provided no policy decisions are taken or major financial commitments extended into without the prior approval of the Committee or appropriate sub-committee.

7.2 Chairperson

The Chair of the Management Committee in consultation with the Chief Executive, shall have discretion, to authorise such actions or urgent decisions as may be necessary to avoid delays in progressing work of the Association.

All matters thus authorised shall be reported to the following meeting of the Committee.

The Chair shall be authorised to represent the Association at promotional events and to arrange for others Committee or staff to attend as appropriate. Attendance at these events should be reported to the next Committee meeting.

7.3 The Chair and Secretary

All discretionary authority delegated to the Chair shall be delegated to the Vice Chair or Secretary as a substitute in the absence of the Chair. All matters thus authorised shall be reported to the following committee meeting. Notwithstanding the foregoing, the Secretary shall have authority for carrying out the duties of Secretary as laid down in the Association's Rules and for ensuring the proper completion and scripting of all legal documents.

In circumstances where the Secretary is unavailable to carry out his/her functions the Committee, or in an emergency the Chair, may appoint an officer or employee to carry out the Secretary's function temporarily.

7.4 Emergency Arrangements

Where an urgent situation arises – generally in relation to Policy or Financial Matters then the Chief Executive would normally send a brief written summary to Committee, seeking their views. If extreme urgency/timescales prevent the above course of action then Chief Executive would consult with Chair/Vice Chair and agree the appropriate action to be taken.

The matter would then be reported and discussed and minuted at the next Committee meeting.