



STANDING ORDERS

1. Overview

The Association's Standing Orders are largely drawn directly from its Rules and set out how Board business will be conducted. The relevant requirements are that the Association should operate in accordance with its Rules and that the Board should conduct its business with honesty and integrity complying with the values of good governance as outlined in the Scottish Housing Regulators, Regulatory Standards of Governance and Financial Management. The remit of the Board which identifies its responsibilities and key functions is set out at Appendix 1. The specific responsibilities of Board members are detailed in Appendix 2.

In order to ensure good governance of the Association the Board has put in place these Standing Orders to enable its business to be managed efficiently and effectively.

2. Board Procedures

The Chairperson

The Chairperson of the Board shall preside at all meetings. In the absence of the Chairperson, the Vice-Chairperson shall preside. In the absence of both the Chairperson and Vice-Chairperson, the members of the Board present at the meeting shall elect a Board member present to be the Chair of that meeting. All questions of order arising at any meeting shall be decided by the Chairperson of the meeting. The Chairperson shall have both a deliberative and a casting vote. The role description of the Chairperson and Vice - Chairperson are set out in Appendix 4 and 5.

Meetings of the Board

The ordinary meetings of the Board shall be held at least once every two months; in accordance with a rota of suitable dates to be agreed at the end of each calendar year. A special meeting of the Board may be called by a notice in writing given to the Secretary by the Chairperson or by two Board members specifying the business to be transacted. Any such special meeting shall be called in accordance with Rule 51 and shall be held within 14 days of receipt of the notice by the Secretary and no business shall be transacted at the meeting other than that specified in the notice.

Notice of Board Meetings

Notice of ordinary Board meetings shall be sent to Board members by the Secretary not less than seven days before the date of the meeting. All matters of business for the Agenda shall be in the hands of the Secretary by 4pm on the day preceding that on which the Notice of Meeting is due to be issued. Notice of a special meeting of the Board shall be sent to Board members at least seven days before the date of the meeting. Proceedings at any meeting shall not be invalidated by any accidental omission to send notice of the meeting to any members.

Business at Board Meetings

The business at Board meetings shall normally follow the order of the Agenda, but the Chairperson shall have the power to alter the order of business at any stage. With the consent of the members present, business not on the Agenda may be transacted at an ordinary meeting but not at a special meeting. The Board shall have the power to adjourn any meeting to such a date and time as it, or the Chairperson, may determine. When the adjourned meeting is resumed, the proceedings shall commence at the point at which they were adjourned and shall extend only to items on the Agenda for the original meeting.

Any Other Competent Business

If any Board member or the Chief Executive wishes to raise items in relation to a matter of urgency, and accepted by the majority of the meeting as such, the Secretary must be advised accordingly as early as practicable before the meeting. It shall be at the sole discretion of the Chair of the meeting in question as to whether or not the item(s) so raised shall be considered. Items of other competent business must be related directly to the functions of the Board and require a decision by the Board. Points of information or order will not be deemed to be relevant or competent business and shall not be considered.

Quorum

Four Board members or such greater number as the Board shall determine will form a quorum for a Board meeting. The Board shall not have any of its normal powers unless a quorum is present. The presence of co – optees will not be counted towards the establishment of a quorum for Board or committee meetings.

Minutes

The Secretary, or nominated deputy, in consultation with the Chair of the Association shall prepare minutes of Board meetings and these minutes shall be submitted to the following ordinary meeting of the Board. Where they have previously been circulated, the minutes shall be treated as read. Where they have not been previously circulated, Board members shall be given time to read the minutes before the Board is asked to approve them.

Voting

Voting shall normally be by a show of hands but shall be by secret ballot if such a procedure is requested by one third of the members present at any meeting. A simple majority shall be sufficient to determine any matters, except in the case of a motion to suspend Standing Orders, where a two thirds majority of the members

present in favour of the motion shall be necessary. In the event of equality of votes the Chair of the meeting shall have a casting vote in addition to his/her deliberative vote. Any member of the Board may, without giving reasons, ask that his/her dissent from any resolution be recorded in the minutes, provided that the request is made at the meeting at which the resolution has been passed.

Notices of Motion

Notices of motion may be given at an ordinary meeting of the Board for consideration at the following ordinary meeting, or in writing to the Secretary not later than 4pm on the day preceding the date on which the Agenda is to be issued. If the members giving notice of the motion is absent when the motion arises to be considered, it shall be placed on the Agenda for the following ordinary meeting. If the member is again absent on that occasion, the motion shall fall.

Motions and Amendments

All motions and amendments must be relevant to the subjects under discussion. The Chair of any meeting shall have the power to rule out of order any motion or amendment that is, in his/her opinion irrelevant or incompetent. Any motion or amendment must be proposed and seconded before being put to the meeting.

Order of Debate

The Chair of the meeting shall determine the order of debate and a member shall not normally be permitted to speak more than once on the same issue, unless to reply to a question or with the permission of the Chair of the meeting. The proposer of a motion shall have the right to reply before a vote is taken but may not introduce any new matter at that stage. After the proposer of the motion has exercised his/her right to reply no other member shall speak on the question unless to raise a point of order. All speakers shall address the Chair and all members shall observe order in such circumstances. The selection of, and time limit for, speakers shall be at the discretion of the Chair.

Points Of Order

Any member may raise a point of order in the course of a meeting and all questions of order shall be decided by the Chair of the meeting. No other member shall be permitted to speak to the point of order unless with the Chair's permission.

Motions Contradictory to Previous Decisions

A motion which is contradictory to a previous decision of the Board shall not be competent within six months from the date of adoption of such a decision unless such a motion has been given in writing, signed by one third of the Board members and is specified in the Agenda for the meeting.

Declaration of Interest

If any member or officer has a personal or pecuniary interest, direct or indirect, in any matter under discussion at a meeting of the Board, he/she shall declare that interest as soon as practicable after commencement of the meeting. The Association's Rules state that the Board member will be required to leave the meeting while the matter is discussed unless the Board agree that in the

circumstances it is appropriate for the member to remain. In any case, they will not be allowed to vote on the matter or to stay in the meeting while any vote on the matter is being held.

In order to facilitate this, the agenda for every Board and committee meeting will include a standing item entitled "Declarations of Interest". This item will be placed on the agenda immediately after the opening item "Apologies for absence". The procedure for dealing with actual or potential conflicts of interest is set out in the Association's policy on Declarations of Interests by Board members.

Confidentiality

All matters discussed at Board meetings shall be treated in strictest confidence by members and officers in attendance whether or not a particular matter is specifically described as confidential. Breach of confidentiality will be considered a breach of the Association's Code of Conduct for Governing Body members.

Committees and Working Groups

The Board is empowered to appoint committees and working groups, as it may deem necessary, to consider different aspects of the Association's business from time to time. The Board has only one committee at present; the Audit Committee. The remit of the Audit Committee and the responsibilities of the Chair of the Audit Committee are set out in Appendix's 3 and 7 respectively.

At its first meeting after each Annual General Meeting the Board shall agree the membership of both the Audit Committee and any committee. In order to comply with best practice in governance no committee will be chaired by the Chairperson of the Association but the Chairperson will be entitled to serve as a committee member or attend any committee meetings as an observer. A quorum for committees will be three members. All committees shall be bound by the provisions of the Association's Standing Orders.

Closure of Meetings

No meeting shall continue for more than two hours beyond the time for which the meeting is called unless with the approval of at least two thirds of the members present after the expiry of that time, and the approval of the suspension of Standing Orders. A meeting shall be automatically adjourned after four hours from the time for which it was called and shall resume on such date and time as the meeting shall decide.

Suspension of Standing Orders

A motion to suspend Standing Orders shall not succeed unless it is supported by at least two thirds of the members present at the meeting at which the motion is proposed.

Enforcement of Standing Orders

It shall be the duty of the Chair of any meeting in consultation with the Vice-Chair to ensure that Standing Orders are observed and enforced at all meetings.

Manor Estates Housing Association

Board Remit

1.0 Introduction:

The Board is the Association's governing body and, as the organisation has charitable status, Board members are also charity trustees.

The Board has ultimate authority and responsibility for all the Association's work. Day to day operational management is delegated to senior staff within the limits set out in the Delegated Authorities.

In fulfilling its obligations the Board will comply and regularly review compliance with the Regulatory Standards of Governance and Financial Management as prescribed by the Scottish Housing Regulator, these being:

- The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.
- The RSL is open about and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these priorities.
- The RSL manages its resources to ensure its financial well – being and economic effectiveness.
- The governing body bases its decisions on good quality information and advice and identifies and mitigates risk to the organisation's purpose
- The RSL conducts its affairs with honesty and integrity
- The governing body and senior officers have the skills and knowledge they need to be effective.

2.0 Responsibilities of Board

The Board is responsible for:

- Ensuring the Association is well governed and achieves its overall purpose.

- Providing leadership to the Association and determining its overall business strategy.
- Controlling the Association's business activities and ensuring compliance with all legal, regulatory and best practice standards.
- Ensuring tenants and other customers receive high quality services that are good value for money.
- Ensuring the Association remains solvent and makes proper use of its financial and other resources.
- Employing, directing and supporting staff and ensuring they are effective in managing the Association's business.

3.0 Key Functions of Board

The Board's key functions are to:

- Set the overall strategy by developing, approving and monitoring the Association's Business and Internal Management Plan's and the overall plans for improving services and business development.
- Approve all major policies on governance, financial management, housing services and employment; business changes and new activities.
- Make major financial decisions about the use of resources, including setting the annual budget and rent increase.
- Monitor Income and Expenditure activity and oversee the Association's strategy on borrowing money.
- Oversee the way the Association manages risk; identify major issues, confirm mitigating actions and take account of these in making decisions.
- Act as the employer of staff; approve arrangements for pay, conditions of service and pensions.
- Review performance; track how major strategic decisions are put into practice and what results are being achieved.
- Monitor and respond to the quality of service tenants receive and levels of tenant satisfaction.
- Critically examine how efficient and effective the Association is in all activities, ensuring it makes best use of resources and provides value for money in all its activities.

Manor Estates Housing Association
Board member role description

The role of the individual Board member is to ensure that the Association is well governed and the Board collectively succeeds in carrying out its remit effectively. Compliance with the requirements prescribed by the Regulatory Standards of Governance and Financial Management (Scottish Housing Regulator – 2012) are fundamental to the effective operation of the Association.

The key functions carried out by Board members are to:

1. Determine the Association's central purpose, values and culture and to ensure these are consistent with its Rules.
2. Determine the Association's strategic direction and business objectives and keep these under review
3. Develop and maintain an understanding of the operating environment impacting on the work of the Association and take this into account in developing and assessing strategy.
4. Represent the Association as a governing body member and avoid unnecessary conflicts of interest.
5. Disseminate and ensure compliance with the values of the Association
6. Establish a framework for the development, approval and review of policies and plans to achieve business objectives
7. Ensure the Association is adequately resourced to meet business objectives
8. Decide on and keep under review formal partnerships and alliances with other organisations
9. Build effective working relationships with senior staff to enable them to discharge their strategic and leadership duties
10. Establish and oversee a framework for delegation to office bearers, committees and staff
11. Establish and regularly review systems of internal and external control, including standing orders, external & internal audit, financial control and performance reporting

12. Establish and oversee a framework for identifying and managing risk in order to protect the Association and its assets
13. Establish a system of internal financial control and approve the annual accounts prior to publication
14. Monitor and assess the Association's performance against plans, budgets, controls and targets, taking into account customer feedback and performance of comparable organisations
15. Establish and oversee a framework for the employment of staff
16. Appoint, support, appraise and (if necessary) dismiss the senior officer and determine remuneration
17. Ensure the Association meets all its statutory obligations and acts in accordance with regulatory expectations and accepted good practice standards

Manor Estates Housing Association**AUDIT COMMITTEE**

The purpose of the Audit Committee is to oversee the Association's accounting and internal control systems and to oversee the Association's external and internal audit.

The Financial Reporting Council provides guidance on the role of the Audit Committee in its publication 'Guidance on Audit Committees' (2012). The Audit Committee is an independent, advisory committee of the Association's Board. It is appointed and responsible to the Board.

The Board has delegated authority to the Audit Board to:

- Advise the Board whether an adequate system of accounting and internal control exists, and to make recommendations for its improvement
- Consider the Internal Auditor's annual report on the effectiveness and efficiency of the Association's systems of Accounting and Internal Financial Control and recommend whether the Board should accept it
- Consider the Internal Financial Control statement and recommend whether the Board should accept it for inclusion in the Annual Accounts
- Recommend the appointment or re-appointment of external auditors to the Board and negotiate their fee.
- Review and make recommendation in relation to the Association's Risk Management Strategy, monitor corporate risks regularly ensuring mitigating arrangements are in place.
- Agree the timing of external audit work and ensure compliance with all appropriate statutes, regulations and guidance
- Receive the external auditor's management letter, report its contents to the Board and reply on its behalf
- Ensure the Association has an appropriate internal audit function and appoint or re-appoint the internal auditor, including agreeing terms of reference and fees
- Review and agree the planned programme and scope of internal audit work and ensure its completion
- Consider internal audit reports, their recommendations and management responses and ensure implementation of recommendations
- Report to the Board each year on the internal audit work and ensure its completion

- Identify any additional internal audit work required, recommend to the Board that it be undertaken and, on approval, commission it and receive a report

Manor Estates Housing Association Ltd
Chairpersons role description

The Chairperson is responsible for the leadership of the Board and ensuring its effectiveness in all aspects of the Board's role and to ensure that the Board properly discharges its responsibilities as required by law, the Rules and Standing Orders of the Association. The Chairperson will be delegated such powers as is required to allow the Chairperson to properly discharge the responsibilities of the office.

The role of the Chair is to lead the Board by:

1. Chairing all Board and special meetings in accordance with the Association's constitution and standing orders and to ensure efficient management of meetings.
2. Ensuring that standing orders, code of conduct for Board members and other relevant policies and procedures affecting the governance of the Association are complied with.
3. Where necessary, ensuring the senior officer post is filled in accordance with employment legislation, good practice and the Association's policies.
4. Ensuring the Board works effectively with senior staff.
5. Where necessary, initiating any investigation under the terms of the Association's Code of Conduct for Board members
6. Maintaining an overview of the business of the Association
7. Ensuring decisions and actions arising from meetings are implemented
8. Ensuring that, where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings
9. Ensuring the Board monitors the use of delegated powers
10. Ensuring the Board receives professional advice when it is needed
11. Representing the Association at external events from time to time
12. Undertaking the appraisal of the performance of Board members.
13. Ensuring that the senior officer's appraisal is carried out in accordance with agreed policies and procedures

14. Leading the Board in developing succession plans and overseeing the recruitment and induction of new Board members.
15. Ensuring the training requirements of Board members, and the recruitment and induction of new Board members is undertaken.

Manor Estates Housing Association Ltd

Vice – Chairpersons role description

The role of the Vice - Chairperson is to aid the Chairperson of the Association lead the Board by:

1. In the absence of the Chairperson, deputise and chair Board meetings in accordance with the Association's standing orders and ensure efficient management of meetings
2. In the absence of the Chairperson, deputise and chair general meetings of the Association in accordance with its constitution
3. Ensuring that standing orders, code of conduct for Board members and other relevant policies and procedures affecting the governance of the Association are complied with
4. Where necessary, assist the chairperson in ensuring the senior officer post is filled in accordance with employment legislation, good practice and the Association's policies
5. Assisting the chair in ensuring the Board works effectively with senior staff
6. Where necessary, initiating or participate any investigation under the terms of the Association's Code of Conduct for Board members
7. Maintaining an overview of the business of the Association
8. Reviewing and assisting the chair in ensuring decisions and actions arising from meetings are implemented
9. Ensuring that in the absence of the chair and where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings
10. Ensuring the Board monitors the use of delegated powers
11. Assisting the chair in ensuring the Board receives professional advice when it is needed
12. Representing the Association at external events from time to time
13. Assisting as required in undertaking the appraisal of the performance of Board members and ensuring appropriate training is provided for Board members
14. Assisting the Chairperson in ensuring that the senior officer's appraisal is carried out in accordance with agreed policies and procedures

15. Assisting the Chairperson and overseeing the recruitment and induction of new Board members.

Manor Estates Housing Association Ltd
Secretary's role description

The role of the Secretary is to:

1. Advise the Board on matters of proprietary, its legal rights and obligations.
2. Ensure the correct arrangements are implemented in terms of the Rules of the Association.
3. Call and attend all general meetings of the Association and all the Board meetings.
4. Keep the minutes of all meetings of the Association and all committees.
5. Send out all notifications and relevant documents calling meetings.
6. Prepare and issue all necessary reports to the Financial Conduct Authority, OSCR and the Scottish Housing Regulator.
7. Ensure the Association and its members comply with the rules and standing orders of the Association.
8. Maintain the register of members and any other registers required under the rules of the Association.

The Secretary must produce or give up all the Associations books, registers, documents and property whenever requested by a resolution of the Board, or of a general meeting.

If for any reason the secretary cannot carry out his / her duties, the Board, or in an emergency, the Chair can ask either another Office Bearer or employee to carry out the Secretary's duties until the Secretary returns

Manor Estates Housing Association Ltd
Chair of Audit Committee

The role of the Chair of the Audit Committee is to lead that committee by:

1. Fulfilling the requirements of the Audit Committee as specified in the agreed remit.
2. Chairing all Audit Committee meetings in accordance with the Association's standing orders and ensure efficient management of meetings
3. Ensuring that standing orders, code of conduct for Board members and other relevant policies and procedures affecting the governance of the Association are complied with
4. Ensuring the committee works effectively with senior staff in fulfilling the remit of the Audit Committee.
5. Where necessary, initiating any investigation under the terms of the Association's Code of Conduct for Board Members.
6. Maintaining an overview of the business of the Association and making such recommendations to the Board as are deemed appropriate.
7. Ensuring decisions and actions arising from Audit Committee meetings are implemented in accordance with delegated responsibilities.
8. Ensuring that, where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings
9. Ensuring the Audit Committee monitors the use of delegated powers
10. Ensuring the Audit Committee receives professional advice when it is needed
11. Representing the Association at external events from time to time