



## **STANDING ORDERS**

### **MANAGEMENT COMMITTEE**

**Previous Versions:**

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**PARAGON HOUSING ASSOCIATION LIMITED**  
**MANAGEMENT COMMITTEE STANDING ORDERS**

**1) Standing Orders**

The following Standing Orders will be enforced. The Rules of the Association shall take precedence over any Standing Orders. In the event of any dispute as to the interpretation of these Standing Orders, the decision of the Chair shall be final.

**a) Revisions**

These Standing Orders can only be altered on a motion submitted and seconded by members of the Management Committee and carried by a two thirds majority.

**b) Suspension**

These Standing Orders can only be suspended for the duration of a Committee Meeting on a motion submitted and seconded by members of the Management Committee and carried by a two thirds majority.

**2) Authorities & General Responsibilities**

**a) The Role of the Management Committee**

As provided for in its Rules, Paragon Housing Association Limited is controlled by a Committee of Management elected by its membership.

The Management Committee shall oversee, control and direct the duties and actions of office bearers and staff to ensure that these are undertaken in accordance with the rules and aims of the Association.

Powers of the Management Committee are contained in Rules 45 to 47

**b) Delegation of Authority**

Ultimate control of the Association's activities rests with the Management Committee. However from time to time authority may be delegated to sub committees in accordance with Rule 58

Sub Committees shall report back to Management Committee under the terms of Rule 58.3

### **Extract from Rule 58**

- 58.1 The Committee can delegate its powers to sub-committees or to staff or to Office Bearers. The Committee will establish the terms of reference for such delegation, which will be set down in writing and communicated to the recipient of the delegated powers. Such delegation will be set out down in writing in standing orders, schemes of delegated authority or other appropriate documentation. In the case of a sub-committee such delegation shall include the purposes of the sub-committee, its composition and quorum for meetings. A minimum number of members for a sub-committee shall be three. There must be at least three of the members of a sub-committee present for the meeting to take place. The Committee shall be responsible for the on-going monitoring and evaluation of the use of delegated powers.
- 58.2 The meetings and procedures of sub-committees or otherwise must comply with the relevant terms of reference.
- 58.3 Any decision made by sub-committee must be reported to the next Committee Meeting.
- 58.4 The Committee can establish and delegate powers to sub committees, designated as Area Committees, to take decisions relating to the management and maintenance of properties within a particular geographical area. The Committee will determine the membership and delegated responsibility of an Area Committee in its terms of reference. An Area Committee shall exercise such delegated powers notwithstanding the provisions of Rules 42.1 and 42.3 which provisions shall not apply to Area Committees.

Delegation of powers and authorities to staff and Committee members is through the Association's agreed policies, regulations and decisions of the Committee under the terms of Rule 58.1.

From time to time matters may arise between meetings which require to be dealt with and which are not covered by the scheme of delegated powers

Rule 55 allows for a written resolution signed by not fewer than three quarters of the Committee Members or three quarters of the members of a sub-committee will be as valid as if it had been passed at a Committee Meeting or sub-committee meeting duly called and constituted.

In between meetings, the Director (or in his or her absence, the Depute Director) is authorised with the authority of the Chair (or in his or her absence, the Vice Chair) to deal with urgent matters arising at any time that are the responsibility of the full Management Committee and cannot

be dealt with under Rule 55. Examples of this may include authorising expenditure over an agreed limit in an emergency situation. In all cases the members of the Management Committee will be notified of the the emergency situation and actions taken.

**c) Borrowing**

The Management Committee shall ensure that the Association's borrowings are undertaken in accordance with the Rules.

**3) The Seal : Rule 63**

**a) Keeping**

The seal of the Association shall be kept under the custody of the Secretary unless the Committee directs otherwise.

**b) Use & Register**

The seal shall only be used by resolution of the Management Committee. Its affixing will be witnessed by 2 Committee members and countersigned by the Secretary. A Register will be kept and each entry of use shall be countersigned by 2 Committee members and the Secretary.

**4) Affiliations**

The Management Committee may affiliate to SFHA, EVH , SHARE and any other organisations having similar objectives to those of the Association.

**5) Staff**

The Management Committee is responsible for the appointment and removal of staff. As well as fulfilling the Association's legal and contractual responsibilities as an employer.

**6) Registration & Supervision by Scottish Housing Regulator**

In accordance with Rule 45 The Committee is responsible for the leadership, strategic direction and control of the Association with the aim of achieving good outcomes for its tenants and other service users in accordance with Regulatory Standards and Guidance issued by The Scottish Housing Regulator from time to time

## **7) Membership & Attendance**

### **a. Membership**

- i. Membership of the Management Committee is open to those members as defined by Rule 37
- ii. Committee members should ensure that they are eligible and not debarred from holding office under the terms of Rules 37 to 44

### **b. Conduct of Members**

- i. All members of the Management Committee shall abide by the Rules, Standing Orders and any relevant codes of conduct. In accordance with Rule 37.5. no member of the Management Committee can assume office unless they have signed the Code of Conduct
- ii. The Association has a Code of Conduct in place and members are required to re-sign this on an annual basis.

### **c. The Role of Staff**

- i. Staff members shall not be members of the Management Committee but may be appointed to particular offices. Officers shall attend committee meetings as directed by the Committee.

### **d. Attendance & Apologies**

- i. Committee members are expected to attend all meetings of the Management Committee. If members are unable to attend then they should submit an apology.
- ii. If members miss 4 committee meetings in a row they are no longer members of the committee.

### **e. Leave of Absence**

Special leave of absence can be granted by the Management Committee provided any request is made before the fourth absence. Normally such a request should be submitted by the member in writing/email to the Chair. However where there are sufficient grounds (e.g. serious illness) then the Management Committee may grant this without written request. A member may also make a request direct to the Management Committee at a meeting.

The member requesting the leave of absence will be required to provide a reason for the absence unless the Chair is satisfied it is of a confidential matter. Where the leave of absence is for an open ended period then the member on leave will be expected to keep in contact with the Association to advise of their likely date of return.

## **8) Removal from Office**

The Association expects Committee Members to maintain a high standard of conduct.

A member may be removed under the terms of Rule 44.5 where the majority of those remaining Committee Members present and voting at a special meeting of the Committee convened for the purpose decide to remove him/her as a Committee Member

The following will be grounds for removal under Rule 44.5

- 44.5 the majority of those remaining Committee Members present and voting at a special meeting of the Committee convened for the purpose decide to remove him/her as a Committee Member. The resolution to remove him/her as a Committee Member must relate to one of the following issues:
  - 44.5.1 failure to perform to the published standards laid down by the Scottish Federation of Housing Associations and/or The Scottish Housing Regulator adopted and operated by the Association;
  - 44.5.2 failure to sign or failure to comply with the Association's Code of Conduct for Committee Members; or
  - 44.5.3 a breach of the Association's Rules, standing orders or other policy requirements;

## **9) Declarations of Interest**

### **Eligibility to Serve**

Members of the Committee should ensure that they are not ineligible from holding office in respect of Rules 43 & 44.

### **Register of Interests/Conflicts of Interest**

All Members of the Committee and Members of sub Committees shall declare their interests in a register held for that purpose and this will be available for public scrutiny. Declaration on interests will be a standing Management Committee agenda item and members are required to declare interests on an annual basis in accordance with Rule 38.2.

All Committee Members who have a conflict of interest in any matter being discussed at a meeting must declare this. The member will be

required to leave the room during the discussion and will not be allowed to vote.

### **Policy on Declaration of Interests**

The Association has a separate policy Entitlements Payment and Benefits which details procedures in relation to conflicts of interest and sets out what is permitted and how this is managed..

## **10) Conduct of Meetings**

### **a. Frequency & Duration**

There shall be a minimum of six meetings of the Management Committee per year. The Committee year runs October to September in line with the date of the AGM.

Each Sub Committee shall meet as frequently as it deems fit but normally no less than 3 times annually.

Meetings will be held at times and places determined by the Management Committee. These will normally be held on the second Wednesday of each **month, commencing at 1.30 pm**. Committee meetings will not last longer than 3 hours unless two thirds of those present agree to an extension by way of suspending Standing Orders. There will be a 15 minute break during meetings which will not count towards meeting duration time.

The Chair shall declare when a meeting is closed and no other business shall be transacted.

### **b. Quorum**

A quorum shall be 4 members of the Management Committee.

Co-opted members shall not form part of the quorum.

### **c. Notice & Agenda**

Meetings shall be convened by the Secretary, notification being issued at least 7 days in advance.

Agenda items should be submitted to the Secretary in good time, normally at least 8 days in advance of the meeting.

Urgent matters may be considered at the meeting and notice of such matters should be drawn to the attention of the Secretary as early as possible.



The Chair shall decide if a matter is urgent.

## **12) Special meetings of the Management Committee**

Special meetings of the Management Committee can be called by written notice given to the Secretary by the Chair or by 2 Committee members. The notice should specify the business to be transacted.

This notice shall be sent by the Secretary to all members of the Committee, including co-optees not earlier than 10 days after receipt and not later than 14 days after receipt.

The meeting shall be called at the normal Committee meeting place or at a place mutually convenient for the majority of members and the only business transacted is that for which the meeting has been called

Should the Secretary fail to convene the special meeting as prescribed above, the Chair of the Committee or Committee members who have requested may call the meeting.

In this event written notice of the meeting shall be sent to all Committee members and co-optees no less than 7 days before the meeting.

### **a. Order of Business**

The Committee shall normally consider business in following order:

- i) Apologies
- ii) Approval and matters arising from minutes of Previous Meeting
- iii) Membership Applications
- iv) Any proposed changes to Rules or Standing Orders

The order of all other business shall be scheduled by the Chair in consultation with the Secretary.

The order of business may be varied by a motion submitted and seconded by members of the Committee approved by a simple majority.

## **b. Conduct of Business**

All meetings will be minuted.

Minutes will be presented at the next appropriate meeting of the Management Committee and will be approved and seconded subject to any alterations for the purposes of accuracy.

These will be signed by the Chair of the meeting at which they are presented and will be conclusive evidence that the minutes are a true record of the relevant meeting.

During the meeting, all speakers shall address the Chair and observe good order. If members fail to keep order, by being obstructive or disregard the authority of the Chair then the Chair may ask the member to leave the meeting or a vote may be taken to exclude them from the remainder of the meeting. A decision shall be reached by way of a simple majority. The Chair shall have a casting and deliberative vote. Any further action taken in relation to such matters are governed by the Association's Code of Conduct and Management Committee Discipline Policy ( Breaches of Code - Section 2.1)

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

## **c. Voting**

If the votes of Committee members are divided equally for and against an issue the Chair shall have a second and deciding vote.

## **12) Office Bearers – Roles & Responsibilities**

The Committee shall appoint a Chair and Secretary and can decide which other officers shall be appointed.

Officer job descriptions are attached at Appendix A.

All roles may be held on a job share basis other than the post of Chair/Secretary

## **Mandatory**

### **1) Chair**

#### **Role of the Chair**

The Chair is responsible for the leadership of the Committee and ensuring its effectiveness in all aspects of the Committee's role and to ensure that the Committee properly discharges its responsibilities as required by law, the Rules and the standing orders of the Association. The Chair will be delegated such powers as is required to allow the Chair to properly discharge the responsibilities of the office. Among the responsibilities of the Chair are that:-

- the Committee works effectively with the senior staff;
- an overview of business of the Association is maintained;
- the Agenda for each meeting is set;
- meetings are conducted effectively;
- minutes are approved and decisions and actions arising from meetings are implemented;
- the standing orders, code of conduct for Committee Members and other relevant policies and procedures affecting the governance of the Association are complied with;
- where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings;
- the Committee monitors the use of delegated powers;
- the Committee receives professional advice when it is needed;
- the Association is represented at external events appropriately;
- appraisal of the performance of Committee Members is undertaken, and that the senior staff officer's appraisal is carried out in accordance with the agreed policies and procedures of the Association; and
- the training requirements of Committee Members, and the recruitment and induction of new Committee Members is undertaken.

## **2) Secretary**

The Association shall have a Secretary appointed by the Committee. The Secretary may be a staff member.

The Secretary's duties include the following (these duties can be delegated to an appropriate employee with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner):

- calling and going to all meetings of the Association and all the Committee Meetings;
- keeping the minutes for all meetings of the Association and Committee;
- sending out letters, notices calling meetings and relevant documents to Members before a meeting;
- preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;
- ensuring compliance with these Rules;
- keeping the Register of Members and other registers required under these Rules; and
- supervision of the Association's seal.

### **Optional**

## **3) Vice Chair**

To act as reserve for Chair and represent the Association as required.

## **4) Treasurer**

- Oversee financial matters
- Presentation of accounts to AGM

## **5) Public Relations Officer**

- To promote the activities and image of the Association
- To ensure that there is an effective communications strategy in place.

## **13) Office Bearers – Appointment**

### **1) Nominations**

Where an office bearer is to be appointed, written nominations will be sought in advance by the Secretary no later than 10 days

prior to the committee meeting where the post is to be appointed.

The nominee must be proposed and seconded by two individual committee members (excluding co-optees and the nominee) and shall indicate in writing his/her willingness to accept the nomination.

Where a nomination is made for a post which may be job shared the nominee must state on the declaration if they are willing to accept the post on a job share basis if the committee so determines.

Where more than one nomination is made for the same post then the Secretary shall request that each nominee produce a written statement to be circulated to each member of the Management Committee in advance of the meeting.

Candidates may decline to produce a statement. However each candidate will have the opportunity to address the meeting before a vote is taken. This address will take no more that 2 minutes.

## **2) Election**

Where there is more than one nominee for a post then there shall be an election by a simple majority of all members of the committee, other than co-opted members, present and voting. This voting will be by secret ballot and conducted by a nominated staff member. Proxy votes will not be accepted. All nominations must be returned to the Secretary no later than 72 hours in advance of the meeting. Should this date fall on a non-working day (weekends/public holiday) then the closing date and time shall be 5.00pm on the nearest proceeding working day.

## **3) Voting - Office Bearer Election**

The post of Chair shall be the first election conducted.

For all offices excluding Chair, if the votes of Committee members are divided equally between candidates, the Chair shall have a second and deciding vote.

For the post of Chair if the votes of Committee members are divided equally between candidates then the decision will be made on the toss of a coin.

**14) Removal**

The Committee may remove office bearers by a simple majority at a Special Management Committee Meeting.

**15) Smoking**

There shall be no smoking at Committee meetings.