STANDING ORDERS

MANAGEMENT COMMITTEE

Previous Versions:
Approved 15th October 2008
Re-adopted 21st October 2009
Re-adopted 20th October 2010
Re-adopted 19th October 2011
Re-adopted 17th October 2012
Adopted 16th October 2013 – Minor change at P5
Adopted 15th October 2014
Adopted 21st October 2015- changes re committee members in arrears
Adopted 19th October 2016 – no changes
Adopted 8th November 2017 – change re self nomination
Adopted 17th October 2018 – changes re sub committee meetings & clarification of period
Adopted 27th March 2019 – post Rule change
Adopted 16th October 2019
Adopted 23rd Oct 2020- no changes
Adopted 8th June 2022 – officer role updates as per SFHA Model & post Rule change
Re-adopted 19th October 2022
Re-adopted 18th October 2023
Readopted 23rd October 2024
Readopted 22nd October 2025
Readopted 21st October 2026

Contents

..... 1
1) Standing Orders 3
a. Revisions 3
b. Suspension 3
2) Authorities & General Responsibilities 3
a. The Role of the Management Committee 3
b. Delegation of Authority 3
c. Borrowing 4
3) The Seal: Rule 63 5
4) Affiliations 5
5) Staff 5
6) Registration & Supervision by Scottish Housing Regulator 5
7) Membership & Attendance 5
a. Membership 6
b. Conduct of Members 6
c. The Role of Staff 6
d. Attendance & Apologies 6
e. Leave of Absence 6
8) Removal from Office 7
9) Declarations of Interest 7
a. Eligibility to Serve 7
b. Register of Interests/Conflicts of Interest 7
c. Policy on Declaration of Interests 8
10) Conduct of Meetings 8
a. Frequency & Duration 8
b. Quorum 8
c. Notice & Agenda 8
11) Special meetings of the Management Committee 9
a. Order of Business 9
b. Conduct of Business 9
c. Voting 10
12) Office Bearers – Roles & Responsibilities 10
13) Office Bearers – Appointment 11
14) Removal 12
1). Smoking 12
Appendix A : Officer Job Descriptions 12
Role Description for Chair of Paragon Housing Association 14
Role Description for Vice Chair of Paragon Housing Association 18
Role Description for Treasurer of Paragon Housing Association 19

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 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

Extract from Rule 63

63 The Association shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 and record the execution in the register. The use of a common seal is not required. The Association may have a seal which the Secretary must keep in a secure place unless the Committee decides that someone else should look after it. The seal must only be used if the Committee decides this. When the seal is used, the deed or document must be signed by the Secretary or a Member of the Committee or another person duly authorised to subscribe the deed or document on the Association's behalf and recorded in the register.

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. The Committee is responsible for ensuring that the Association can demonstrate its governance and financial arrangements are such as to allow The Scottish Housing Regulator to regulate effectively and exercise its full regulatory powers.

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

a. Eligibility to Serve

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

b. 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.

c. 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.

11) 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 7days 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 and ensure meetings are conducted effectively

2) Secretary

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

The Secretary can be delegated to an appropriate employee with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner.

Optional

3) Vice Chair

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

4) Treasurer

To oversee financial matters as per the Treasurer's Role Description

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 than 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

Rule 59.7 Extract

59.7 The Chairperson must be elected from the Committee Members (excluding co-optees) and must be prepared to act as Chairperson until the end of the next annual general meeting (unless s/he resigns the post). The Chairperson can only be required to resign if a majority of the remaining Committee Members present at a special meeting agree to this.

The Committee may remove other office bearers by a simple majority of the remaining Committee members at a Special Management Committee Meeting.

1). Smoking

There shall be no smoking at Committee meetings.

Appendix A : Officer Job Descriptions

These are based on SFHA Model Job Descriptions as per 2021 Guidance. No model roles have been issued for Treasurer /Public Relations Officer and these have been developed in house.

Monitoring & Review

These Role Descriptions form part of the Association's Standing Orders and will be reviewed and adopted annually.

Role Description for Chair of Paragon Housing Association

1. Introduction

1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of Paragon Housing Association and to the Chairs of Paragon Housing Association's sub-committees. The responsibilities described here are additional to those set out in the governing body members' (GBM) role description. It should be considered alongside Paragon Housing Association's Rules Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy.

1.2 This role description will be used to support the annual review of the governing body's effectiveness. It will be used to appoint the Chair and sub-committee Chairs after each AGM. GBMs who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here before the election takes place.

1.3 In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.

1.4 As set out in the Standing Orders the Chair of the Association may not serve on the Audit Committee

1.5 An overview of the Role of the Chair is outlined in Rule **[59.6]** of Paragon Housing Association's Rules.

1.6 The Chair will be elected by the governing body each year at the first governing body meeting following the AGM. Whilst the Chair of Paragon Housing Association can be re-elected, in accordance with Rule [59.11] of Paragon Housing Association's Rules, they cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five year maximum term.

2. Key Responsibilities

2.1 The Chair must act, and be seen to act, at all times on behalf of the governing body. The Chair's key responsibilities are:

- To lead the governing body or sub-committee constructively, provide direction and manage meetings effectively
- To develop and maintain a constructive and positive working relationship between the Chair and [Senior Officer} and senior staff
- To uphold Paragon Housing Association's Code of Conduct and promote good governance
- Ensure decision making complies with Standing Orders and Scheme of Delegation

- To be a positive and effective ambassador for Paragon Housing Association
- To ensure that Paragon Housing Association's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required
- To be accountable for the actions of the Chair

3. Leadership and Direction

3.1 The Chair is expected to:

- Lead by positive action and example
- Represent Paragon Housing Association positively and effectively
- Set the style and tone of governing body or sub-committee meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for Paragon Housing Association's Governing Body
- Ensure that the necessary arrangements are in place to enable Paragon Housing Association to honour its obligations, achieve its objectives and meet agreed targets
- Demonstrate and support the principles of good governance at all times
- Ensure that the governing body has access to the range of skills, knowledge and experience necessary for the Achievement of Paragon Housing Association's Aims and Objectives and for the fulfilment of the governing body's responsibilities
- Ensure that the governing body has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought
- Provide support to new and experienced governing body members by promoting access to relevant induction, training and development opportunities

4. Working with the Director

4.1 The Chair should:

- Establish a constructive relationship with the Director and ensure that their respective roles of leading and managing are recognised and promoted effectively. Sub-committee Chairs should establish similar relationships with the relevant senior staff member.

- Ensure that the conduct of Paragon Housing Association's business continues effectively between meetings of the governing body and act under delegated or emergency authority when necessary
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Director, in accordance with Paragon Housing Association's agreed recruitment practices
- Carry out, with at least one other governing body member, the Director's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the governing body.
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the Director
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Director, in accordance with Paragon Housing Association's agreed procedures

5. Promoting Good Governance

5.1 The Chair is required to:

- Promote and demonstrate the highest standards of ethical conduct and integrity
- Build and sustain constructive relationships with other office bearers, members of the governing body and senior staff
- Initiate any investigation under the terms of Paragon Housing Association's Code of Conduct
- Chair all general meetings of Paragon Housing Association in accordance with the Rules
- Chair all governing body meetings of Paragon Housing Association, in accordance with the Rules and Standing Orders
- Ensure that all governing body members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- Ensure that effective induction and ongoing training and support are provided to all governing body members and that annual performance reviews are conducted in accordance with Paragon Housing Association's policy
- Manage meetings inclusively and effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically

- Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively

6. Conduct of HA's Business

6.1 The Chair is expected to:

- Ensure that Paragon Housing Association's business is efficiently and accountably conducted between governing body meetings
- Sign (or otherwise authorise) payment instructions and documents requiring the governing body or the Chair's authorisation, in accordance with Paragon Housing Association's standing orders
- Take decisions on behalf of the organisation in the event of emergencies that occur outside the regular meeting cycle and report these back to the governing body for ratification
- Ensure that the range of skills, knowledge and experience required to lead Paragon Housing Association effectively is available to the governing body and that the governing body is able to access specialist support when necessary
- Lead the governing body's succession planning and recruitment to ensure good governance and regulatory compliance.

Role Description for Vice Chair of Paragon Housing Association

1. Introduction

1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of Paragon Housing Association. The responsibilities described here are additional to those set out in the governing body members' (GBM) role description. It should also be considered alongside:

- the Role Description for the Chair of Paragon Housing Association;
- Paragon Housing Association's Rules; and
- Paragon Housing Association's Standing Orders.

1.2 In the event that the Chair of Paragon Housing Association is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.

1.3 The position of Vice Chair will be elected by the governing body, every year at the first meeting following the AGM.

1.4 In accordance with Rule **[59.11]** of Paragon Housing Association's Rules, the Chair cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five-year maximum term.

1.5 The role of Vice Chair must be carried out by a governing body member and may also be carried out by a former office bearer.

2. Role of Vice Chair

2.1 The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair of Paragon Housing Association. Therefore, this role description must be read in conjunction with the Role Description for the Chair of Paragon Housing Association**.**

2.2 When known in advance, the Vice Chair should ensure that they are available for any governing body meeting that the Chair is unable to attend – e.g. where the Chair has booked a holiday. Close liaison with the Chair is a key requirement of the role.

2.3 The individual holding the post of Vice Chair will gain training and insight as to whether they would like to consider performing the role of Chair in the future.

Role Description for Treasurer of Paragon Housing Association

1.1 Oversee financial matters

1.2 Ensuring Auditors are appointed under the Rules of the Association

1.3 Ensuring the presentation of accounts to AGM