



SHA Standing Orders

Revised: Annually post AGM

Next Review Date: September 2027

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Appendix 1 – SHA Governing Body Terms of Reference and
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Appendix 3 - SHA Board and Sub-Committee Role Descriptions

1.0 INTRODUCTION

- 1.1 This document sets out Southside Housing Association's (SHA) procedures for ensuring that decision-making across all of our business areas is accountable and effective.
- 1.2 The following documents are an essential part of the Standing Orders:
- **Terms of reference** for the SHA Board and each of its sub-committees (Appendix 1);
 - **Scheme of Delegated Authority** showing where authority for making different types of decisions lies (Appendix 2);
 - **Role Descriptions** for members of the SHA Board and members appointed to office bearer positions (Appendix 3).
- 1.3 Our subsidiary Southside Lettings (Scotland) Ltd. (Southside Lettings) will have its own Standing Orders and Scheme of Delegated Authority. Southside Lettings Board will be expected to observe the Association's procedures on conducting governing body meetings (section 5 in these Standing Orders) and the role of chairperson (Appendix 3).

2.0 DECISION-MAKING STRUCTURES

Governance Structure

- 2.1 The SHA Board is the Association's governing body. The SHA Board has established sub-committees to promote efficient business management, effective scrutiny, and community involvement in the Association's governance.
- 2.2 Our current sub-committees are as follows:
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- Finance and Services Sub- Committee
 - Operational Services Sub-Committee
 - Southside Lettings (Scotland) Ltd. Board
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- 2.3 The SHA Board may change the committee structure or appoint working groups as required from time to time.

Role of the Executive

- 2.4 The SHA Board has delegated to the Chief Executive Officer (CEO) all matters concerning the staff and their conduct of the activities of the Association, subject only to a right of appeal to the Finance and Corporate Services Sub-Committee on matters of discipline.
- 2.5 The CEO shall act as the SHA Boards' principal adviser. The SHA Board shall also receive independent professional advice and/or assurance, as relevant to the business decisions being made or as the SHA Board agrees necessary.
- 2.6 The CEO shall be responsible and accountable to the SHA Board for the implementation of the Board's decisions and policies. In turn, the SHA Board shall ensure that relationships with management are positive, professional, supportive, and based on mutual trust and respect.
- 2.7 Subject to the matters reserved to the SHA Board and sub-committees for decision, the CEO and the Leadership Team shall be empowered to manage the Association's operations, while remaining accountable to the SHA Board and the relevant sub-committees.
- 2.8 Following approval of SHA Board delegations, the Leadership Team shall review operational delegations below Leadership Team level.

Emergency Business and Decisions

- 2.9 The CEO and Chairperson shall have authority to take or to instruct any action in respect of matters that must be dealt with in between board meetings, including emergency situations or matters needing urgent action to preserve the position of the Association and its service users. Any such action will be reported to the next meeting of the SHA Board and the relevant sub-committee.

3.0 SHA BOARD AND SUB-COMMITTEE MEMBERSHIP AND ADMINISTRATIVE ARRANGEMENTS

- 3.1 Membership and administrative arrangements for the SHA Board and each sub-committee are set out in the Terms of Reference attached to the Standing Orders. Reference should also be made to the Association's Rules.

3.2 Sub-Committee members will be drawn principally from the SHA Board.

3.3 Where there are vacant places on the SHA Board, the Association may consider appointing co-opted members, as permitted by the Rules. The SHA Board may also approve co-options to a sub-committee where this would enhance the sub-committee's performance of its role, for example, to involve members of the Southside Lettings Board in the work of the Finance and Corporate Services Sub Committee, or to attract people with specialist skills and an external perspective.

- 3.4 Co-opted members cannot make up more than one-third of the SHA Board or Sub-Committee members at any one time in line with Rule 42.3 of the Association's Rules.
- 3.5 SHA Board members will generally be expected to serve on at least one and not more than two sub-committees. All SHA Board and sub-committee members will be expected to participate in training and development activity relevant to their role. Training needs will be discussed as part of annual reviews of committee members' contributions to the work of the Association.

4.0 OFFICE BEARERS

- 4.1 The Association's office bearers shall be the Chairperson, Vice-Chairperson and Secretary as provided for in the Rules. The office bearers shall each be elected by the members of the SHA Board following the Annual General Meeting, with each position subject to annual re-election. Co-opted members may not stand for election or vote in the election of the office bearers.
- 4.2 The Association's office bearers may not hold office continuously for more than 5 years and the Chairperson may not be the chair of the Finance and Corporate Services Sub-Committee or of any subsidiary of the Association.
- 4.3 The Association's Rules state that the office bearers shall be "controlled, supervised and instructed by the Committee". The office bearers shall carry out their role based on these principles, which reflect the SHA Boards' status as the Association's governing body and the collective leadership and decision-making the SHA Board provides.
- 4.4 The Association's Office Bearers may hold membership of any of the Association's sub-committees subject to appointment being approved by the SHA Board and may receive papers, participate fully at meetings including voting or moving resolutions.
- 4.5 In terms of key staffing decisions or investigations taken at sub-committees, where SHA Policy states that a sub-group should be formed to consider those matters, only one of the Chair or Vice-Chair should take part in these – to allow for potential appeal or disagreement at the SHA Board.
- 4.6 The Association's Chairperson and Vice-Chairperson shall also be ex-officio members of all of the Association's sub-committees. This means that they are entitled to attend all meetings of sub-committees to which the SHA Board have not previously appointed them to as members, receive papers and speak at meetings. They shall not be entitled to vote or move resolutions when in attendance as an ex-officio member of a sub-committee.
- 4.7 The Association's sub-committees shall each have a chairperson, whose primary role is to preside at meetings of the sub-committees. Arrangements for electing or appointing sub-committee chairs shall be as follows:

Sub-Committee	Electing/appointing the chairperson
Finance and Corporate Services Sub-Committee	Chairperson appointed by the SHA Board
Operational Services Committee	Chairperson appointed by the SHA Board
Southside Lettings (Scotland) Ltd. Board	Chairperson appointed by the SHA Board

- 4.8 Appendix 3 sets out role descriptions for committee members, the Association's office bearers and the Chairpersons of sub-committees. The role description for the Association's Chairperson shall also apply to the chairperson of Southside Lettings (Scotland) Ltd.
- 4.9 Individual sub committees are permitted to appoint Vice-Chairs who would step-in should the Chair of the Sub-Committee not be available – this is a more informal arrangement than the formal SHA Board Vice Chairperson.

5.0 PROCEEDINGS AT SHA BOARD AND SUB-COMMITTEE MEETINGS

Introduction

- 5.1 The SHA Board and sub-committee meetings (and board meetings of Southside lettings (Scotland) Ltd) shall be called, conducted, and recorded in accordance with the arrangements set out below. The following terminology is used:
- **“Board meetings”** covers SHA Board and sub-committee meetings, as well as meetings of the Southside Lettings Board. Similarly, **“Board member”** applies to anyone who is a member of the SHA Board or any of its sub-committees, or of the Southside Lettings Board;
 - **“Lead officer”** means the Association's CEO or another staff member who has lead responsibility for supporting or advising the SHA Board, a sub-committee or the Southside Lettings Board.

Notice of Board Meetings

- 5.2 A calendar of proposed board meeting dates for the year ahead will be prepared following the AGM.
- 5.3 The notice and agenda for all board meetings will normally be issued at least 7 days before the date of the meeting.

- 5.4 The lead officer will prepare the agenda, in consultation with the relevant committee Chairperson. Prior to meetings, the lead officer will meet with the Chairperson to review the order of business and the matters requiring decision.
- 5.5 Wherever possible, reports will be issued at the same time as the notice of the meeting. Late circulation of a report will not prevent a report being discussed, provided that it has been circulated to members in advance of the meeting.

Attendance at Board Meetings

- 5.6 The lead officer (and other staff members, external advisers, or invited persons) will attend board meetings or submit written reports as required.
- 5.7 The board may decide to meet in closed session, to discuss matters that are confidential or commercially sensitive.
- 5.8 Members of the public will not be admitted to board meetings. With the approval of the board, people interested in becoming board members may attend meetings as observers.
- 5.9 The board may decide to allow members to take part in meetings in any manner that allows those attending to hear and participate in the proceedings (for example, by conference call or video link).

Quorum and Adjournment of Meetings

- 5.10 Quorum requirements for board meetings shall be as set out in the Association's Rules (four members for the SHA Board, three members for sub-committees). Co-optees shall not count towards the quorum.
- 5.11 If a meeting becomes inquorate after it has started, the meeting shall be adjourned. Meetings may also be adjourned by consensus, or by a majority decision of the board members participating in a meeting.
- 5.12 When an adjourned meeting is resumed, proceedings will begin at the point at which they were broken off at the adjournment. The date and time of a reconvened meeting should normally be agreed when the original meeting is adjourned. Otherwise, the Secretary shall decide the date and time.

Decisions and Voting

- 5.13 Decisions at board meetings will normally be made by consensus or failing this by majority voting.
- 5.14 Matters may be put to a formal vote if:

- A motion is proposed by one board member and seconded by another board member, and if;
- A third board member states directly their opposition to the motion.

In these circumstances, the matter shall be decided by a vote of the board members present.¹

- 5.15 Formal votes shall normally be by show of hands unless a majority of board members decide that voting shall be by other means (for example, if not all committee members are physically present in the same place when a meeting is being held).
- 5.16 Each board member shall have one vote only on any matter that is put to a vote. If there is a tie, the Chairperson of the meeting shall have a casting vote, in addition to his/her own vote.
- 5.17 The number of votes cast for and against any formal motions or amendments shall be recorded in the minutes of the meeting, as shall the number of abstentions.
- 5.18 A board member may ask that his/her dissent from any motions passed, or decisions made should be recorded in the minutes. Other than this, all board members are bound by their duty of collective responsibility, i.e. they must accept and abide by the board's decision when it has been made, and they must not undermine this in any way either within the Association or externally.
- 5.19 Decisions made by the SHA Board will stand on record for at least 6 months and will not be discussed, questioned, or put to a further vote within that time unless a formal motion is moved and seconded and two-thirds of the members present support the motion. The same shall apply to decisions made by sub-committees, except in circumstances where the SHA Board wishes to review a decision made by a sub-committee.

Time Management of Board Meetings

- 5.20 The decision of the Chairperson at a meeting is final on length of speeches, debate, and closure of debate. The Chairperson will seek to ensure that all members who wish to contribute are given adequate opportunity to do so.
- 5.21 Proceedings at board meetings should not exceed 2 hours (Rule 36). In exceptional circumstances, a meeting may be extended if a motion is made to suspend Standing Orders and if the motion is supported by two-thirds of those present. Any extension shall normally be for a maximum of 30 minutes, unless two-thirds of the members present agree to a further extension.
- 5.22 If a board meeting is adjourned, the procedures at 5.12 shall apply.

¹ Subject to the restrictions stated in the Rules (i.e. co-optees may not vote upon matters that directly affect the Rules, the membership of the Association or the election of the Association's Office Bearers)

Any Other Competent Business

- 5.23 Board members may ask for items to be added to the agenda and should notify the Chairperson or lead officer not less than 10 days prior to the meeting date. If this is not possible, the Chairperson will rule whether the agenda item will be allowed.
- 5.24 Members wishing to raise substantive matters under Any Other Competent Business (AOCB) should notify the Chairperson prior to the start of a meeting, giving 24 hours' notice unless it is not possible to do so.
- 5.25 If the Chairperson rules that a matter is competent, it may be discussed and decided by the Board under AOCB. If an urgent decision is not required or the Board wishes to give the matter detailed consideration, the Board may by consensus or by a majority decide to refer the matter to a future meeting.

Minutes of Board Meetings

- 5.26 Officers shall prepare minutes of all board meetings:
- Minutes shall be submitted to the next meeting and shall be proposed for acceptance as a correct record with or without amendment;
 - The person presiding at the meeting at which minutes are approved shall sign the minutes, which will then be the formal record of proceedings.
- 5.27 A separate minute will be prepared for any items of business discussed in closed session. Minutes for these items shall only be available to board members and to those members of staff who need access to the minutes to implement the board's decisions.
- 5.28 Minutes of sub-committee meetings and of Southside Lettings Board meetings shall be submitted to the SHA Board. The Chairperson or lead officer must also separately advise the Association's Chairperson and CEO at the earliest opportunity of any matters discussed that involve material risks to the Association, financial position, or its reputation.
- 5.29 Approved minutes of SHA Board meetings, excluding any matters considered under closed session, shall be published on the Association's website.

Personal Conduct at Meetings

- 5.30 When attending meetings, board members must ensure that their personal conduct meets the standards set out in the Association's Code of Conduct for Governing Body Members and related governance policies. The Code of Conduct is a group policy and applies to board members of the Association and Southside Lettings Board members.

5.31 In particular, board members must:

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- Conduct themselves in a courteous and business-like manner;
 - Declare any personal, financial, or business interests, including any interests they are aware of on the part of people they are closely connected to;
 - Not use board meetings to bring up personal matters;
 - Embrace the values described in the Code of Conduct, including those relating to personal integrity and equality and diversity;
 - Show respect for the authority of the chairperson of a meeting;
 - Show respect and consideration towards other members, staff members and anyone else attending a meeting;
 - Respect confidentiality;
 - Accept shared responsibility for all decisions that have been properly made by the board.
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Confidentiality

5.32 Proceedings at all SHA Board and sub-committee meetings, together with agendas, reports and other documents submitted to such meetings should be treated as confidential unless otherwise agreed.

6.0 EXECUTION OF DOCUMENTS

6.1 Deeds and other legal documents shall generally be executed by signature and witnessing and recorded in the Association's register. If the seal is used, the SHA Board must give its approval for use of the seal.

7.0 REVISION OF STANDING ORDERS

7.1 The SHA Board shall conduct a review of the Standing Orders annually. It may vary the Standing Orders at any time where this would improve the governance role of the SHA Board and/or any sub-committee.

7.2 The Finance and Corporate Services Sub-Committee will monitor the implementation of sub-committee remits and delegated powers and may report back to the SHA Board with recommendations about any changes that may be needed.



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