



WILLIAMSBURGH
HOUSING ASSOCIATION LTD

Standing Orders

Revision History

Creation Date	Reviewer(s)	Review Date
July 2023	Corporate Services	July 2026

1. Purpose

These Standing Orders have been agreed by the Management Committee to establish how Williamsburgh Housing Association (WHA) will conduct its affairs and how authority will be delegated to sub committees and to staff.

They should be read in conjunction with WHA's Rules, the Remits of the Management Committee and sub committees, the Scheme of Delegated Authority and Financial Regulations.

The Standing Orders can be altered only with the approval of the Management Committee.

WHA is committed to demonstrating good governance. The association is committed to ensuring that there is clarity about the roles, responsibilities and authorities that are held by the Management Committee, the sub-committees and WHA's staff.

These Standing Orders make clear that the primary role of the Management Committee is to exercise strategic control and direction and that responsibility for operational implementation and achievement of objectives and targets rests with the Chief Executive and Senior Management Team.

These Standing Orders are intended to:

- Supplement the Rules by providing additional details about membership, convening and conduct of meetings.
- Describe the responsibilities and level of authority retained by the Management Committee and delegated to sub committees and staff (Scheme of Delegation and Remits).
- Complement WHA's Financial Regulations.
- Provide a clear basis for the conduct of WHA's business and the achievement of its aims, objectives and targets.

2. Definitions and Interpretation

In these Standing Orders, the 'Management Committee' means the governing body of Williamsburgh Housing Association (WHA), which retains authority for all of WHA's activities, actions and affairs.

'Sub-committee' means a sub-committee established in accordance with Rule 58 and these Standing Orders.

In the event of a conflict between the application of WHA's Rules and these Standing Orders, the Rules will prevail. Where clarification of the interpretation of these Standing Orders is required, the Chair's opinion will prevail.

3. General Implementation

The Management Committee delegates operational powers for the implementation of WHA's agreed strategy and pursuit of its aims and objectives to the Chief Executive who may take whatever action they consider necessary to ensure the efficient and effective management of WHA's affairs, without further reference to the Committee or any of WHA's sub committees.

All actions must be in accordance with WHA's Standing Orders, Financial Regulations and Scheme of Delegation.

The Chief Executive may delegate to senior officers, in accordance with approved job descriptions.

Nothing in these Standing Orders shall operate to impede the effective implementation of WHA's business continuity/disaster recovery arrangements.

These Standing Orders, as they relate to the conduct of meetings, shall also apply to sub-committees of WHA.

4. The Role and Remit of the Management Committee

The Governing Body of WHA Housing Association is the Management Committee.

The Management Committee has legal duties in accordance with the terms of WHA's Rules, the SFHA Charitable Model Rules (Scotland) 2013 and the Charity Trustee and Investment Act (Scotland) Act (2005).

The remit of the Management Committee can be altered only with the approval of the Management Committee.

Members of the Management Committee are elected in accordance with WHA's Rules (Rules 39–42).

The Management Committee will have at least seven and not more than 15 members.

All Committee members must act in the best interests of WHA at all times, regardless of how they are elected or appointed.

The Management Committee will meet at least six times each year (a year is defined as running from 1st April – 31st March).

Meetings will normally be held in WHA's registered office but the Management Committee may agree an alternative venue or by video conference.

The Management Committee will approve a membership policy and Code of Conduct which all Committee members must observe and uphold. The Management

Committee will agree a role description and profile for committee members which will be kept under regular review.

The Committee will regularly (at least annually) review its effectiveness as a governing body and take all necessary steps to ensure WHA is effectively governed.

5. Office Bearers

At its first meeting after the Annual General Meeting, the Management Committee will elect a Chair and such other office bearers that it requires from its members, in accordance with Rule 59.

The responsibilities of the Chair and other office bearers are described in the relevant role descriptions which WHA has prepared and which are approved by the Management Committee.

The Chair of WHA may not also act as Convenor of any sub-committee or chair any working group or advisory panel.

A co-opted member of the Management Committee may not participate in the elections of office bearers and may not be elected or appointed as an office bearer.

The Management Committee will approve the appointment of sub-committee Convenors; together with the Chair, they will act as the office bearers of the Association.

The Chief Executive will act as Secretary of the Association in accordance with Rule 59.1.

6. Management Committee Meetings

Conduct

The Management Committee of WHA will meet at least six times per year.

The Chair will preside at all meetings of the Management Committee or, in their absence, the members present shall appoint one of their number (who may not be a co-opted member) to act as Chair of the meeting. All questions of order shall be decided by the Chair of the meeting.

Special meetings of the Management Committee must be called in accordance with Rule 56.

The quorum for a meeting of the Management Committee is four. If a quorum is not achieved within thirty minutes of the stated start time for the meeting, the meeting will be adjourned and reconvened seven days later.

Only the business notified in the original agenda may be transacted at the reconvened meeting. If a meeting becomes in-quorate during the course of the business, it shall be adjourned and reconvened within seven days.

Only the remaining business on the agenda of the adjourned meeting may be transacted at the reconvened meeting.

The Chief Executive and relevant Managers will normally attend Committee meetings and contribute to the debate and discussion but will not take part in decisions.

The Chief Executive may invite other staff to attend Management Committee meetings to present papers and contribute to discussion.

Staff may be asked to withdraw from any part of the meeting, although this will be rare, and the Chief Executive will normally be invited to remain.

The Management Committee may invite consultants and professional or special advisors to attend to contribute to specific items at a meeting, but not to take part in decision making.

Observers may attend meetings, subject to practical considerations such as space.

Any person wishing to attend a meeting as an observer must give not less than fourteen days' notice in writing, together with notice of any business to be raised, and it shall be for the Chair to determine whether attendance should be agreed.

Where a confidential matter is to be discussed, observers will be asked to leave.

The Chair may invite an observer to speak.

Committee meetings will normally last for not more than two and a half hours, unless a majority of Committee members in attendance agree at the end of that time to extend the meeting for up to thirty minutes.

A meeting shall be automatically adjourned after three hours and will resume at a date and time agreed by those in attendance. Only the outstanding business identified on the original agenda shall be conducted at any re-convened meeting.

The Chair will determine all questions of order, including the order of debate and the conduct of votes.

Each Committee member and officer has a duty to declare any personal or financial interest, direct or indirect, in any matter under discussion at a meeting that they attend. WHA expects members and officers to be meticulous in their adherence to this requirement.

All declarations of interest should be made at the start of the meeting and will be recorded in the minutes.

No one shall take part in any discussion, decision or vote about a matter in which they have an interest and shall normally withdraw from the meeting whilst the matter is under consideration.

The minute will record that the member or officer withdrew and/or that they took no part in the consideration of the matter.

The Management Committee may, at its discretion, grant leave of absence to a member who is unable to attend meetings for a period of time.

Any member who has not been granted leave of absence and is absent from four meetings of the Committee will cease to be a member in accordance with Rule 44.3.

Agendas and Papers

The agenda and papers for Committee meetings will be issued seven days in advance of the meeting unless otherwise notified.

All matters of business to be included in the agenda for the Management Committee must be notified to the Secretary (who will notify the Chair) not later than 5pm at least two working days before the date on which the papers are to be issued.

Items for inclusion on the agenda for sub-committee meetings should be notified to the responsible officer (who will notify the Convenor) not later than 5pm at least two working days before the date on which the papers are to be issued.

Papers may be issued electronically or on paper. Papers will be provided in alternative formats where required.

The business at meetings will normally follow the order of the agenda, but the Chair may vary the order at any time.

The Management Committee may agree to consider items that have not been included on the agenda provided that a written paper is available for consideration and it would not be in WHA's interest for the matter to be deferred.

Any such matter must be notified to the Chair in advance of the start of the meeting and the Chair shall decide whether or not the Management Committee should be asked to consider the matter.

Where a Committee member has requested an item be included on the agenda but is not present at the relevant meeting, consideration of the item will be deferred until the next meeting and, if the Management Committee member is still absent, the item will be dropped, unless a majority of those present and entitled to vote agree that the matter should be considered.

It is the duty of WHA's Chief Executive to ensure that the Management Committee and its sub committees are properly informed to be able to carry out their responsibilities effectively.

All agenda items will normally be the subject of written reports which will contain the necessary background information and adequate detail to enable Management Committee members to make informed decisions.

All Management Committee papers will identify sources of additional relevant information, as well as the author, who will be available to Management Committee members in advance of the meeting to offer additional clarification where required.

Where possible, papers should be prepared in a format that will identify the strategic objective(s) to which the matter relates and include a risk assessment, financial and/or performance appraisal, together with a description of the recommended options, the decision(s) required and recommendations made.

Reports will be concise and written in a clear style, following the agreed report template that avoids the use of jargon unnecessarily.

In accordance with the Scheme of Delegation, staff are responsible for ensuring that WHA's strategic direction and operational objectives are achieved in accordance with the Management Committee's decisions and expectations.

The Chief Executive has a duty to ensure that all necessary reports (both routine and exception) are presented to the Management Committee timeously and to provide the Management Committee with sufficient information to monitor performance and identify areas of concern.

The Management Team will review all performance information in advance of it being issued to the Management Committee to ensure that it is comprehensive, accurate and informative and that all trends are highlighted and strategies for dealing with exceptions are identified.

Minutes

The Chief Executive is responsible for ensuring that an accurate record of each Management Committee meeting is produced. Responsible officers are responsible for ensuring that an accurate record of each sub-committee meeting is produced.

The record will be submitted for approval to the next meeting of the committee/subcommittee and, once agreed, shall be signed by the Chair/Convenor and retained as the official record of that meeting. Items which are regarded as confidential will be recorded separately.

Decision Making

Decisions will normally be reached by agreement or consensus. Where the Chair decides that a vote is required, that will normally be by a show of hands.

A simple majority of those present and voting will be sufficient to determine any matter, except in the case of a motion to suspend standing orders, in which case a two thirds majority of those present and voting will be required.

The Management Committee may consider and take account of the views of any member who is unable to attend a meeting where these views are communicated in writing in advance. For the avoidance of doubt, proxy voting is not permitted at Management Committee or sub-committee meetings.

If a secret ballot is requested by a third or more of the Management Committee members present, the Chief Executive will be responsible for the issue, return and counting of the votes cast. Where there is a tie in the number of votes cast, the Chair will have a second and casting vote.

A review of decisions made by the Management Committee in accordance with these Standing Orders will not normally be competent within six months of the original decision being taken, unless either important new or additional information becomes available and the Chair agrees to the matter being reconsidered or a resolution to reconsider is supported by two thirds of the members present at the meeting at which the resolution is moved and seconded.

Any Management Committee member may request that his/her dissent from any decision or resolution is recorded in the minutes, without giving reason, provided that the request is made at the meeting at which the decision is made.

All Management Committee members must support decisions reached in accordance with these standing orders and shall not criticise or oppose WHA publicly in the event that a decision or action is taken with which they have disagreed or have formally dissented from.

All Management Committee members will observe and uphold the confidentiality of discussions at meetings.

Although decisions will be made public, as appropriate, members should not disclose the terms of discussions or the nature of individual contributions.

Management Committee members are bound by the principles of collective responsibility, as described in the Code of Conduct.

WHA will agree a six-monthly calendar of dates for Management Committee and sub committee meetings, in advance.

7. Sub Committees

To assist it to carry out its responsibilities effectively, the Management Committee has established sub committees, in accordance with Rule 58.

These sub committees are:

- Operations and Performance Sub Committee; and
- Finance, Audit and Corporate Services Sub Committee.

The remits for these committees reflect the contents of these Standing Orders and can only be amended with the approval of the Management Committee.

In all their activities, the sub committees must observe strictly the terms of their remit and these Standing Orders.

At any time, the Management Committee may reconsider any matter included in a reference to a sub-committee, may alter, retract or recall any reference to a sub-committee or any powers delegated to it.

The Chair of the meeting shall decide any matter of dispute arising at a meeting of the Management Committee regarding the reference of any matter to a sub-committee.

At its first meeting after the Annual General Meeting, the Management Committee will normally appoint members to the sub committees and will also appoint the Convenors.

WHA's Chair may not act as Convenor of any sub-committee. A co-opted member of the Management Committee cannot be elected or appointed as an office-bearer. There should be at least five members appointed to each sub-committee.

Minutes of subcommittee meetings will be endorsed at the next meeting of the sub-committee and thereafter presented to the Management Committee for information.

Sub-committee Convenors and Chairs of Working Groups are responsible for bringing to the attention of the Management Committee any matter which requires Management Committee consideration and/or approval or any matter that falls beyond the remit of the sub-committee.

Any matter which requires consideration by the Management Committee will be the subject of a separate written report. In addition, each sub-committee will annually report its activities to the Management Committee.

Management Committee members may, with the approval of the Chair or Convenor, attend a sub-committee or working group meeting to contribute to discussion of a specific item where that is beneficial.

The arrangements for meetings of sub-committees shall be the same as those for meetings of the WHA Management Committee, subject to the following:

The quorum for meetings of each sub-committee is three.

Sub committees will normally meet at least four times each year.

The Head of Finance and Corporate Services will attend meetings of the Finance, Audit and Corporate Services Sub Committee as the “responsible Officer.” Other relevant officers may attend as necessary.

The Head of Housing will attend meetings of the Operations and Performance Sub Committee as the “responsible officer.” They will be accompanied by the Head of Property Services and the Head of Development, who will attend to cover their areas of their responsibility.

The Finance, Audit and Corporate Services Sub Committee may meet with the internal and external auditors in the absence of staff.

For the avoidance of doubt, the Convenor of the Finance, Audit and Corporate Services Sub Committee may communicate directly with the internal and/or external auditors and with the relevant Regulators in connection with any matters of concern relating to WHA’s activities.

Any such communication should be notified in advance to the chair and reported to the Management Committee at the earliest opportunity.

The responsible officers are responsible for ensuring the preparation and distribution of an accurate record of all meetings of the respective sub committees and for the maintenance of a secure record of all meetings.

8. Working Parties

The Management Committee may, from time to time, establish working groups or panels to advise it on specific matters.

Membership of such working groups or panels shall be drawn from WHA’s Management Committee and staff.

The Management Committee may appoint up to four people who are not members of WHA’s governing body or staff to any working party in order to access specialist advice and expertise.

The role of working parties is to provide advice and guidance to the Management Committee. The Management Committee will not normally delegate responsibility to act, or take decisions, on its behalf. Working Parties will elect their own convenors who will be a member of the WHA Management Committee.

In establishing a working party, the Management Committee will record the membership, remit, expected outcome(s) and timescale for completion.

A working party should not normally be in existence for longer than twelve months. In the event of a longer period being required to complete its deliberations, the remit of a working party may be extended by the Management Committee, following a review of the initial remit at the end of twelve months and at intervals of six months until completion.

9. Briefings

From time to time, the Management Committee may determine that it is appropriate for consideration of a major item of business, policy or strategy to be considered in more detail than is possible within the confines of a normal Management Committee agenda.

In such circumstances, the Management Committee will arrange a briefing session to enable more detailed consideration and discussion.

Briefing sessions will not normally be constituted as meetings of the Management Committee and will not have decision making powers.

Matters which are referred to briefing sessions will require to be considered formally by the Management Committee which retains responsibility for decision making.

10. Appeals and Complaints

Complaints received by WHA will be dealt with in accordance with the Complaints Policy.

Complaints against Management committee members relating to the Code of Conduct will be dealt with by the Chair and Chief Executive/Secretary.

11. Emergency Arrangements

Where urgent decisions that have significant implications become necessary at times when it is impractical to call a meeting of the Management Committee, a written paper must be prepared with the authority of the Chief Executive (or in their absence the relevant Senior Manager(s)) and presented to the Chair.

The paper must set out the nature of the matter and its significance, together with the options available, the decisions required and their implications.

The Chair (or, in his/her absence, one of the Convenors) must consult with as many of the other office bearers as possible.

The approval of the Chair and at least one other office bearer should be obtained before action is taken and recorded by means of their signatures being applied to the written paper previously referred to and dated.

Any such actions must be reported to the next Committee meeting, to which a copy of the signed report should be circulated.

12. Temporary Suspensions

These Standing Orders may be temporarily suspended, in whole or in part, at any meeting of the Management Committee as long as two thirds of the members present and entitled to vote agree.

Any such suspension shall apply only to the proceedings of the meeting at which the decision was taken. Sub committees shall not suspend Standing Orders.

The Financial Standing Orders may not be suspended.

13. Approval and Review

These Standing Orders were approved by the Management Committee and will be reviewed every three years.