

Section 2 - Standing Orders

2.1 The Standing Orders describe the roles and responsibilities of GOHA's Board, Sub-Committees and individuals. They take account of the Rules of Glen Oaks Housing Association, relevant legislation and regulatory requirements.

2.2 The Standing Orders apply to all meetings of the Board, its Sub-Committees and any working groups or advisory panels. They define the conduct expected at Board and Sub-Committee meetings and set out how the Board will use its powers, carry out its responsibilities, delegate authority, deal with emergencies and record decisions.

2.3 Meetings and Proceedings of the Board

(1) The Board shall be elected in accordance with the Rules. It may fill casual vacancies as the need arises and may co-opt persons who must not exceed one third of the Board number.

(2) The Board will comprise no fewer than 7 members, exclusive of co-optees, and not more than 15 members, inclusive of co-optees. In the event of the number falling below 7, vacancies will be filled in accordance with the Rules to allow the Board to continue its functions.

(3) No Board member may take office until they have agreed to and signed the Association's Code of Conduct for Board Members.

(4) The Board shall assess annually the skills, knowledge, diversity and objectivity that it needs for its decision-making and what is contributed by the Board members by way of Annual Performance Reviews. The Board must be assured that any Board member who has continuous service on the Board of nine years or more and who is seeking re-election is able to demonstrate his/her continued effectiveness as a Board member before he/she may stand for re-election.

(5) At the first meeting of the Board following the Annual General Meeting (AGM), a Chairperson shall be elected from amongst the elected members of the Board. Nominations for Office Bearers must have a proposer and a seconder and, in the event of a contest, the election will be by show of hands.

- (6) The Chairperson may be re-elected but may not hold office continuously for more than five years. On expiry of five continuous terms of office, the retiring Chairperson shall not be eligible for election as Chairperson during the ensuing twelve months.
- (7) At the same meeting the Board shall also appoint a Vice-Chairperson, Treasurer and Secretary. The Office Bearers, except for the Secretary, must be elected Board members or Board members appointed to fill casual vacancies in accordance with Rule 41, but cannot be co-optees. An employee may hold the office of Secretary although not be a Board member. If the Secretary cannot carry out his/her duties, the Board (or in an emergency the Chairperson) can ask another Office Bearer or employee to carry out the Secretary's duties until the Secretary returns.
- (8) The Secretary and the Office Bearers will be controlled, supervised and instructed by the Board. The Chairperson and other Office Bearers may be removed from office in conjunction with the Rules.
- (9) The Board must meet at least 6 times in each year. This number will include the review sessions. A diary of these meetings shall be issued to Board Members at the end of each calendar year. Meetings shall not be held on statutory or public holidays. Any special meetings must be called in accordance with Rule 56.
- (10) Meetings of the Board will be called by the Secretary in conjunction with the Chief Executive. The Chairperson will set the Agenda in conjunction with the Chief Executive and will chair the Board meetings. Any Board member wishing to place an item on the agenda shall notify the Secretary in writing of the items they wish to include 14 days before the date of the meeting. The Chairperson shall determine whether the item is included in the agenda. In the absence of the Chairperson, or his/her unwillingness to act, meetings or any parts of meetings will be chaired by the Vice Chairperson. In their absence, the meeting will be chaired by either the Secretary or Treasurer, or a Board member elected from those present.
- (11) Notices of meetings including date, time and place, agenda and accompanying papers shall be circulated to members of the Board at least seven days before the date of the meeting.
- (12) Meetings of the Board can take place in any manner which permits those attending to hear and comment on the proceedings.

- (13) Any Board member who absents him/herself from four consecutive Meetings of the Board without special leave of absence ceases to be a Board member. The Annual Strategy Session (which is a formal Board meeting) and any Special Meetings will count towards the average attendance level as reported in the Annual Return on the Charter (ARC) and when assessing absence under the “four meetings” rule.
- (14) There must be at least 4 Board members present for the meeting to take place. In the event of a quorum not being present 30 minutes after the scheduled start of the meeting, the meeting will be reconvened one week later at the same time and place. In the event of a meeting being inquorate after the start, the meeting shall be adjourned.
- (15) The minimum number of members for a Sub-Committee shall be 3. With regard to the Finance, Audit and Corporate Services Sub-Committee, one of the members must be the Treasurer who will also act as Chairperson of this Sub-Committee.
- (16) In the event of a discontinuation of a meeting for any other reason, the Chairperson may, with the consent of the majority of these members present, adjourn the meeting.
- (17) No business shall be transacted at any adjourned meeting other than business not reached or left unfinished at the meeting from which the adjournment took place. Every adjourned meeting shall be deemed a continuation of the original meeting and any resolution passed at the adjourned meeting shall be treated as having been passed on the date on which it was in fact passed. Notice of an adjournment and of the business transacted at an adjourned meeting shall be given to all members. If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be the quorum.
- (18) All Board business will be recorded in a formal minute which will be prepared by the Secretary (or staff member acting on his/her authority), and approved at the next meeting. If accepted as a true record, the minutes will be signed by the Chairperson at the meeting at which they are presented. All minutes signed by the Chairperson of the meeting shall be conclusive evidence that the minutes are a true record of the proceedings at the relevant meeting. The minutes shall record those present and apologies, the main areas of discussion and all decisions made. Minutes of the previous meeting will be presented to the next ordinary business meeting for consideration and approval.

- (19) Minutes of previous Sub-Committee meetings will also normally be circulated to the Board in advance of Board meetings for noting of recommendations and decisions.
- (20) Staff will attend the Board meetings or submit written reports as required by the Board, Chairperson, Secretary or Chief Executive. The Chief Executive will normally be in attendance. Other senior staff will attend as required/ relevant. Written reports will normally be considered by the Board only when they are noted on the Agenda.
- (21) Meetings will close not more than two hours from the scheduled start of the meeting unless a two thirds majority of those present agree after the end of that time to continue the meeting (Rule 36). Meetings will not last longer than two and a half hours.

2.4 Powers and Duties of the Chairperson

- (i) 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 these Standing Orders. The Chairperson will be delegated such powers as is required to allow them to properly discharge the responsibilities of the office. The responsibilities of the Chairperson are detailed in Appendix 1.

2.5 Duties of the Secretary

- (1) The Secretary's duties are set out in Appendix 2. 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.
- (2) The Secretary must produce or give up all of Glen Oaks Housing Association's books, registers, documents and property whenever requested by a resolution of the Board or of a General Meeting.

2.6 Declarations of Interest

- (1) If a person serves on the Board or any Sub-Committee, he/she must declare any personal or other external interests on an annual basis in accordance with the Association's Code of Conduct for Board Members. If, while serving on the Board, that person has any conflict of interest in any contract or other matter about to be discussed at a meeting, he/she must tell the Board.

He/she will be required to leave the meeting while the matter is discussed and will not be allowed to vote on the matter or to stay in the meeting while any vote on the matter is being held. If that person is inadvertently allowed to stay in the meeting and vote on the matter, his/her vote will not be counted.

2.7 Making Decisions

- (1) Where a Board member wishes to propose a course of action or the approval of a recommendation from staff, the member shall state this clearly to the Chairperson. If no counter proposal or amendment is made, the Chairperson shall then seek the views of the Board. The proposal may be approved by general acclaim or, if some dissent is heard, a vote may be taken. Where a vote is required, this will normally be by a show of hands, but a secret ballot may take place if a simple majority of the members present vote in favour of this. In the event of a tie, the Chairperson will have a second or casting vote. The result of such a ballot shall be recorded in the minutes of the meeting. The minutes of the meeting shall provide conclusive evidence of the decision made.
- (2) Decisions taken by the Board will stand on record for six months and shall not be revised, questioned or put to a second vote within that period unless on a resolution moved and seconded and supported by two thirds of the Board members present.

2.8 Procedures for Emergencies

- (1) The situation may arise where the Association has to make an emergency decision which cannot wait until the next Board meeting and for which staff do not have delegated authority. Such instances are expected to be rare. Given that this procedure should be used only for true emergencies, it needs to be invoked quickly. The most senior member of staff present will therefore:
 - Contact all Board members by whatever means possible (telephone, home visit) and call a meeting at the earliest practical time. The staff member will have to use some judgement on the urgency of the situation. For example it may sometimes be acceptable for the meeting to be deferred until the following day, although this may not necessarily be the case.
 - Consult with other members of staff to obtain their views.

- Make all reasonable attempts to contact the Association’s Chief Executive if (s)he is not present at the time.
 - Provide Board members with as comprehensive a report on the matter as time allows (written if possible).
 - Ensure that the meeting is appropriately minuted.
 - Ensure that the Board receives a full report at its next meeting.
- (2) The Emergency “Sub-Committee”, by necessity, has no membership and no quorum. The principle is that as many members as possible attend to deal with what is considered to be a genuine emergency. Having a specific membership or quorum would only act to prevent a decision being taken and this may potentially damage the Association.

2.9 Constitution, Meetings and Proceedings of Sub-Committees

- (1) The Board may, as it considers necessary from time to time, set up Sub-Committees to carry out such functions as may be referred and delegated to them. The members of such Sub-Committees shall be appointed at the first Board meeting following the AGM each year to serve until the next AGM.
- (2) The minimum number of members for a Sub-Committee shall be three. With regard to the Finance, Audit and Corporate Services Sub-Committee, one of the members must be the Treasurer.
- (3) At their first meeting following appointment, each Sub-Committee shall appoint a Chairperson (who will be an elected member) from amongst its members. Each Sub-Committee will also elect a Substitute Chairperson. With regard to the Finance, Audit and Corporate Services Sub-Committee, the Chairperson will normally be the Treasurer.
- (4) The Chairperson of the Association may not also serve as the Chairperson of a Sub-Committee and each Sub-Committee must elect a different Chairperson.
- (5) A Sub-Committee may co-opt any suitable person to participate in its work, providing that co-opted members in total do not constitute more than one third of the total membership of the Sub-Committee.
- (6) Each Sub-Committee will normally meet four times in each year.

- (7) The frequency of meetings of each Sub-Committee shall be determined by the Board and a diary of meetings circulated at the end of each calendar year.
- (8) A Sub-Committee shall have authority to vary the date and time of its meeting subject to agreement of two thirds of its members. A Sub-Committee may also call additional meetings if required to enable it to carry out its functions.
- (9) Notices of meetings including date, time and place, agenda and accompanying papers shall be circulated to members of a Sub-Committee at least seven days before the date of the meeting.
- (10) The Chairperson of the Sub-Committee will convene meetings and set the agenda in conjunction with the appropriate staff member. In the Chairperson's absence, the meeting will be chaired by the Substitute Chairperson. If both the Chairperson and the Substitute Chairperson are absent, then a member elected by those present will chair the meeting.
- (11) A quorum will be three members, which means that at least three members of the Sub-Committee must be present for the meeting to take place. In the event that a quorum is not present, the meeting will normally be reconvened one week later at the same time and venue. In the event of a meeting becoming inquorate after the start, the meeting will be adjourned. No business will be transacted at the inquorate or adjourned meeting and all business deferred to the next meeting of the Sub-Committee.
- (12) Where possible, the following staff members will attend the Sub-Committee meetings and submit written reports which will normally be circulated in advance:
- | | | |
|--|---|---|
| Finance, Audit and Corporate
Corporate Services | - | Chief Executive and
Finance Director |
| Housing, Technical and
Health & Safety | - | Housing Services Director and
Technical Director |
- (13) Sub-Committee meetings will close not more than two hours from the scheduled start of the meeting unless a two thirds majority of those present agree after the end of that time to continue the meeting (Rule 36). Meetings will not last longer than two and a half hours.

- (14) Decisions will be made by a majority of the members present. In the event of a tie, the Chairperson will have the casting vote. Any decision made by a Sub-Committee must be reported to the next meeting of the Board.
- (15) Decisions taken by a Sub-Committee can only be overturned or amended by the Board.
- (16) The minutes of each Sub-Committee meeting will be approved as a true record at the following meeting of the Sub-Committee.
- (17) Each Sub-Committee will normally submit, in advance, the minutes of each meeting to the following Board meeting for discussion and consideration of recommendations and decisions.
- (18) The Board may also appoint special Sub-Committees, working groups or review groups to carry out specific tasks.