



SHA Standing Orders

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Appendix 1 – SHA Committee Terms of Reference and Remits

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Appendix 3 - SHA Committee Role Descriptions

1.0 INTRODUCTION

- 1.1 This document sets out Southside Housing Association's 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 Management Committee 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 Management Committee and members appointed to office bearer positions (Appendix 3).
- 1.3 Our subsidiary Southside Factoring and Related Services Ltd (SFARS) will have its own Standing Orders and Scheme of Delegated Authority. SFARS 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 Management Committee is the Association's governing body. The Management Committee 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
 - SFARS Board
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- 2.3 The Management Committee may change the committee structure or appoint working groups as required from time to time.

Role of the Executive

- 2.4 The Management Committee 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 Management Committee's principal adviser. The Management Committee shall also receive independent professional advice and/or assurance, as relevant to the business decisions being made or as the Management Committee agrees necessary.
- 2.6 The CEO shall be responsible and accountable to the Management Committee for the implementation of the Committee's decisions and policies. In turn, the Management Committee 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 Management Committee 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 Management Committee and the relevant sub-committees.
- 2.8 Following approval of committee 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 committee 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 Management Committee and the relevant sub-committee.

3.0 COMMITTEE MEMBERSHIP AND ADMINISTRATIVE ARRANGEMENTS

- 3.1 Membership and administrative arrangements for the Management Committee 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 Management Committee.

3.3 Where there are vacant places on the Management Committee, the Association may consider appointing co-opted members, as permitted by the Rules. The Management Committee 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 SFARS Board in the work of the Finance and Corporate Services Sub-Committee.

To attract people with specialist skills and an external perspective

- 3.4 Co-opted members cannot make up more than one-third of the Management Committee or Sub-Committee members at any one time in line with Rule 42.3 of the Association's Rules.
- 3.5 Management Committee members will generally be expected to serve on at least one and not more than two sub-committees. All Management Committee 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 Management Committee 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 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 Management Committee's status as the Association's governing body and the collective leadership and decision-making the Management Committee 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 Management Committee 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 Management Committee.
- 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 Management Committee 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 Management Committee
Operational Services Committee	Chairperson appointed by the Management Committee
SFARS Board	Chairperson appointed by the Management Committee

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 SFARS 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 Management Committee Vice Chairperson.

5.0 PROCEEDINGS AT COMMITTEE MEETINGS

Introduction

5.1 Management Committee and sub-committee meetings (and board meetings of SFARS Ltd) shall be called, conducted, and recorded in accordance with the arrangements set out below. The following terminology is used:

- **“Committee meetings”** covers Management Committee and sub-committee meetings, as well as meetings of the SFARS Board. Similarly, **“Committee member”** applies to anyone who is a member of the Management Committee or any of its sub-committees, or of the SFARS Board;
- **“Lead officer”** means the Association’s CEO or another staff member who has lead responsibility for supporting or advising the Management Committee, a sub-committee or the SFARS Board.

Notice of Committee Meetings

- 5.2 A calendar of proposed committee meeting dates for the year ahead will be prepared following the AGM.
- 5.3 The notice and agenda for all committee 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 Committee Meetings

- 5.6 The lead officer (and other staff members, external advisers, or invited persons) will attend committee meetings or submit written reports as required.
- 5.7 The committee 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 committee meetings. With the approval of the committee, people interested in becoming committee members may attend meetings as observers.
- 5.9 The committee 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 committee meetings shall be as set out in the Association's Rules (four members for the Management Committee, 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 committee 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 committee 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 committee member and seconded by another committee member, and if;
- A third committee member states directly their opposition to the motion.

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

5.15 Formal votes shall normally be by show of hands unless a majority of committee 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 committee 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 committee member may ask that his/her dissent from any motions passed, or decisions made should be recorded in the minutes. Other than this, all committee members are bound by their duty of collective responsibility, i.e. they must accept and abide by the committee'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 Management Committee 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 Management Committee wishes to review a decision made by a sub-committee.

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)

Time Management of Committee 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 committee 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 committee meeting is adjourned, the procedures at 5.12 shall apply.

Any Other Competent Business

- 5.23 Committee 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 Committee under AOCB. If an urgent decision is not required or the Committee wishes to give the matter detailed consideration, the Committee may by consensus or by a majority decide to refer the matter to a future meeting.

Minutes of Committee Meetings

- 5.26 Officers shall prepare minutes of all committee 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 committee members and to those members of staff who need access to the minutes to implement the committee's decisions.
- 5.28 Minutes of sub-committee meetings and of SFARS Board meetings shall be submitted to the Management Committee. 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 Management Committee 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, committee 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 committee members of the Association and SFARS Board members.

- 5.31 In particular, committee 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 committee 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 committee.
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Confidentiality

- 5.32 Proceedings at all governing body 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 Management Committee must give its approval for use of the seal.

7.0 REVISION OF STANDING ORDERS

- 7.1 The Management Committee shall conduct an overall review of the Standing Orders every three years. It may vary the Standing Orders at any time where this would improve the governance role of the Management Committee and/or any sub-committee.
- 7.2 The Audit Committee will monitor the implementation of sub-committee remits and delegated powers and may report back to the Management Committee with recommendations about any changes that may be needed.



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