



Southside Lettings Standing Orders

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Contents

1. Introduction	Page 03
2. Role and Remit of the Southside Lettings Board	Page 03
3. Role of SHA as the Charitable Group Parent	Page 04
4. Scheme of Delegation	Page 04
5. Membership of the Southside Lettings Board	Page 05
6. Appointment of Chairperson	Page 05
7. Southside Lettings Board Meetings	Page 06
8. Execution of Documents	Page 09
9. Service Sharing Agreement	Page 09
10. Revision of Standing Orders	Page 10

Appendix 1 – Southside Lettings Board Committee Terms of Reference and Remits

Appendix 2 – Southside Lettings Board Scheme of Delegated Authority

Appendix 3 - SHA Lettings Board Member Role Descriptions

1.0 INTRODUCTION

1.1 Southside Lettings is a wholly owned subsidiary of Southside Housing Association (SHA). The primary business activities of Southside Lettings are:

- The provision of property management services for homes owned by SHA and leased to Southside Lettings for the purposes of Lettings for Mid-Market Rent.

1.2 The Southside Lettings Board is the Company's governing body, responsible for the direction and control of its activities acting within the delegated authorities and limits approved by SHA as the charitable parent. These are set out in more detail in the Intragroup Agreement between SHA and Southside Lettings.

1.3 Southside Lettings may only revise these Standing Orders with the approval of the charitable parent SHA's Management Committee. Directors of Southside Lettings must also comply with relevant SHA Group Policies, including:

- SHA Code of Conduct for Governing Body Members;
- SHA Group Policy on Entitlements, Payments and Benefits, and;
- SHA Declaration of Interests Policy

1.4 This document sets out Southside Lettings procedures for ensuring that decision-making across all of our business activities is accountable and effective.

1.5 The following documents are an essential part of the Standing Orders:

- **Terms of reference** for the Southside Lettings Board (Appendix 1);
- **Scheme of Delegated Authority** showing where authority for decision making lies across the SHA Group governance structure and staff (Appendix 2);
- **Role descriptions** for members of the Southside Lettings Board and (Appendix 3).

2.0 ROLE AND REMIT OF THE SOUTHSIDE LETTINGS BOARD

2.1 The Southside Lettings Board is responsible for:

- Ensuring that Southside Lettings is a well governed organisation
- Development and approval of the Southside Lettings business strategy and its annual business plan and budget, and presentation of these for approval by the SHA Management Committee.

- Supervision of the management of Southside Lettings through monitoring of its business and financial performance.
- Oversight of Southside Lettings' compliance with SHA group policies and arrangements for governance.

3.0 ROLE OF SHA AS THE CHARITABLE PARENT

3.1 As group parent, SHA has ultimate responsibility for the activities and performance of its subsidiaries. The powers exercised by the SHA Management Committee in this regard are set out in the Intragroup Agreement entered into between SHA and Southside Lettings.

4.0 SCHEME OF DELEGATION

4.1 The Southside Lettings Scheme of Delegation specifies the matters that are:

- Exercised by SHA as the Group Charitable Parent;
- Reserved to the Southside Lettings Board, and;
- Delegated to the Executive i.e. SHA staff providing services to Southside Lettings to under the Group's Service Sharing Agreement

4.2 The SHA Chief Executive Officer (CEO) will provide senior officer services to Southside Lettings. The CEO will act as the Board's principal adviser and shall be responsible and accountable to the Board for the implementation of the Board's decisions and policies. The Board shall also seek professional advice and/or assurance as required.

4.3 Subject to the matters reserved to the governing bodies of SHA and of Southside Lettings, officers will be empowered to manage all aspects of Southside Lettings' operations while remaining accountable to the Southside Lettings Board.

4.4 The financial regulations and procedures adopted by SHA will also apply to Southside Lettings, for goods and services purchased by SHA on Southside Lettings' behalf, and for all services provided by SHA to Southside Lettings.

4.5 The SHA CEO and the Southside Lettings Chairperson will have authority to take or instruct any appropriate action to preserve the position of the company in any situation requiring immediate or urgent action. Any such action will be reported to the next meeting of the Southside Lettings Board.

5.0 MEMBERSHIP OF THE SOUTHSIDE LETTINGS BOARD

5.1 Southside Lettings Directors may be either:

- SHA Management Committee members of SHA, appointed to serve on the Southside Lettings Board, or;
- Other persons with an interest in Southside Lettings' role in the local community and/or with appropriate skills or experience that would benefit the company.

5.2 Appointments to the Board – No appointment to the Southside Lettings Board shall be made without the written approval of the Parent. The Board will comprise of no less than five persons appointed directly to by the Parent or appointed by the Board with the written approval of the Parent.

5.3 For any vacancies on the Board, SHA and Southside Lettings shall agree how the vacancy/vacancies shall be filled.

5.4 The Board shall consider periodically the need to refresh its membership and SHA will take its views into account when it is appointing Board members to the Company. Directors' appointments will subject to review annually and directors may be re-appointed with the agreement of the Board and SHA. Any Southside Lettings directors who have served for more than 9 years continuously shall be subject to the same process of review as applies to SHA Management Committee members.

5.5 Southside Lettings shall not pay its directors for their service as Board members (other than reimbursement of reasonable expenses as set out in the Group Policy on Entitlements, Payments and Benefits), nor shall directors be permitted to provide paid professional services or advice to any governing body member of employee of SHA or Southside Lettings.

5.6 The above arrangements are without prejudice to SHA' right as Southside Lettings' only shareholder and its rights to exercise control as the Parent, as set out in the Intragroup Agreement between SHA and Southside Lettings.

6.0 APPOINTMENT OF CHAIRPERSON

6.1 The Chairperson of the Southside Lettings Board shall be appointed by the SHA Management Committee as the Group Parent as provided for in the SHA Management Committee Standing Orders.

6.2 The Chairperson (or in their absence another Board member) shall preside at Southside Lettings Board meetings. The Chairperson shall carry out their responsibilities in accordance with the Chairperson role description which form part of the Board Standing orders.

7.0 SOUTHSIDE LETTINGS BOARD MEETINGS

7.1 The Southside Lettings Board shall normally meet quarterly and will schedule any additional meetings as required.

Notice of Board Meetings

7.2 A calendar of proposed Board meeting dates for the year ahead will be prepared following the SHA AGM.

7.3 The notice and agenda for all Board meetings will normally be issued at least 7 days before the date of the meeting.

7.4 The lead officer will prepare the agenda, in consultation with the Southside Lettings Board Chairperson. Prior to meetings, the lead officer will meet with the Chairperson to review the order of business and the matters requiring decision.

7.5 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

7.6 The lead officer (and other staff members, external advisers, or invited persons) will attend Board meetings or submit written reports as required.

7.7 The Board may decide to meet in closed session, to discuss matters that are confidential or commercially sensitive.

7.8 Members of the public will not be admitted to Board meetings. With the approval of the Board, people interested in becoming Southside Lettings Board members may attend meetings as observers.

7.9 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

7.10 Quorum requirements for Board meetings shall be as set out in the Intragroup Agreement between SHA and Southside Lettings with a minimum of three members required for a quorum. Co-optees shall not count towards the quorum.

- 7.11 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.
- 7.12 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.

Decisions and Voting

- 7.13 Decisions at Board meetings will normally be made by consensus or failing this by majority voting.
- 7.14 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

- 7.15 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 Board members are physically present in the same place when a meeting is being held).
- 7.16 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 their own vote.
- 7.17 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.
- 7.18 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 Southside Lettings, SHA or externally.
- 7.19 Decisions made by the 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

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)

unless a formal motion is moved and seconded and two-thirds of the members present support the motion.

Time Management of Southside Lettings Board Meetings

- 7.20 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.
- 7.21 Proceedings at Board meetings should not exceed 2 hours. 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.
- 7.22 If a Board meeting is adjourned, the procedures at 7.12 shall apply.

Any Other Competent Business

- 7.23 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.
- 7.24 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.
- 7.25 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 Southside Lettings Board Meetings

- 7.26 Officers shall prepare minutes of all Southside Lettings 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.
- 7.27 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 decisions of the Board.

- 7.28 Minutes of Southside Lettings Board meetings shall be submitted to the Management Committee. The Chairperson or lead officer must also separately advise the SHA Chairperson and CEO at the earliest opportunity of any matters discussed that involve material risks to Southside Lettings or SHA's financial position, or its reputation.

Personal Conduct at Meetings

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

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

8.0 EXECUTION OF DOCUMENTS

- 8.1 Deeds and other legal documents shall generally be executed by signature and witnessing and recorded in the Southside Lettings register. If the seal is used, the Board must give its approval for use of the seal.

9.0 SERVICE SHARING AGREEMENT

- 9.1 SHA shall provide and re-charge for SHA staff services provided to Southside Lettings in accordance with the Service Sharing Agreement entered into.

- 9.2 SHA staff shall have authority to incur expenditure on behalf of Southside Lettings, within the Company's approved budget and procedures (including and group policies/procedures that it is agreed shall apply to Southside Lettings).

10.0 REVISION OF STANDING ORDERS

- 10.1 The SHA 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.
- 10.2 The Southside Lettings Board will monitor the implementation of Board remits and delegated powers and may report back to the SHA Management Committee with recommendations about any changes that may be needed.



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