



Cloch Housing Association, (CHA)

Standing Orders

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Policy Category	Corporate & Governance
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Consultation	No
Need for Procedure	No

STANDING ORDERS

These Standing Orders apply to the conduct of business by the Board, its Sub-Committees and Working Parties. These Standing Orders are supported by a Scheme of Delegation and include Remits for the sub-committee(s) established by the Board.

1. GOVERNANCE STRUCTURE

- 1.1 Cloch Housing Association shall have a Committee of Management¹, which is known as a Board, which will have a minimum of seven members and a maximum of twelve, including co-optees.
- 1.2 Board meetings will normally be held eight times per year in accordance with a schedule agreed at the first meeting following the Annual General Meeting, (AGM). Variations to this schedule will be agreed with the Chair. Invites to meetings will be sent seven days in advance of each meeting.
- 1.3 The CEO will act as principal adviser to the Board and will normally attend all Board meetings. Members of the Leadership Team will normally attend Board meetings, together with other members of staff the CEO may determine as appropriate to aid the Board's consideration of the business.
- 1.4 The Board will elect a Chair and Vice-chair, annually, at its first meeting following the AGM. The Chair can be re-elected but cannot hold office for more than five years. The Board has determined that the role of Secretary will be fulfilled by the Finance Director.

2. ESTABLISHMENT OF SUB-COMMITTEES AND WORKING PARTIES

- 2.1 The Board may establish sub-committees² and working parties with delegated authority and / or responsibility for specific matters. Sub-committees will be responsible for overseeing specific aspects of Cloch's business. The Board is responsible for approving the remit(s) of any such sub-committee and working group(s) and all remits must be formally recorded and kept under review.
- 2.2 Sub-committee(s) will meet four times each year in accordance with a schedule agreed by the Board at the first board meeting following the AGM. Invites to meetings will be sent seven days in advance of each meeting.

¹ Rule 37

² Rule 58.1

- 2.3 Sub-committee(s) must have at least five Board members and three members are required to form a quorum. Co-optees can participate fully but cannot contribute to the quorum. Sub-committee(s) will elect a Chair at the first meeting following the AGM. A designated member of the Leadership Team will act as principal adviser to each committee; they will be identified in the committee remit and will attend each meeting, together with additional staff relevant to aid the sub-committee's consideration of the business.
- 2.4 Sub-committee(s) will be expected to provide updates to the Board on key activities following meetings, in addition to providing copies of minutes to the Board for noting. The update will include referring any matters that fall beyond the agreed level of delegated authority for the Board to consider and approve.
- 2.5 The Board may establish ad-hoc working groups to consider specific matters such as special projects or new initiatives. Working groups will usually be advisory and will not normally have decision making authority. The Board is responsible for approving, recording, and monitoring the terms of reference for all working groups, including their intended lifespan, membership, requirement for specialist advice or support and their expected outputs. A member of staff will be appointed as principal adviser to all working groups.
- 2.6 The Board has established one sub-committee:
- Audit, Risk and Assurance (ARA)
- 2.7 The ARA Committee will have at least five members who will be appointed at the first Board meeting following the Association's AGM. The quorum for the committee is three and must be achieved from those members appointed by the Board. All Board members can attend meetings of the ARA Committee.
- 2.8 The ARA Committee will appoint a Chair at the first meeting following the AGM. The Chair must be appointed from members of the Board. The Chair of the Association may be a member of the ARA Committee but cannot also be the Chair of the ARA Committee. Appointment of the Chair of the ARA Committee must be approved by the Board.
- 2.9 Sub-committee(s) have full authority to act within the terms of their delegated authority as set out in the remit agreed by the Board.

3. NOTICE OF MEETINGS AND PREPARATION OF PAPERS

- 3.1 Meetings of the Board, its sub-committee(s) and working groups can take place in any manner which allows those attending to hear and comment on the proceedings, e.g. in person, on-line meetings, or a hybrid approach.
- 3.2 Board members shall be given at least seven days' notice of all ordinary meetings of the Board and its sub-committee(s). Notices of meetings shall include an agenda detailing the matters to be considered and be supported by relevant reports and documents. The agenda will be agreed between the CEO and Chair in advance of being issued. Agendas and supporting documents will normally be issued electronically and uploaded to the Board Portal.
- 3.3 It is the duty of Cloch's CEO and senior staff to ensure that the Board and its committee(s) are informed to be able to carry out their responsibilities effectively. All agenda items will be the subject of written reports or a presentation that will contain the necessary background information and adequate detail to enable Board members to make informed decisions. All Board papers will identify sources of additional relevant information, as well as the author, who will be available to Board members in advance of the meeting to offer additional clarification where required.
- 3.4 If required, a Special Meeting of the Board may be convened in accordance with Rule 56.1 of the Association's Rules which states "The Chairperson or two Committee Members can request a special meeting of the Committee by writing to the Secretary with details of the business to be discussed. The Secretary will send a copy of the request to all Committee Members within three working days of receiving it. The meeting will be held at a place mutually convenient for the majority of Committee Members, normally the usual place where Committee Meetings are held, between ten and fourteen days after the Secretary receives the request."

4. APOLOGIES

- 4.1 Members are expected to submit their apologies for non-attendance at a Board Meeting or sub-committee meeting, where possible, a minimum of 24 hours prior to the time of the meeting.

5. MINUTES

- 5.1 The minutes of the Board will be prepared by the Corporate Services Team in consultation with the Chair and CEO and copies sent to each member with the papers for the next meeting.
- 5.2 All minutes will be prepared in accordance with Cloch's agreed protocol to ensure consistency of style and recording.
- 5.3 The minutes of Board meetings will be presented for formal approval at the next Board Meeting, including proposed redactions prior to publication. When formally approved the minutes will be recorded as agreed and retained in accordance with agreed practice. They will be published on Cloch's website and made available for a period of two years.
- 5.4 Minutes of sub-committee meetings will be prepared by the Corporate Services Team, in consultation with the sub-committee Chair and Principal Adviser and copies sent to each member and Board members in attendance with the papers for the next meeting. Once approved, the minutes will be recorded as agreed, uploaded to the website, and retained in accordance with agreed practice.
- 5.5 Minutes of sub-committee meetings will be presented to the next Board meeting for information. This may involve the minute being presented in draft format – where this occurs, any subsequent amendments to the draft will be notified to the next Board meeting.

6. QUORUM

- 6.1 At least four elected Board members must be present to form a Quorum for an ordinary meeting of the Board to take place.
- 6.2 At least three Board members must be present for a meeting of a sub-committee to take place.
- 6.3 If notification has been received that a Board member anticipates being late, (up to 30 minutes), consensus will be sought to start the meeting late or take reports for noting as the first agenda items. If late notification has not been received or there is a lack of consensus, the meeting shall stand adjourned.
- 6.4 If it is found that the meeting becomes unexpectedly inquorate during the meeting, the proceedings shall be adjourned.
- 6.5 The requirements for a quorum for working groups will be specified in the terms of reference that establish the working group.

7. CO-OPTEEES

- 7.1 Co-optees can only serve until the next annual general meeting or until removed by the Board.
- 7.2 Co-optees can take part in the Board's discussions and vote at Board meetings on all matters except those that directly affect the membership of the Association or the election of the Association's Office Bearers. Co-optees may not stand for election, nor be elected as one of the Office Bearers of the Board (Rule 42.2)
- 7.3 Board members co-opted in this way must not make up more than one-third of the total number of the Board members at any one time. The presence of co-optees will not be counted at meetings of the Board or its sub-committees when establishing if the minimum number of Board members are present to allow the meeting to take place.

8. CASUAL VACANCIES

- 8.1 If an elected Committee Member leaves the Committee between the annual general meetings, this creates a casual vacancy, and the Committee can appoint a member to take their place on the Committee until the next annual general meeting. Casual vacancies are different from Co-optees in that they could towards a quorum.

9. CONDUCT OF BUSINESS

- 9.1 The Chair will follow the order of business set out in the agenda for a meeting of the Board or sub-committee, unless they determine that it is necessary and/or appropriate to re-order to ensure effective consideration of the matter(s) in question. All members must observe and maintain strict confidentiality.

Additional items of business will not normally be considered, unless either the Chair has agreed with the Principal Adviser that an item may be added and not less than twenty-four hours' notice is provided to the members of the Board / sub-committee; or those members attending a meeting agree to a request by the Chair and / or Principal Adviser that an urgent matter should be added that cannot be deferred to a subsequent meeting.

The Board aims to reach decisions by consensus. The Chair will determine if / when there is a need for a vote on a specific matter. Two members of the Board or committee may request a vote if the Chair does not propose one. The Chair is responsible for ensuring that all Board members have adequate opportunity to contribute to and participate in discussion and consideration of all business being considered at the meeting. The authority of the Chair must be always respected, and all members must observe and uphold Cloch's Code of Conduct.

If, during discussion, alternative proposals are put forward to those being considered, all motions and amendments must be formally proposed and seconded.

- 9.2 After it has been made or intimated, no motion shall be withdrawn except by leave of the seconder.
- 9.3 Motions or amendments that are not seconded shall not be discussed or put to the Meeting or printed in the Minutes.
- 9.4 After a motion has been made and seconded, any member wishing to move an amendment and any member wishing to move a further amendment may do so by stating its terms to the Meeting.
- 9.5 When a motion and several amendments are before the meeting, the Chairperson shall put the last moved amendment receiving the greater number of votes against the next proceeding amendment until all are disposed of, when they shall put the remaining amendment against the original motion.

10. DUTIES OF THE CHAIRPERSON

- 10.1 It will be the duty of the Chairperson to ensure that the business of the meeting is conducted efficiently; to preserve order and to ensure that all members are encouraged to contribute and obtain a fair hearing.
- 10.2 The Chair shall decide all matters of order, competency and relevancy and such ruling shall be final and shall not be open to discussion. In the event of a meeting being or becoming inquorate or, in the Chair's determination, it is not possible for the stated business to be conducted / completed, the Chair may, exceptionally, adjourn the meeting. In such a circumstance, the meeting will be re-scheduled in accordance with Standing Order 6.1.
- 10.3 The Chairperson shall have both a deliberate and a casting vote.
- 10.4 If the Chairperson is not present for the start of the meeting or is unable to attend the meeting the Vice Chair or another Board member can be appointed to Chair the meeting for its duration or until the Chair arrives, in accordance with these Standing Orders.

11. DUTIES OF THE VICE-CHAIRPERSON

- 11.1 The role of the Vice Chair is to deputise, support and where required stand in for the Chair.
- 11.2 When known in advance, the Vice Chair should ensure that they are available for any governing body meeting that the Chair is unable to attend – e.g. where the Chair has booked a holiday. Close liaison with the Chair is a key requirement of the role.

12. DUTIES OF THE SECRETARY

12.1 The duties of the Secretary are specified in the Rules; the Board has determined that these duties will be fulfilled by the Finance Director.

12.2 The duties of the secretary include:

- Calling and going to all Annual General Meetings, Special General Meetings, and governing body meetings.
- Keeping the minutes for all Annual General Meetings, Special General Meetings, and governing body meetings.
- Sending out letters, notices calling meetings and relevant documents to Members before a meeting.
- Ensuring that nominations and elections to the Board are carried out in accordance with the Rules.
- Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator and OSCR.
- Ensuring compliance with Rules.
- Keeping the Register of Members and other Registers required by Cloch's Rules.
- Supervision of the seal.
- Confirming to the Board, at the last meeting before the AGM, that the requirements of Rules 62-67 have been met.

13. DISSENTING MEMBER

13.1 Any member who disagrees with any decision of the Board may ask to have their dissent recorded in the minutes. For the avoidance of doubt, all Board members are bound by the principle of collective responsibility and are required to uphold all decisions properly made by the Board, irrespective of an individual's dissent being recorded.

14. VOTING

- 14.1 A vote may be taken by ballot or by a show of hands, as decided by a majority of the members present and voting.

15. EMERGENCY ARRANGEMENTS

- 15.1 Where urgent decisions that have policy or other significant implications become necessary at times when it is impractical to call a meeting of the Board, a written paper must be prepared with the authority of the CEO 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 must consult with the other office bearers, (Vice Chair & Chair of the ARA Committee) and seek approval from the office bearers, 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 will be reported to the next Board meeting, to which a copy of the signed report should be circulated.

For matters which do not require an immediate / urgent decision but are required when it is not practical to call a meeting of the Board, a written paper may be prepared, as detailed above, with the authority of the CEO and approval of the Chair and circulated to the members of the Board or sub-committee. The report should contain a formal resolution which Board members, or members of the ARA Committee, should be requested to sign to signify their approval of the action proposed. Provided such a resolution is supported by at least two-thirds of Board or sub-committee members, the resolution will have the same effect as if it had been approved at a constituted meeting of the Board or ARA Committee.³

16. SUSPENSION OF STANDING ORDERS

- 16.1 Any of the Standing Orders, upon a motion being made at any time during a meeting, may be suspended regarding any business at such a meeting, provided that the said motion shall be held to be carried by two-thirds majority of those members present and voting.

³ Rule 55

17. CHANGES IN POLICY

- 17.1 Any policy decisions properly taken at a meeting of the Board or sub-committee will be regarded as the policy of the Association and will not be amended within a period of 3 months unless significant new information becomes available. Any reconsideration of approved policy within this three-month period must be approved by the Chair.

18. TWO HOUR RULE

- 18.1 A maximum time of 2 hours will be set for each meeting and will be exceeded only following a majority decision of those members present. Upon agreement meetings may be extended by up to 30 minutes.

19. DELEGATED AUTHORITY

- 19.1 This document shall be read in conjunction with the Association's Scheme of Delegation, which sets out the specific areas of business that are reserved to the Board, delegated to sub-committee(s), or assigned to officers of the Association.