



## Standing Orders

**Status: APPROVED**

<b>Policy Lead :</b>	Executive Director – Business Support
<b>Owned By :</b>	Executive Director – Business Support
<b>Date Approved:</b>	March 2025
<b>Approved By :</b>	BHA Board
<b>Review Date:</b>	March 2028
<b>Regulatory / Legislative Considerations/ References</b>	
<b>Other Documents to be read in conjunction with this policy :</b>	Financial Regulations

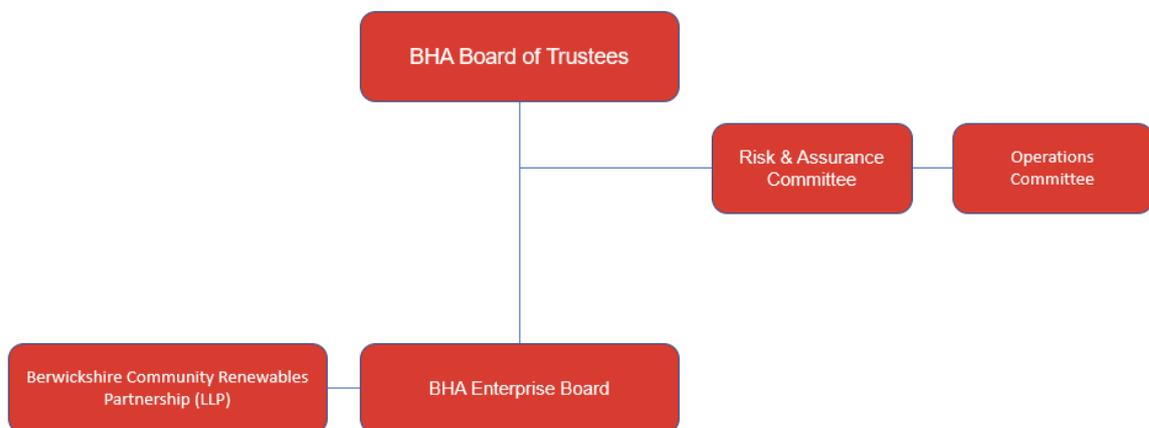
<b>Policy Title:</b>	Standing Orders
<b>Purpose / Aim of policy:</b>	The Standing Orders provide a framework for the Board of Trustees to define the effective and proper conduct of the Association's business. They specify the financial scheme of delegation and all other delegated authority which enables the Association to operate and the management to fulfil its responsibilities and be accountable to stakeholders for good governance.
<b>Scope of Policy:</b>	
<b>Definitions:</b>	<p>Standard 1 The Board of Trustees leads and directs the RSL to achieve good outcomes for its tenants and other service users.</p> <p>Guidance 1.2: The RSL's governance policies and arrangements set out the respective roles, responsibilities and accountabilities of Board Members and senior officers, and the Board of Trustees exercises overall responsibility and control of the strategic leadership of the RSL.</p> <p>1.3: Decision-making complies with the RSL's constitution (which adheres to Regulatory Standards and constitutional requirements) and its legal obligations.</p>
<b>Specific detail related to each strand in the scope</b>	Not applicable
<b>Approval Source:</b>	BHA Board
<b>Equality Impact Assessment:</b>	Considerations about accessibility have been incorporated into the provisions of the standing orders. A specific equalities impact assessment has not been carried out. The operation of the Standing Orders will always be in accordance with Berwickshire Housing Association's policy on Equal Opportunities and Diversity
<b>Glossary of Terms</b>	Not applicable
<b>Risk Implications:</b>	All risks associated with the statutory and fiduciary responsibility of the Board, the Executive and all colleagues are documented within this policy. In the event any of the rules, or requirements are not carried out, there are risks associated with Regulatory failure, criminal charges and reputational damage.

## 1. Introduction

- 1.1 These Standing Orders have been approved by the Board of Trustees (the Board) of Berwickshire Housing Association (BHA) as a framework for the effective and proper conduct of business and to specify the delegated authority and financial regulations within which we operate.
- 1.2 All matters that are not specified in these Standing Orders are reserved to the Board. Where authority is delegated to staff, the delegated authority is in respect of operational matters only and a register of delegated matters is maintained.
- 1.3 The Standing Orders take account of our Rules, legislative and regulatory requirements and good practice advice. In the event of a conflict between these Standing Orders and the Rules, the Rules will prevail.
- 1.4 The Chair of the Board of Trustees may rule on the interpretation or application of any of these Standing Orders. In the absence of any prior interpretation by the Group Chair, the ruling of the relevant Committee or Subsidiary Board shall not be challenged. Any such interpretation by a committee or subsidiary board Chair shall be reported to the next meeting of the Board of Trustees for ratification.
- 1.5 The Standing Orders can only be amended with the approval of the Board. They will be reviewed at least every three years.
- 1.6 Supporting documents will be saved in Decision Time for reference eg:
  - Chair, Vice Chair and Trustee Role Descriptions
  - Board and Committee remits
  - Code of Conduct (including procedures for declarations of interest)

## 2. GOVERNANCE STRUCTURE

BHA is governed by its boards and committees:



- 2.1 Permanent committees, panels or working groups can only be created and dissolved by BHA Board of Trustees.

- 2.2 The Board of Trustees will determine the composition, remits and delegations of the committees, panels, working group and subsidiary boards.
- 2.3 Members of the Board are elected under its Rules 39 – 41 or as co-opted under Rule 42.
- 2.4 The Chairs and membership of the subsidiary board and committees will be confirmed by the Board of Trustees annually, at the first meeting after the Annual General Meeting. The membership of committees will be based on the skills, attributes, and diverse characteristics, which are determined as appropriate by the Group Board.

### **3. Board of Trustees**

<b>Board is responsible for providing effective leadership, governance, control and direction of BHA affairs.</b>	
Size:	At least 7 and Maximum of 15 Members (including co-optees)
Quorum:	Four Board Members (co-optees do not count towards quorum)
Frequency of meetings:	At least six times per year
Chair:	<ul style="list-style-type: none"> <li>• Must be a Member of the Board of Trustees and may not be a co-optee</li> <li>• Will be appointed by the Board of Trustees for an initial term of 3 years, reviewed annually.</li> <li>• The Chair will be re-appointed annually by the Board of Trustees</li> </ul>

The powers of the Board are set out in the Rules [45 – 47]. A Matters Reserved for the Board document has been approved by the Board as set out below:

<b>Strategy, business planning and Financial Management</b>	Define, approve, monitor and make changes to the Group's values, strategic aims, objectives
	Approve the Asset Investment Strategy/Plan
	Approve major changes to the Group's corporate, management and control structures and changes to the Group's legal status
	Approve/amend proposals for the extension or cessation of services into new activities or geographical locations (outside of current scope, budget, risk appetite) to further the charitable objects or changes to the organisation's activities
	Approve joint ventures and strategic partnerships
	Approve the annual budget for the Group and its subsidiaries including the investment plan, rent policy/annual rent increase and service charges
	Approve the long-term budget and business plan and long term cash flow for the Group and its subsidiaries
	Approve additional financial resource requirements outside of the overall budgetary/business planning cycle
	Approve the Treasury Policy and Strategy (borrowing and investment strategies and principles) and associated treasury decisions and borrowings
	Approve changes to accounting policy as recommended by Risk

	& Assurance Committee
	Approve the annual report and accounts and financial statements
	Approve action to address short term cash flow difficulties
	Approve intercompany loans
	Approve the charging of assets
	Approve the disposal of land or property requiring any specific or routine regulatory or statutory consent
	Approve the acquisition/ disposal of operational property or change in its use, following the receipt and consideration of professional advice
	Approve the transfer of property to another organisation with substantially similar objects
	Approve the opening/closure of bank accounts and other deposit media
	Approval of authorised signatories
	Approve the appointment and remuneration of professional advisers
	Approving the registering the company and its subsidiaries and providing further information, as requested, to the Financial Conduct Authority, Office of the Scottish Charity Regulator, Companies House, Scottish Housing Regulator
<b>Governance, Regulation and Control</b>	Approval of recommendations to change/ amend BHA governing document (The Rules), subject to the approval relevant regulators, funders and members, where applicable
	Approve major changes to corporate, management and control structures, including the creation/dissolution of new entities and legal status
	Approve changes to the structure, size, quorum and composition of the Board and its Committee's
	Authorise delegated powers and limitations to the committee's, chief executive and other members of the senior management team, where appropriate
	Approve the adoption and changes to the Standing Orders, Financial Regulations, schedule of Matters Reserved for the Board and Scheme of Delegation, Committee remits and reporting arrangements of all committees of the board, including any ad hoc committees/Board working groups
	Approval, suspension and alteration of standing orders (by-laws) and financial reporting for the regulation of its proceedings and business.
	Ensure the effectiveness of the Group's Boards and Committees
	Ratify/reject instances of failure to comply with standing orders (by-laws)
	Approve all Scottish Housing Regulatory returns (ARC, Assurance Statement, Loan Portfolio, 5 Year Financial Return)
	Oversight of all registers required by the Regulator
	Approve the reporting of notifiable events to the Scottish housing Regulator
	Approve decisions relating to court proceedings against or on

	<p>behalf of BHA (excludes tenant evictions)</p> <p>Approve significant changes to the Group's employment terms and conditions</p> <p>Approve pension policy and arrangements and any other non-contractual benefits</p> <p>Ratify/homologate any urgent decisions taken by the Chair and Chief Executive</p> <p>Approve arrangements for dealing with customer complaints</p>
<b>Tendering/ Contracts/ Procurement</b>	<p>Approve service tenders and contracts above £200k</p> <p>Approve works (construction/development) tenders and contracts above £2m</p> <p>Development - approve:</p> <ul style="list-style-type: none"> <li>• In principle investment in new development or acquisition</li> <li>• Outline development proposals</li> <li>• Associated terms and parameters</li> </ul>
<b>Risk and internal control</b>	<p>Approve the Risk Management Framework/Policy and arrangements for insurance</p> <p>Approve the Group's risk Appetite Statement</p> <p>Approve the Health &amp; Safety Policy</p> <p>Approve the appointment, re-appointment, removal and fees of the External Auditors and Internal Auditors</p> <p>Receive and note the annual management letter from the external auditor and agree the proposed course of action, taking into consideration the recommendations of the audit committee, where appropriate</p> <p>Receive and note the annual report of the Internal Auditor</p> <p>Receive the annual report of the Chair of Risk &amp; Assurance Committee</p>
<b>Appointments/ Remuneration</b>	<p>Nominate and elect a trustee to serve in the positions of chair, vice-chair</p> <p>Approve the appointment and re-election of Board and Committee Members</p> <p>Dismissal of committees and individual members of committees that are accountable to the board.</p> <p>Approve the desired skills profile of the Board and Committees</p> <p>Agree procedures for the effective evaluation and ongoing development of the Board and individual Trustees, and Committees</p> <p>Approve the admittance of new Members</p> <p>Approve the succession planning of the Board and Senior Management</p> <p>Set the objectives and assess the performance of the Chief Executive</p> <p>Appoint / dismiss the Chief Executive and Company Secretary</p> <p>Approve the remuneration and changes to salary and benefits of the Chief Executive and Executive Team</p> <p>Approve the remuneration of Trustees (subject to restrictions of the Rules and requirements of OSCR)</p> <p>Approve the annual pay award</p>

	Approve all redundancy payments
	Approve all settlement / compensatory payments
	Receive and review such reports as the board requires from committees and individuals with regard to the use of delegated powers
<b>Financial and Performance Monitoring</b>	Review performance against the strategic plan, annual budget and business plan objectives
	Review performance against strategic and key operational KPI's
	Review Performance of landlord health & safety obligations
	Receive the pension update
	Receive the Treasury Management Review
	Performance against the ARC and other SHR Regulatory Standards
<b>Policies</b>	<p>Agree Establish/review/amend/approve key organisational policies including:</p> <ul style="list-style-type: none"> <li>• Trustee code of conduct</li> <li>• Trustee engagement/agreement to serve letter</li> <li>• Employment policy</li> <li>• Equality, Diversity and Inclusion policy</li> <li>• Health and safety policy</li> <li>• Environmental/sustainability policies</li> <li>• Complaints policy</li> <li>• Treasury and investments policy</li> <li>• Reserves policy</li> <li>• Whistleblowing policy</li> <li>• Risk management policy</li> <li>• Corporate social responsibility</li> <li>• Conflicts of interest policy</li> <li>• Changes to the pension scheme or the management of its funds.</li> <li>• Communications/PR policy</li> <li>• Equal opportunities policy.</li> <li>• Safeguarding</li> <li>• Procurement policy</li> <li>• Membership policy</li> <li>• Salary Policy</li> <li>• Rent policy</li> <li>• Allocations policy</li> <li>• Value for Money policy</li> <li>• Landlord Compliance</li> <li>• Write Off</li> <li>• Entitlement, Payments and Benefits</li> </ul>

3.1 The Board has established two Committees to which it has delegated authority for activities in specified areas. Committee remits are saved in OneAdvanced for reference.

3.2 All Committees report to and are accountable to the Board.

Each committee will report on its activities at the next meeting of the Board. As a minimum this report will take the form of its minutes being presented and any decisions being homologated. However, the Board may wish to invite the respective Chairs to make a written or verbal report, highlighting key areas of discussion, matters for escalation to the Board etc.

- 3.3 Each of the Committees may obtain appropriate professional advice on relevant matters without reference to the Board, to enable it to fulfil its responsibilities, subject to the provisions of these Standing Orders and the agreed remits.

#### **4. Risk and Assurance Committee**

<b>Risk and Assurance Committee shall provide assurance to Group Board on the effectiveness of the risk and internal control frameworks and mitigations in place and shall exercise independent scrutiny, challenge, oversight and approve the remit of the Group's Internal and External Audit functions and Risk Management function</b>	
Size:	<ul style="list-style-type: none"> <li>• At least three and Maximum of five Members (including co-optees)</li> <li>• An independent member may be appointed who can provide specialist skills</li> </ul>
Quorum:	Three Board Members (co-optees do not count towards quorum)
Frequency of meetings:	At least three times per year
Chair:	<ul style="list-style-type: none"> <li>• Will be appointed by the Board of Trustees for an initial term of 3 years, reviewed annually.</li> <li>• In the absence of the Chair, Members present shall elect one of themselves to chair the meeting.</li> </ul>
Other	<ul style="list-style-type: none"> <li>• The Committee must have one member who has recent and relevant financial experience.</li> <li>• The Chair of the Board of Trustees may not be a member of the Committee but may attend meetings on the agreement of the Chair of the Risk and Assurance Committee.</li> <li>• Only Committee Members have the right to attend meetings.</li> <li>• Executive Director Business Support, internal audit and external audit will be invited to attend meetings on a regular basis.</li> <li>• The Chief Executive and any other Executive Team members will also attend as appropriate. Other individuals may be invited to attend all or part of any meeting as an when appropriate.</li> </ul>

## 5. Operations Committee

**The Committee will monitor the performance of the Group ensuring effective management of the Group's resources, tenancy and housing management, maintenance of the Association's stock and related assets, in line with any relevant directives or good practice guidance issued by the Scottish Housing Regulator, Scottish Government or other statutory authority.**

Size:	<ul style="list-style-type: none"> <li>• At least three and Maximum of five Members (including co-optees)</li> <li>• The Chair of the Board of Trustees is entitled to attend as an ex-officio member</li> </ul>
Quorum:	Three Board Members (co-optees do not count towards quorum)
Frequency of meetings:	On a quarterly basis
Chair:	<ul style="list-style-type: none"> <li>• Will be appointed by the Board of Trustees to serve until the following AGM</li> <li>• In the absence of the Chair, Members present shall elect one of themselves to chair the meeting.</li> </ul>

## 6. BHA Enterprise

**The Enterprise Board is responsible for all aspects of the management and performance of mid-market rent properties, overseeing the operation and performance of Berwickshire Community Renewables LLP in partnership with Community Energy Scotland, and any new projects as directed by the Board of Trustees**

Size/Composition:	<ul style="list-style-type: none"> <li>• No less than 5 persons unless varied by the BHA Board</li> <li>• The Board shall be made up of a majority of Independent Directors appointed directly by BHA or appointed by the Board of BHAE with the written approval of BHA</li> <li>• BHA is the sole member of BHAE</li> </ul>
Quorum:	Three Board Members (co-optees do not count towards quorum)
Frequency of meetings:	Interval of no more than 13 weeks
Chair:	<ul style="list-style-type: none"> <li>• The BHA Enterprise Board will appoint a Chair on an annual basis.</li> <li>• The Chair of BHA Board of Trustees may not also be the Chair of Enterprise Board.</li> </ul>

## 7. Berwickshire Community Renewables Partnership LLP

### The Partnership Board is responsible for the management of the Fisherman Three Windfarm at Hoprighshiels Farm.

Size/Composition:	<ul style="list-style-type: none"> <li>• Up to 7 members including:</li> <li>• Chief Executive (Community Energy Scotland (“CES”))</li> <li>• Chief Executive (Berwickshire Housing Associations (“BHA”))</li> <li>• Project Manager (CES)</li> <li>• Executive Director Business Support (BHA)</li> <li>• Nominee from the BHA Board</li> <li>• Nominee from the BHA Enterprise Board</li> <li>• Nominee from CES Trading Board</li> </ul>
Quorum:	The Partnership Board Members
Frequency of meetings:	Quarterly
Chair:	<ul style="list-style-type: none"> <li>• The Partnership will elect a rotating chair. A representative of BHA and a representative of CES will chair the meetings according to availability</li> </ul>

## 8. Panels and Working Groups/Advisory Panels

- 8.1 The Board may establish working groups to assist in its consideration of specific issues. The Board will agree the scope and any delegated decision-making authority as required and such groups must be formally established, and a remit agreed by the Board. Working groups will not normally be established for periods in excess of 18 months.
- 8.2 The Board may establish hearing and appeals panels as required to hear, investigate and decide upon matters raised by breaches of the Code of Conduct of Board Members.
- 8.3 Following consideration of any competent matter referred to it, the Hearing/Appeals Panel will decide and report its actions to the Board. The Hearing/Appeals Panel is accountable to the Board whose decision is final.
- 8.4 The Board will decide the life span of working groups and appoint a Chair of the working group, who shall be an elected member of the Board. For clarity, the Chair of a working group cannot be a co-opted member.
- 8.5 Where appropriate, the Board may delegate authority to agree the membership and remit of individual panels to the Chair or where the matter involves the Chair, to the Chief Executive or an appointed external consultant.
- 8.6 On establishing a working group or advisory panel, the agreed remit and timescales, including requirements for reporting to the Board, will be attached to these Standing Orders as a separate document. The attachment will be

removed from the Standing Orders when the Board of Trustees decides that the work of that working group or advisory panel is complete.

- 8.7 The remit of any working group and advisory panels will be kept under review and assessed upon completion.
- 8.8 All groups established under the terms of this section of the Standing Orders report to and are accountable to the Board, or as delegated to a Committee. The Board shall not delegate authority to a working group or advisory panel to take decisions on its behalf.

## **9. Board and Committee Membership**

### **9.1 Trustees**

- 9.1.1 At least annually, the Board will identify the range of skills, knowledge and experience that it requires to fulfil the terms of its agreed remit. [Rule 37.6] It will publicise the role to the membership, identifying the areas of skills, knowledge and experience required when inviting nominations for election to the Board.
- 9.1.2 To be an elected member of the Board of Trustees, individuals need to be members of the RSL. Membership eligibility is determined by the membership policy.
- 9.1.3 At each annual general meeting, nominations to fill vacancies on the Board of Trustees will be invited from the wider Membership of BHA, in line with The Rules.
- 9.1.4 Vacancies not filled as part of the AGM process may also be advertised outside of the BHA membership. BHA may also receive personal recommendations and may use targeted recruitment methods to fulfil requirements; however, all recruitment must be conducted in an open and transparent manner.
- 9.1.5 Board appointment/election will be made on merit and in line with skills, experience, and diversity requirements as set out in the agreed succession plan.
- 9.1.6 Where a vacancy arises in between annual general meetings this shall be filled as 'casual vacancy' if filled prior to the annual general meeting. All casual vacancies must be formally elected at the next annual general meeting. Individuals elected to fill a casual vacancy will assume the term of office of the Board Member who resigned.

### **9.2 Co-optees**

- 9.2.1. Co-optees do not have the same voting rights as other Board Members and do not count towards quorum.

- 9.2.2 Total membership, including co-optees, must not exceed fifteen [Rule 37.1] and the number of co-optees must not exceed a third. [Rule 42.2].
- 9.2.3 Where the Board identifies gaps in its collective skills, knowledge and experience, the Board will seek to co-opt suitable people having regard to the role description and identified skills, experience and knowledge required.
- 9.2.4 Board Members appointed as a co-optee must be formally elected at the following annual general meeting and become a Member of the Association of not already so to be a Trustees with full rights.

### **9.3 Observers**

The Board of Trustees may appoint observers to the Board to aid succession planning. Observers do not have any voting rights, do not count towards quorum, and do not count to the total number of Trustees on the Board. They may contribute to Board discussions and will have full access to Board/Committee Papers and will be required to comply with the Board Code of Conduct and other policies as required.

### **9.4 Executive Team**

All members of the Executive Team will attend and take part in all Board meetings. There are no Executive Directors on the Board and therefore the Executive Team members do not have a vote. The Executive Team shall not be Members of any Committee of the Group Board.

Executive Team members must withdraw from the part of any board or committee meeting where any matters relating to their terms and conditions of employment are discussed.

### **9.5 Committees**

At the first Board meeting after the AGM the Board will confirm the membership of its committees. Appointments will be based on the outcome of the annual Board Member review process and the skills requirements for each Committee.

## **10. Office Bearers**

- 10.1 At the first meeting following the AGM, the Board shall appoint the Chair and Vice-Chair(s), other office bearers and to co-opt non-members where the Board in its effectiveness appraisal has confirmed the continuing requirement for the co-option. The Board has agreed role descriptions for the Chair which specifies their roles, responsibilities, and duties (see Decision Time). Where a Vice Chair is appointed, they will be expected to fulfil the role of the Chair in the Chair's absence.
- 10.2 The Secretary will be appointed by the Board and will normally be a member of the Executive Team.
- 10.3 In the period between the AGM and the first meeting of the Board, the incumbent Chair or failing them, the incumbent Vice-Chair will continue to act

in that role temporarily. If neither the Chair nor Vice-Chair remains as a member of the Board following the AGM, the elected Board will meet immediately after the AGM to elect office bearers to ensure that the efficient operation of business is not interrupted. The Chief Executive or Secretary will conduct the proceeding to elect the Chair and office bearers and will then pass the chair to the newly elected Chair.

- 10.4 The Board of Trustees will also elect the Chairs of committees or any ongoing advisory groups or working parties at the first Board meeting following the AGM.
- 10.5 Office bearers must ensure that they liaise regularly and effectively with each other and with the Chief Executive and senior staff.
- 10.6 Chairs of Committees are responsible for reporting to the Board on the decisions and actions taken by the relevant Committee. This report will normally be in the form of the minute from that Committee meeting. The Board will homologate the decisions taken by that Committee and hear any recommendations that the Committee makes to the Board. However, the Board may wish to invite the respective Chairs to make a written or verbal report, highlighting key areas of discussion, matters for escalation to the Board etc.

**11. TERMS OF OFFICE**

Principles and Rules in place	
<b>Initial Fixed Term:</b>	<ul style="list-style-type: none"> <li>• 3 years</li> </ul>
<b>Re-election:</b>	<ul style="list-style-type: none"> <li>• Second fixed term of 3 years without the need to be nominated*</li> <li>• Third fixed term of 3 years without the need to be nominated*</li> <li>• The governing body will ensure that any non-executive member seeking re-election after nine years' continuous service demonstrates continued effectiveness* (subject to annual appraisal/review)</li> </ul>
<b>Other:</b>	<ul style="list-style-type: none"> <li>• Time served on predecessor or subsidiary boards or committees, including service as a co-optee, will be counted in the maximum terms of office.</li> <li>• Members who leave the Board of Trustees, should not be re-appointed for at least 1 year after completion of 9 years.</li> </ul>

- 11.1 Each Board Member who has served their fixed term shall retire from office and seek re-election at the Annual General Meeting.
- 11.2 The Board of Trustees will set the procedures by which Board Members will be appointed. The Board of Trustees will set the selection criteria for Independent or Tenant Board Members, including a statement of skills, qualities and experience required by the Board.
- 11.3 The Chair of the Board of Trustees shall be elected to serve a term of three to five years, reviewed annually at the Board meeting following the AGM.

## **12. Role of Board Members, Chairs and Vice Chairs**

- 12.1 The Board has agreed a role for its members (see OneAdvanced).
- 12.2 In the event of a dispute, a majority of those attending a meeting of the Board, Sub-Committee or working group may require a member to withdraw from the meeting, if the member fails to recognise the authority of the Chair.
- 12.3 Board members act as ambassadors for BHA and may represent BHA at events or on official business where it is approved by the Board that such attendance will benefit the interests of the Association.

## **13. Personal Interest**

- 13.1 The Board has adopted and agreed the SFHA Model Code of Conduct for Board members and staff members including arrangements for the declaration of conflicts of interest. All new Board Members must complete a declaration of interest upon appointment and all Board members and staff must declare relevant interests in line with our procedures and confirm at least annually that their declaration is accurate.
- 13.2 Any potential conflicts of interest must be declared at the start of a meeting of the Board, Committees, Working Group or Panel. All agendas will contain a standing item for declaration of interests. All declarations will be recorded in the Minutes. The Board will determine if the Member will be required to leave the meeting during the discussion of a matter in which they have an interest. Where the members of the Board decide that the member may remain, they will not take part in the discussion nor participate in any vote on the matter. The declaration and decision of the Board on whether the Member was required to leave the meeting plus the reasons for the decision will be recorded in the Minutes. The Members withdrawal and return will also be recorded in the minutes. Any decision by the Board shall not be invalid because of the subsequent discovery of an interest which should have been declared.
- 13.3 Board members who are tenants of property owned or managed by the Association shall be deemed not to have an interest in any decision affecting all or a substantial group of tenants.

## **14. Meetings of the Boards and Standing Committees**

- 14.1 All meetings will be held in venues which are accessible to all. Papers will be issued in accessible formats and made available in alternative formats where required and practicable.
- 14.2 A schedule of all meetings of the Board and Committees will be agreed. The schedule of meetings and the timing of the Annual General Meetings are set on at least a 12-month cycle, approved by the relevant board or committee at the at a Board Meeting following the AGM and before the new financial year has commenced (April).

- 14.3 In the event of a special meeting of the Board being called by the Chair or two Board members, the provisions within the Rules which relate to special meetings will be applied.
- 14.4 At least seven days' advance notice of meetings will be given. [Rule 50]. Notice of the meeting may be posted, delivered by hand or emailed or delivered by such other electronic means as the Board may decide. Notice of meetings must include an agenda of the business to be transacted and all supporting papers.
- 14.5 Unscheduled meetings of the Board may be called by:
- the Secretary,
  - the Chair of the Board of Trustees
- who give written notice to the Secretary specifying the business to be carried out.
- 14.6 The Secretary shall send a written notice to all Board Members and Co-optees as soon as possible after a request to call a meeting. If the Secretary fails to call the meeting, the Chair or two Board Members may call such a meeting (*Rule D30*).
- 14.7 Meetings may take place in any manner and through any medium (including telephone and web-based conference calls) and all persons will be deemed to be present, regardless of medium. When meetings are conducted remotely, support will be given to ensure all Members are able to attend and participate.
- 14.8 Arrangements for meetings will ensure that they are inclusive and accessible, with adjustments made, so all Members can attend and participate.

## **15. Agendas and Meetings**

- 15.1 All meetings will be minuted. There will be no private sessions except for pre-agreed meetings for Board Members to meet without the Executive present (or parts of meetings), in accordance with good governance practices. These will also be known as 'in camera sessions' and will be called on the agreement of the Company Secretary or Chair of the Board of Trustees. Additionally, the Risk and Assurance Committee will meet without the Internal and External Auditors or Executive present at least once a year.
- 15.2 Agendas will be:
- agreed with the relevant Chair and Chief Executive.
  - received by Board Members at least 5 working days prior to a scheduled meeting. Only in exceptional circumstances will reports be distributed later than this date and only with the approval of relevant Executive Director or Company Secretary.
- 15.3 Members of the Board, Committees, Working Groups and Appeal Panels may propose items for inclusion on the Agenda for a meeting by contacting the Chair of the Board or relevant Committee, or the Chief Executive.

The Chair will decide whether the item is to be included and the nature of any supporting papers required.

- 15.4 Urgent business not on the agenda and has not been notified in advance of the meeting may be considered if a majority of those attending agree.
- 15.5 The name of every Board Member attending a Board or Committee meeting will be recorded in the attendance register and recorded in the minutes, stating whether attendance was in full or in part.
- 15.6 If the business of the agenda may not practically be completed, the meeting may be adjourned if the majority of the Board or Committee Members agree: the meeting may be re-convened at a later date, or the outstanding business may be postponed to the next programmed meeting, or some or all of the outstanding business of the meeting may be delegated as considered appropriate.
- 15.7 The only business which an inquorate meeting may conduct is to set a date for the next meeting.

## **16. Conduct at Meetings**

- 16.1 All Board and Committee Members are required to:
  - uphold the Code of Conduct which sets out the principles and standards governing Board and Committee Members.
  - report any digression from the Code either by themselves or by other Board/Committee Members to the Chair or via the Group's Whistleblowing Policy and Procedures.
- 16.2 Conflicts of interests must:
  - be declared when the Board discusses an item which poses a conflict for any Board Member or employee present before the matter is discussed.
  - be formally minuted.
  - comply with the Code of Conduct and Code of Governance.
- 16.3 If the interest is clear and substantial:
  - the Board Member or employee should withdraw from the meeting for the duration of the debate and decision on the item.
  - the Group Chair and Company Secretary shall agree the appropriate action to take and the agreed action minuted.
- 16.4 In the case of a fundamental or ongoing material conflict, the Group Board should determine if Board Membership should continue.
- 16.5 Board Members who are tenants or residents of the Group should regard matters specifically concerning their individual circumstances as a clear and substantial conflict; matters affecting tenants or residents more generally need only be declared where they create a specific conflict of interest.

## **17. Chairing Meetings**

- 17.1 Where the Chair is not present at the appointed start of a meeting of the Board, the Vice-Chair will preside over the meeting or, failing them also not being present, the Board members present will appoint another member, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives. [Rule 59.7]
- 17.2 Where the Chair of a Committee or a Working Group/Advisory Panel is not present at the appointed start time, those members present may appoint an attending member, who cannot be a co-optee, to act as Chair for that meeting or until the Chair arrives.
- 17.3 The Chair will decide on all matters of order at meetings and will determine the order of debate. The Chair is responsible for:
- ensuring that members who wish to, can contribute;
  - allocating adequate time for contributors to speak;
  - ensuring voting procedures are in place and these are followed; and
  - announcing votes at general meetings.
- 17.4 The Chair may vary the order of business from that detailed on the agenda.

## **18. Length of Meetings**

- 18.1 Meetings will not normally last for more than two hours. Members at a meeting may agree, by majority, to set aside this time limit and extend the meeting for not more than a further hour in order to conclude the business in hand. Any business not dealt with at the end of a meeting will be carried forward to the next scheduled meeting or may be identified as business to be conducted at a Special Meeting held for that purpose and called in accordance with the Rules.

## **19. Attendance at Meetings**

### Staff

- 19.1 The Chief Executive will normally attend all meetings of the Board, and Committees meetings as required, with additional officers in attendance where appropriate.
- 19.2 The Chief Executive, in consultation with the Chair, may invite relevant staff to attend all or part of a Board or Committee meetings where appropriate. Staff attending meetings of the Board or Committees will not be entitled to vote and must observe the Standing Orders in terms of protocol and etiquette.
- 19.3 Staff may be required to leave a meeting of the Board or Committee in the event of specific agenda item(s) being deemed to be taken in private. This is unlikely to happen frequently, and the Chief Executive will normally remain during such discussions.
- 19.4 The Chief Executive will attend meetings of Hearing/Appeals/Advisory Panels

and Working Groups and act as Secretary or nominate an appropriate person to act as Secretary, unless the matter being dealt with involves him/her directly in which case the Chair of the meeting will decide and if necessary, engage a Secretary to support the meeting.

#### External parties

- 19.5 The Board and Committees may invite external parties, such as advisors and consultants, to attend meetings to discuss specific items of business. Their attendance will normally be confined to the discussion of the specific item under consideration unless the Chair determines otherwise. The External Auditors and Internal Auditors may attend the Risk and Assurance Committee in its entirety on the approval of the Chair of the Committee.

### **20. Minutes**

- 20.1 Draft minutes of Board meetings will be prepared and circulated to the Chair within five working days of the meeting wherever possible. Once the Chair has agreed the draft minutes, they will be made available within the Board portal to all Board /Committee members for information. They will be presented to the next meeting for approval by the Board and the agreed version thereafter signed by the Chair.
- 20.2 Minutes of Committees will be presented to the next meeting of the Board for homologation of decisions and consideration of any recommendations relating to matters not delegated.
- 20.3 Minutes of Working Groups and Advisory Panels will be presented to the next meeting of the Board for noting and, where appropriate, approval, in accordance with the agreed remit and level of delegation.
- 20.4 In the case of Hearing/Appeals Panels, a report will be made to the Board or relevant Committee on the outcome of the Panel's consideration.
- 20.5 Actions arising during meetings will be logged and attached to the minutes of the meeting and an update provided at the next meeting.

### **21. Voting**

- 21.1. Decisions at meetings will normally be made by a show of hands, except where a poll is requested or required and will be carried by a majority. Votes cannot be taken on resolutions which conflict with any of the provisions of our rules or the law. [Rule 28]
- 21.2 Where the members present are equally divided, the Chair will have a second or casting vote. [Rule 30]
- 21.3 A member may request that their dissent from a decision is recorded in the minutes of the meeting. Any member making such a request must not actively dissociate themselves from or criticise the decision in public.
- 21.4 Two members may request that a secret ballot is held about a specific issue.

The Secretary will make the necessary arrangements for the secret ballot and will count the results before passing them to the Chair to be declared.

- 21.5 A vote to suspend Standing Orders must be supported by a majority of those present and will apply only to the meeting at which the vote is taken.
- 21.6 Co-optees may vote at Board and Committee meetings on all matters except those directly affecting the Rules, the membership of the Association or the election of the office bearers. [Rule 42.3]

## **22. Data Protection, Privacy and Freedom of Information**

- 22.1 Once they have been approved, minutes of the meetings of the Board will be available to the public in line with the publication scheme.
- 22.2 Some items may require to be treated as confidential, e.g. those relating to individuals or groups of individuals or commercially sensitive discussions and these may be considered in private. Any items in the minute that are considered confidential, sensitive or commercial will be the subject of a separate Confidential Minute which will not fall under the duty to publish or be redacted from the minute prior to publication.

## **23. Emergencies/Urgent Matters Arising Between Meetings**

- 23.1 Where a decision requires to be taken between meetings, and it is not practicable for a meeting of either the Board or the relevant Committee to be called, and failure to make a decision would be prejudicial to the interests of the organisation and/or its service users, the Chair of the Board or the Vice-Chair in their absence has delegated authority to consult with the Chief Executive, to make a decision, and to implement necessary action.
- 23.2 Where urgent decisions are required between scheduled board or committee meetings:
- a written report should be submitted by the Chief Executive Officer or their nominated officer to the Chair of the Board of Trustees. The report should
    - be titled 'Urgent Matters'
    - state the reason why the item could not be brought to a regular meeting in the body of the report.
    - detail the recommendations requiring approval
    - be signed by the Chair of the Board of Trustees or an e-mail from the Board of the Chair of Trustees to verify approval
  - a copy of all reports approved as 'Urgent Matters' will subsequently be submitted to the board for homologation

## **24. Delegated Authority**

- 24.1 The Board is responsible for all decisions taken and actions carried out by or on behalf of the organisation.

The Board recognises that good governance depends on a clear definition and understanding of the authorities which attach to Board and staff members. It also recognises that the successful implementation of strategies and plans requires the establishment of effective and appropriate levels of delegation to ensure that activities and decisions are not unnecessarily delayed.

- 24.2 The Board has approved a Scheme of Delegated Authority which is comprised of:
- Matters Reserved for the Board
  - Risk and Assurance Committee Remit
  - Operations Committee Remit
  - BHA Enterprise Remit
  - Executive Team Remit
  - Financial Regulations and financial approval limits
  - Procurement policy/procedures
- 24.3 The Board and Committees may delegate authority to their Chair, other office bearers or appropriate Executive Team member to make decisions and act in respect of specific issues and within agreed principles between meetings. All such decisions and actions must be reported to the next meeting of the Board or Committee.
- 24.4 Any matters not specified in the Scheme of Delegated Authority or Scheme of Financial Delegation is reserved to Board unless the matter is urgent.
- 24.5 Where authority is delegated to staff on financial matters this relates to operational responsibilities.
- 24.6 The Chief Executive is responsible to the Board for the implementation of policy and for the day to day running of all aspects of the organisation's activities. The Board, therefore, delegates authority to the Chief Executive to enable the discharge of responsibilities expeditiously, without necessarily referring to the Board. Office Bearers, who are elected Board Members appointed by Board, acting with senior staff, have authority to:
- Represent the Association on official business, consistent with agreed policies and procedures.
  - Implement agreed emergency procedures.
  - Take urgent decisions and/or action between meetings, in consultation with the Chief Executive.
  - Take decisions on specific issues between meetings that have been delegated to one or more office bearers by the Board of Trustees.
- 24.7 The Chief Executive, in consultation with senior staff, has authority to:
- Ensure the effective implementation of strategies, policies and plans.
  - Represent the Association on official business, consistent with agreed policies and procedures.

- Carry out all necessary legal and financial duties to ensure compliance with statutory and regulatory requirements.

## 25. Authorised Signatories

Authorised Signatories are required for all documents including contracts, annual returns to Regulators, tenders and tenancy agreements. Authorised signatories for these purposes are:

Ref	Authority for	Delegated to
AS1	Legal documents	Normally Secretary together with appropriate Board of Trustees members as and when required.
AS2	Contracts: Employment  Development Consultants/Agents  For Works, Goods and Services	Chief Executive  Chief Executive  Chief Executive, Executive Directors
AS3	Signing and authorising Annual Returns to Regulators and Scottish Government	Chair and/or Chief Executive
AS4	Invitations to Tender and tender acceptance	Chief Executive, Board of Trustees
AS5	Scottish Government Grant Claims	Chief Executive, Board of Trustees
AS5	Local authority, charity or other grant funding offers and claims	Chief Executive, Executive Directors, Board of Trustees, Risk and Assurance Committee
AS6	Loan documentation	Chief Executive and Board of Trustees
AS7	Bank Signatories (for authorisation of cheques and/or electronic fund transfers)	Chief Executive and the two most senior members of the finance team
AS8	Administrative Processing – i.e. ordering goods and services, authorising payroll transactions and initiating payments	As detailed in financial regulations and procedures

Business Area	Decision	BHA Board of Trustees	Risk & Assurance Committee	Operations Committee	BHAE	Executive Team
<b>Strategy, business planning and Financial Management</b>	Define, approve, monitor, and make changes to the Group's values, strategic aims, objectives	Approve			Recommend to Board	
	Approve the Asset Investment Strategy/Plan	Approve				
	Approve major changes to the Group's corporate, management and control structures and changes to the Group's legal status	Approve				
	Approve/amend proposals for the extension or cessation of services into new activities or geographical locations (outside of current scope, budget, risk appetite) to further the charitable objects or changes to the organisation's activities	Approve			Recommend to Board (where relevant)	
	Approve joint ventures and strategic partnerships	Approve			Recommend to Board (BHAE)	
	Approve the annual budget for the Group and its subsidiaries including the investment plan, rent policy/annual rent increase and service charges	Approve		Recommend to Board (rent increase)	Recommend to Board then Approve (BHAE)	
	Approve the long-term budget and business plan and long-term cash flow for the Group and its subsidiaries	Approve				
	Approve additional financial resource requirements outside of the overall budgetary/business planning cycle	Approve				
	Approve the Treasury Policy and Strategy (borrowing and investment strategies and principles) and associated treasury decisions and borrowings	Approve				
	Approve changes to accounting policy as recommended by Risk & Assurance Committee	Approve	Recommend to Board			
	Approve the annual report and accounts and financial statements	Approve	Recommend to Board		Approve (BHAE)	
	Approve action to address short term cash flow difficulties	Approve				
	Approve intercompany loans	Approve				
	Approve the charging of assets	Approve				
	Approve the disposal of land or property requiring any specific or routine regulatory or statutory consent	Approve		Recommend to Board		
	Approve the acquisition/ disposal of operational property or change in its use, following the receipt and consideration of professional advice	Approve				
	Approve the transfer of property to another organisation with substantially similar objects.	Approve				
	Approve the opening/closure of bank accounts and other deposit media	Approve				
	Approval of authorised signatories	Approve				
	Approve the appointment and remuneration of professional advisers	Approve				
Approving the registering the company and its subsidiaries and providing further information, as requested, to the Financial Conduct Authority, Office of the Scottish Charity Regulator, Companies House, Scottish Housing Regulator	Approve					

Extract of decision items from Matters Reserved for the Board, Committee remits, BHAE Remit, Exec Team Remit

Business Area	Decision	BHA Board of Trustees	Risk & Assurance Committee	Operations Committee	BHAE	Executive Team
	Approve the delivery plans for Assets & Sustainability, Customer Experience and Business Support			Approve		
	Approve gift aid payments from BHAE to BHA			Approve		
<b>Governance, Regulation and Control</b>	Approval of recommendations to change/ amend BHA governing document (The Rules), subject to the approval relevant regulators, funders and members, where applicable.	Approve				
	Approve major changes to corporate, management and control structures, including the creation/dissolution of new entities and legal status	Approve				
	Approve changes to the structure, size, quorum and composition of the Board of Trustees and its Committee's	Approve				
	Authorise delegated powers and limitations to the committee's, chief executive, and other members of the senior management team, where appropriate.	Approve				
	Approve the adoption and changes to the Standing Orders, Financial Regulations, schedule of Matters Reserved for the Board and Scheme of Delegation, Committee remits and reporting arrangements of all committees of the board, including any ad hoc committees/Board working groups	Approve				
	Approval, suspension and alteration of standing orders (by-laws) and financial reporting for the regulation of its proceedings and business.	Approve				
	Ensure the effectiveness of the Group's Boards and Committees	Approve				
	Ratify/reject instances of failure to comply with standing orders (by-laws).	Approve				
	Approve all Scottish Housing Regulatory returns (ARC <sup>1</sup> , Assurance Statement <sup>2</sup> , Loan Portfolio, 5 Year Financial Return)	Approve	<sup>2</sup> Recommend to Board	<sup>1</sup> Recommend to Board		
	Submission of regulatory returns					ED Business Support/Directors
	Oversight of all registers required by the Regulator	Approve	Recommend to Board			Approve (CEO)
	Approve the reporting of notifiable events to the Scottish housing Regulator	Approve				
	Approve decisions relating to court proceedings against or on behalf of BHA (excludes tenant evictions)	Approve				
	Approving claims against Contractors/Consultants					Approve (CEO)
	Approve significant changes to the Group's employment terms and conditions	Approve				
	Approve pension policy and arrangements and any other non-contractual benefits	Approve				
	Ratify/homologate any urgent decisions taken by the Chair and Chief Executive.	Approve				
Receive and review such reports as the board requires from committees and individuals with regard to the use of delegated powers.	Approve					
Approve arrangements for dealing with customer complaints.	Approve				Recommend to Board	
<b>Tendering, Contracts &amp; procurement</b>	Approve service tenders and contracts above £200k	Approve				Recommend to Board
	Approve works (construction/development) tenders and contracts above £2m	Approve				Recommend to Board

Business Area	Decision	BHA Board of Trustees	Risk & Assurance Committee	Operations Committee	BHA E	Executive Team
	Approve service tenders and contracts up to and including £200k					Approve
	Approve works (construction/development) tenders and contracts up to and including £2m					Approve
	Development - approve: <ul style="list-style-type: none"> <li>In principle investment in new development or acquisition</li> <li>Outline development proposals</li> <li>Associated terms and parameters</li> </ul>	Approve		Recommend to Board		Recommend to Board
	Approve entering into new or renewing management agreements or leases for supported or temporary housing					CEO
	Approve entering into new or renewing agency agreements for the receipt or provision of housing or property services e.g. management services, where these have financial or policy implications					CEO
	Negotiating grant(s) to fund individual developments or acquisitions					CEO
	Negotiating terms for the acquisition of sites or property and making recommendations to Board of Trustees					CEO
<b>Risk and internal control</b>	Approve the Risk Management Framework/Policy and arrangements for insurance	Approve	Recommend to Board			
	Approve the Group's risk Appetite Statement	Approve	Recommend to Board			
	Approve the Health & Safety Policy	Approve				
	Approve the appointment, re-appointment, removal and fees of the External Auditors and Internal Auditors	Approve	Recommend to Board		Recommend to Board	
	Receive and note the annual management letter from the external auditor and agree the proposed course of action, taking into consideration the recommendations of the audit committee, where appropriate.	Approve	Recommend to Board			
	Receive and note the annual report of the Internal Auditor	Approve	Recommend to Board			
	Receive the annual report of the Chair of Risk & Assurance Committee	Approve	Recommend to Board			
	Approve the audit plan and any in-year changes		Approve			
	Approve the terms of engagement, scope and remuneration of the External Auditor		Approve			
	Approve the external audit plan and ensure co-ordination with internal auditors		Approve			
	Review and approve the statements to be included in the annual report concerning internal control, risk management including the assessment of principal risks and emerging risks		Approve			
	Approve the policy and procedures for the prevention and detection of fraud, bribery	Approve	Recommend to Board			
	Approve the Whistleblowing Policy	Approve	Recommend to Board			
<b>Appointments/</b>	Nominate and elect a trustee to serve in the positions of chair, vice-chair	Approve			Recommend to BHA Board	

Extract of decision items from Matters Reserved for the Board, Committee remits, BHAE Remit, Exec Team Remit

Business Area	Decision	BHA Board of Trustees	Risk & Assurance Committee	Operations Committee	BHAE	Executive Team
Remuneration	Approve the appointment and re-election of Board and Committee Members	Approve			Recommend to BHA Board or appoint by the Board of BHA with the written approval of BHA	
	Dismissal of committees and individual members of committees that are accountable to the board.	Approve				
	Approve the desired skills profile of the Board and Committees	Approve				
	Agree procedures for the effective evaluation and ongoing development of the Board and individual Trustees, and Committees.	Approve				
	Approve the admittance of new Members	Approve				
	Approve the succession planning of the Board and Senior Management	Approve				
	Set the objectives and assess the performance of the Chief Executive	Approve				
	Appoint / dismiss the Chief Executive and Company Secretary.	Approve			Approve (Co Sec)	
	Approve the remuneration and changes to salary and benefits of the Chief Executive and Executive Team	Approve				
	Approve the remuneration of Trustees (subject to restrictions of the Rules and requirements of OSCR)	Approve				
	Approve the annual pay award	Approve				
	Approve all redundancy payments	Approve				
	Approve all settlement / compensatory payments	Approve				
	Approve new posts below Executive Team					Approve
Make recommendations to the Board on the annual pay review/increase					Approve	
Approve attendance at events to mark awards, achievements or other significant milestones relevant to our business up to £500					Approve	
Financial and Performance Monitoring	Review performance against the strategic plan, annual budget and business plan objectives	Approve				
	Review performance against strategic and key operational KPI's	Approve		Recommend to BHA Board		
	Review Performance of landlord health & safety obligations	Approve	Recommend to BHA Board			
	Receive the pension update	Approve				
	Receive the Treasury Management Review	Approve				
	Performance against the ARC and other SHR Regulatory Standards	Approve		Recommend to BHA Board		
Housing Management and customer	Approve local lettings policies			Approve		
	Approve customer engagement activities			Approve		
	Approve compensation payments to customers					Dir Customers & Communities

Extract of decision items from Matters Reserved for the Board, Committee remits, BHAE Remit, Exec Team Remit

<b>Business Area</b>	<b>Decision</b>	<b>BHA Board of Trustees</b>	<b>Risk &amp; Assurance Committee</b>	<b>Operations Committee</b>	<b>BHAE</b>	<b>Executive Team</b>
	Approve decant arrangements and costs					Dir Customers & Communities



