



ATRIUM
HOMES

The Landlord of Choice

Standing Orders of the Governing Body and Sub-Committees

Atrium Homes

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Compliant with Scottish Housing Regulator’s Regulatory Framework:	1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 6.1, 7.2
Compliant with Tenant Participation Strategy:	N/A
Compliant with Equal Opportunities:	Yes
Compliant with Business Plan:	N/A
Date Approved	June 2023
Date for Review:	June 2028 or earlier if required by changes in legislation or guidance, or if the Governing Body sees fit
Responsible Officer:	Chief Executive

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1. Introduction and purpose

The details of the operation of the Governing Body are laid down within the Articles of Association of the Company as well as by statute and guidance on good practice. The Company is a company limited by guarantee (registered number SC190351), a registered social landlord (registered number 305) and a registered charity (registered number SC028506). This means that there are a number of statutory and regulatory guidelines which the Board must consider in its business dealings.

The purposes of this document are to:

- Translate the Articles of Association into plain English;
- Fill in any gaps in accordance with Article 39; and
- Establish standing orders for sub-committees to be read in conjunction with the remits already approved by Governing Body.

This guidance does not purport to take precedent over or replace the details of the Articles of Association and, in the case of conflict, the Articles of Association must be applied.

2. Governing Body Membership

- 2.1. The Governing Body should consist of not less than seven persons or more than twelve (excluding co-optees).
- 2.2. If at any time the number of Governing Body members falls below seven the Governing Body may continue to act as normal for a maximum period of two months. If at the end of two months the Governing Body still has less than seven members, the only power that it can exercise will be that of filling enough vacancies to bring the number of members of the Governing Body up to seven.
- 2.3. Only persons who have attained 18 years of age are eligible to become Governing Body members and Governing Body members must also satisfy the requirements of Company Law as to their eligibility to serve as a Director of a Company and Charitable Trustee.
- 2.4. Board members are asked to attend as many meetings as possible each year. If a Board member is absent from four consecutive meeting without a special leave of absence previously granted by the Board either at their request or at the Board's discretion, they will immediately and automatically cease to be a member of the Board.

3. Casual Vacancies

- 3.1. The Governing Body may appoint additional members to its ranks between Annual General meetings, (subject to the maximum numbers per category and overall not being exceeded) via the "casual vacancies" process. Persons appointed to the Governing Body through this process are considered full Governing Body members as if they had been appointed at an AGM.

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- 3.2. A person appointed through the casual vacancy process remains a Governing Body member until the next annual general meeting of the Company at which point they automatically must present themselves for election or stand down from the Governing Body.
- 3.3. Nominations to fill a casual vacancy on the Governing Body should be made in writing by a Governing Body member and should state the full name, address and occupation of the person nominated. Nominations should also contain a signed statement by the person nominated of their willingness to be appointed, along with a signed copy of the Code of Conduct for Governing Body Members, and must be delivered to the Secretary or left at the registered office.
- 3.4. At the next quorate meeting of the Governing Body, the Chair will propose the nominee for appointment. If approved by the majority of the Governing Body members present, the appointment takes effect from the date of the Governing Body meeting at which they are proposed and approved.

4. Co-opted Governing Body Members

- 4.1. The Governing Body may also co-opt persons, whether members of the Company or not, to serve on the Governing Body and may remove such persons as it wishes. Co-options must be formally renewed following each Annual General Meeting.
- 4.2. Co-opted persons should not comprise more than one-third of the Governing Body at any one time. Co-opted members do not count towards the quorum for Governing Body meetings.
- 4.3. Co-opted persons may take part in the deliberations of the Governing Body and vote at Governing Body meetings on all matters excepting those directly affecting membership of the Company or the election of its officers.
- 4.4. Co-opted persons must also sign a copy of the Code of Conduct for Governing Body members before commencing their role.

5. Non-Governing Body Member Attendance at Governing Body

- 5.1. The Chief Executive, Members of the Executive Management Team, administrative staff, other officers of the organisation and external advisers will attend Governing Body Meetings to present reports and otherwise advise and provide service to the Governing Body. Such persons should leave the meeting if they have a conflict of interest or they are asked to do so by the Governing Body.
- 5.2. From time to time, the Governing Body may permit observers to attend its meetings. Such attendance is by invitation only and subject to agreement by the majority of the Governing Body members present at each meeting. Persons attending as observers do not have any formal role, may not normally participate in discussions (subject to the discretion of the Chair) and do not count towards a quorum.

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- 5.3. Members of the general public will not normally be admitted to the organisation's general meetings or Governing Body meetings unless this has been agreed at a meeting of the Governing Body prior to the general meeting.
- 5.4. The Governing Body may accept deputations from tenants, staff or other members of the public, as long as requests are made in writing and delivered to the Secretary three days in advance of the meeting.
- 5.5. The request must state the subject on which the deputation desires to be heard and the action they are proposing the Governing Body should take. Acceptance of such deputations is entirely at the Governing Body's discretion. No deputation authorised will exceed five in number. Governing Body members may put questions to the deputation, but a full discussion and decision will only take place after the deputation has withdrawn. Outcomes of the discussion will be forwarded to the deputation in writing after the meeting.

6. Regulation of Governing Body Proceedings

- 6.1. Subject to the Company's rules and the law, the Governing Body can regulate its proceedings as it sees fit.
- 6.2. The Governing Body will meet at least six times per calendar year, at such times and places as it decides. Meetings will normally be in the Company's offices.
- 6.3. For the purposes of Governing Body meetings, five Governing Body members will form a quorum. Where the number of Governing Body members falls below five, the meeting may continue but any decisions reached will require to be ratified at the next quorate meeting of the Governing Body.

7. Election and Role of the Chair of the Company

- 7.1. At a specially convened meeting immediately following each annual general meeting, the Governing Body should elect a person from among them to be Chair of the Company.
- 7.2. The Chair must be a Governing Body member and will be deemed to have given up the role of Chair if for any reason they are deemed to have given up or ceases to be a member of the Governing Body. In these events, the Governing Body should elect another Governing Body member to be Chair in their place.
- 7.3. The Chair will hold office until the conclusion of the next annual general meeting unless, in the interval, they cease to be a member of the Governing Body.
- 7.4. If at any meeting of the Governing Body the Chair is absent or unwilling to act, the members of the Governing Body at the meeting should elect another Governing Body member to be Chair for that meeting.

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- 7.5. In any case of an equality of votes the Chair of the relevant Governing Body meeting will have a second or casting vote.
- 7.6. The Chair may resign their office by notice in writing to the Secretary.
- 7.7. A Chair may be removed from office before the end of their year of office, only after a special meeting has been called for that purpose and two-thirds of those Governing Body members present at the meeting support the resolution.
- 7.8. The Chair may be re-elected but may not hold office continuously for more than five consecutive annual general meetings. On the expiry of five continuous terms of office, the retiring Chair is ineligible for election as Chair during the ensuing twelve months.
- 7.9. The Chair may not at the same time also be the Chair of any sub-committee of Atrium Homes or of Atrium Initiatives Limited, or any other subsidiary of Atrium Homes.

8. Special Governing Body Meetings

- 8.1. A special meeting of the Governing Body may be called in two ways:
- by the Chair giving a notice in writing to the Secretary; or
 - by two Governing Body members giving a notice in writing to the Secretary.
- 8.2. In either event the notice must specify the business to be transacted at the special meeting.
- 8.3. On receipt of such a notice, the Secretary will send a copy to all Governing Body members and persons co-opted to the Governing Body within three days of receiving it.
- 8.4. The meeting must take place at the ordinary place for meetings of the Governing Body not earlier than ten days and not later than fourteen days after the date the Secretary received the notice.
- 8.5. No business should be conducted at the meeting other than the business named in the notice.
- 8.6. Should the Secretary fail to convene the special meeting as prescribed above, the Chair or the Governing Body members who have given the notice may call the meeting.
- 8.7. If the Chair or the two Governing Body members call the meeting the notice should be sent to all Governing Body members and persons co-opted to the Governing Body not less than seven days before the date of the meeting.

9. Conduct of Governing Body Meetings

- 9.1. Governing Body members will receive at least seven days' notice of Governing Body meetings. In practice, the schedule for Governing Body meetings will be determined on an annual basis and Governing Body papers issued seven days in advance of each actual meeting.

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- 9.2. The Secretary will draw up the Agenda in consultation with the Chairperson. Any Governing Body member may raise items of business to be included in the agenda. A Governing Body member wishing to raise a matter must provide details to the Secretary as soon as possible and in any event no later than 4.00 p.m. on the day preceding that on which the notice of meeting is issued.
- 9.3. Urgent matters of business may be raised at the meeting, subject to the majority agreeing them to be urgent. However, wherever possible, advance notice of all business to be raised must be provided to the Secretary as early as practicable before the meeting.
- 9.4. At Governing Body meetings, all speakers will address the Chair and all members will observe order in such instance. The selection of, and time limit for, speakers will be at the discretion of the Chair.
- 9.5. If any point arises which is not provided for in the Articles of Association or Standing Orders, the Chair will give a ruling on the point and their decision will be final.
- 9.6. Normally, the first item of business of any Governing Body meeting will be to establish Declarations of Interest. If a matter arises in which a Governing Body member has an interest, that interest must be declared before discussion begins. The Governing Body member affected should leave the meeting and should take no part in the discussion or voting on the matter in hand.
- 9.7. Proceedings at any meeting will not be invalidated by an accidental omission to send notice of the meeting to any member.
- 9.8. Voting at Governing Body meetings may be by poll or show of hands. In all cases a simple majority of those Governing Body members and Co-optees present (subject to 4.3 above) will be sufficient to carry the motion. In any case of an equality of votes the Chair of the relevant Governing Body meeting will have a second or casting vote.
- 9.9. The Chief Executive will ensure that minutes of all meetings are taken, recording those present and apologies submitted, the main areas of discussion and decisions made. The minute will be presented to the next business meeting for approval and for signature by the Chairperson.

10. Delegation of Power to Sub-Committees

- 10.1. The Governing Body may delegate any of its powers to sub-committees of the Governing Body consisting of such Governing Body members and other persons as it sees fit.
- 10.2. The Governing Body will formally outline in writing the extent of the powers it is delegating and the sub-committee must conform to the instructions given to them in writing by the Governing Body.
- 10.3. The same provisions that apply to the proceedings of Governing Body meetings apply
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to the meetings and proceedings of sub-committees of the Governing Body. The Governing Body may also impose other regulations from time to time.

- 10.4. For the purposes of sub-committee meetings, two Governing Body members will form a quorum. Where the number of Governing Body members at a sub-committee falls below two, the meeting may continue but any decisions reached will require to be ratified at the next quorate meeting of the Governing Body.
- 10.5. A sub-committee has the power to co-opt additional members onto it. Sub-committees should ensure that co-opted members have appropriate knowledge, skills and experience to make a positive contribution to the operation of the sub-committee.
- 10.6. The ratio of co-opted persons to Governing Body members on a sub-committee should not be more than one in three i.e. for every three Governing Body members on a sub-committee, there may be one co-opted person. Co-optees will not form part of any quorum required for the meeting but may vote upon all matters except those directly affecting membership of the Company or election of its officers.
- 10.7. The sub-committee may appoint its own Convenor from amongst the Governing Body members serving on it. The same powers that extend to the Chairperson of the Company in relation to the conduct of Governing Body meetings, extend to Convenors in relation to their sub-committees.
- 10.8. The sub-committee may also, following deliberation, recommend courses of action to the Governing Body. The Governing Body will make a decision on such recommended courses of action as are presented to it.
- 10.9. The relevant operational manager will ensure that minutes of sub-committee meetings are taken, recording those present and apologies submitted, the main areas of discussion and decisions made. The minute will be presented to the next business meeting of the Governing Body.

11. Confidentiality & Cabinet Responsibility

- 11.1. Discussions within the confines of official meetings of the Governing Body, sub-committees, special groups and working groups along with any and all information provided in support of those discussions and meetings are to be treated as confidential. Accordingly, they should not be discussed or reported outwith the Governing Body.
 - 11.2. Any member found to be breaching the requirement for confidentiality may be subject to disciplinary action in accordance with the Code of Conduct for Governing Body members.
 - 11.3. Discussions with the Governing Body may be robust and members may express a range of views and perspectives on a subject. Once a decision has been taken by the Governing Body, all members are required to adhere to the principle of cabinet responsibility and support it as their own view.
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11.4. Any member unable to adhere to this position on a decision of the Governing Body reached legitimately should consider their position on the Governing Body.

11.5. Any member found to be in breach of the requirement for cabinet responsibility and openly opposing the decision of the Governing Body may be asked to resign or be subject to disciplinary action in accordance with the Code of Conduct for Governing Body members.

12. Delegation of Powers to the Chief Executive

12.1. The Chief Executive is responsible to the Governing Body for the implementation of policy and for the day to day running of all aspects of the organisation's activities. The Governing Body therefore, delegates authority to the Chief Executive on all matters to enable the discharge of responsibilities expeditiously, without necessarily referring to the Governing Body. This can be done in a manner which is deemed appropriate, except in the specific circumstances contained in the Articles of Association, Group Standing Orders, Group Codes of Conduct or as decided from time to time by the Governing Body.

12.2. The Chief Executive is responsible for the interpretation of their organisation's policy in all current policy areas. The Chief Executive may delegate responsibilities to other members of staff directly through the Executive Management Team, consisting of the Chief Executive, Director of Operations and Director of Investment. The Group Scheme of Delegated Authority must be reported to the Governing Body for in accordance with the responsibilities outlined in their respective job descriptions.

13. Decisions By the Chair

13.1. The Chair (and in the absence of the Chair, the Vice Chair) with advice and support from one other Board member along with the Chief Executive or in his absence any member of the Executive Management Team, will have delegated authority (where the nature of the circumstances require immediate or early action) to exercise any of the responsibilities of the functions of the Governing Body.

13.2. Except in extreme circumstances, decisions under "Decisions by the Chair" should:

- Be taken in conjunction with at least one other Governing Body member; and
- Only be used where the matter is sufficiently urgent, and falls between scheduled meetings.

13.3. The facts and decisions taken should be communicated to all Governing Body members as soon as possible in writing and reported to the next Governing Body meeting and recorded in the Minutes thereof.

14. Declarations Of Interest

14.1. This matter is also dealt with in the organisation's Codes of Conduct for Governing Body Members and Staff. It is a requirement for all Governing Body Members to sign the Code of Conduct in order to participate in the Governing Body's business.

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- 14.2. If a Governing Body Member or a staff member has a direct or indirect financial interest in any matter, which is the subject of consideration, the fact should be disclosed to the meeting. Those Governing Body Members and staff declaring such an interest should leave the meeting before any discussion or voting on that matter.
- 14.3. Any interests that are not financial, but which could influence judgement or give the impression that a Governing Body Member or a staff member may be acting for personal motives (such as personal interest, kinship, friendship, membership of an organisation or other relationship) should be disclosed in a similar way. The Governing Body Member or staff member should consider leaving the meeting before any discussion or voting on the matter, or if remaining in attendance, should consider refraining from discussion or voting on the matter. The Chair has the discretion to decide and direct on the appropriate course of action, with due regard given to advice on acting in the best interests of the organisation as offered by senior officers in attendance.
- 14.4. If a Governing Body or staff member fails to disclose a financial or other interest in a matter, they may be subject to disciplinary procedures in the case of a staff member or in the case of a Governing Body Member, to proceedings for removal from the Governing Body.
- 14.5. In the case of a payment made or benefit granted in contravention of regulatory guidance, except those covered by any special exemption granted by Scottish Ministers or the Scottish Housing Regulator, the organisation may, and if so directed by the Scottish Housing Regulator will, effect recovery of such payment or benefit.
- 14.6. Where an interest is declared in accordance with the above at any Governing Body or sub-committee meeting of the organisation, the declaration must be recorded in the minutes of that meeting together with any action taken.
- 14.7. The Chief Executive will record all such declarations of interest in a Register specifically held for that purpose. The information in the Register will be supplemented on an annual basis through requiring all Governing Body Members and employees to complete a Declaration of Interests Form.
- 14.8. Notwithstanding the terms of any of these Group Standing Orders, any Governing Body Member having an interest in the tenure of a property owned by or receiving services from a member of the Group may take part in the general discussion of housing matters that might affect that tenure, provided they have declared that interest. An exception will be any matter which is solely concerned with the particular property from which their interest derives. In this case the member will declare such an interest and will leave the meeting before any discussion or voting on that matter.
- 14.9. These requirements (to declare an interest) will not apply to an interest in a contract or other matter which a Governing Body or staff member may have:

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- As a Council Tax payer or inhabitant of an area or as an ordinary consumer of gas, electricity or water;
- By reason only of their being a member of a company or other private body if they have no beneficial interest in any share in that company or body;
- By reason only of their holding shares in a private company or other body (excluding a public company) where the nominal value of those shares does not exceed £5,000 or 1% of the total nominal value of the issued share capital of that company, whichever is lower; or
- By reason only of their holding shares in a public company where the nominal value of those shares does not exceed 1% of the total nominal value of the issued share capital of that company.

15. Lettings to Governing Body Members, Staff and their Relatives

15.1. Regulatory Guidance Notes and Scottish Housing Regulator publications such as Governance Matters, provide guidance on interpreting the granting of benefits to Governing Body members and staff. One of the provisions applies to lettings to Governing Body and staff members and their close relatives.

15.2. In cases where a letting may be permitted by the exceptions determined in the Regulatory Guidance, the Chief Executive, or their designated officer, must prepare a report outlining the circumstances of the proposed let and its compliance with regulatory guidance on the granting of benefits. The report must be submitted to the Governing Body for consideration and decision before any tenancy is granted.

16. Use of the Organisation's Contractors, Advisers Etc By Governing Body and Staff Members

16.1. A Governing Body or staff member should seek to avoid the use of contractors, consultants, other advisers, solicitors and auditors who work for the organisation. Any such use should be declared in writing to the Secretary in the case of Governing Body members and to the Chief Executive in the case of staff members.

16.2. An up to date list of Contractors, consultants and other advisers, solicitors and auditors who work for the organisation will be kept by the Secretary and must be available for inspection at the registered office of the organisation. Copies will be made available to Governing Body and Staff Members.

17. Attendance of Governing Body and Staff Members at Conferences etc

17.1. Members of the Governing Body and senior staff are encouraged to attend relevant conferences, training sessions, seminars etc. Attendance at all training and personal development events will be within the context of agreed collective and individual training and personal development requirements and programmes, giving due regard to budget availability.

17.2. Staff will make bookings for such events and the details held centrally for reporting

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purposes. Governing Body members attending training may be asked to report to the governing body on the benefits, learning outcomes etc of events.

18. Special Safeguards and Considerations

18.1. If the Governing Body or a sub-committee acts in good faith, its decisions will be considered valid even if it is discovered afterwards that there was a defect in the appointment of any Governing Body member or Governing Body members or that any one or more of them were disqualified.

18.2. A resolution in writing signed by all Governing Body members or by all the Governing Body members of a sub-committee of the Governing Body will be as valid and effectual as if it had been passed at a meeting of the Governing Body or sub-committee of the Governing Body duly called and constituted.