
Atrium Homes

Standing Orders of the Board and Sub-Committees

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1. Introduction

- 1.1. The details of the operation of the Board are laid down within the Articles of Association of the Company as well as by statute and guidance on Good Practice. 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 Board.
- 1.2. 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.
- 1.3. These standing orders take effect from 1 June 2017

2. Board Membership

- 2.1. The Board shall consist of not less than seven persons or more than twelve (excluding co-optees).
- 2.2. If at any time the number of Board members falls below seven the Board may continue to act as normal for a maximum period of two months. If at the end of two months the Board has still less than seven members, the only power which it can exercise shall be that of filling enough vacancies to bring the number of members of the Board up to seven.
- 2.3. Only persons who have attained 18 years of age are eligible to become Board members and Board members must also satisfy the requirements of Company Law as to their eligibility to serve as a Director of a Company and Charitable Trustee.

3. Casual Vacancies

- 3.1. The Board 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 Board through this process are considered full Board members as if they had been appointed at an AGM.
- 3.2. A person appointed through the casual vacancy process remains a Board 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 Board.
- 3.3. Nominations to fill a casual vacancy on the Board shall be made in writing, by a Board member and shall state the full name, address and occupation of the person nominated. Nominations shall also contain a signed statement by the person nominated of his/her willingness to be appointed, along with a signed copy of the Code of Governance for Board Members. and must be delivered to the Secretary or left at the registered office

- 3.4. At the next quorate meeting of the Board, the Chair shall propose the nominee for appointment. If approved, by the majority of the Board members present, the appointment takes effect from the date of the Board meeting at which they are proposed and approved.

4. Co-opted Board Members

- 4.1. The Board may also co-opt persons, whether members of the Company or not, to serve on the Board and may remove such persons as it wishes. Co-options must be formally renewed following each Annual General Meeting.
- 4.2. Co-opted persons shall not comprise more than one-third of the Board at any one time. Co-opted members do not count towards the quorum for Board meetings.
- 4.3. Co-opted persons may take part in the deliberations of the Board and vote at Board 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 Governance for Board members before commencing their role.

5. Non-Board Member Attendance at Board

- 5.1. The Chief Executive, Members of the Executive Management Team, administrative staff, other officers of the organisation and external advisers shall attend Governing Body Meetings to present reports and otherwise advise and service the Governing Body. Such persons shall 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 Board may permit observers to attend its meetings. Such attendance is by invitation only and subject to agreement by the majority of the Board members present at each meeting. Person 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.
- 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 3 days in advance of the meeting. 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 shall exceed 5 in number. Questions may be put to the deputation by Governing Body members, 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 Board Proceedings

- 6.1. Subject to the Company's rules and the law, the Board can regulate its proceedings as it thinks fit.
- 6.2. The Board 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 Board meetings, five Board members shall form a quorum. Where the number of Board members falls below five, the meeting may continue but any decisions reached will require to be ratified at the next quorate meeting of the Board.

7. Election and Role of the Chair of the Company

- 7.1. At a specially convened meeting immediately following each annual general meeting, the Board shall elect a person from among them to be Chair of the Company.
- 7.2. The Chair must be a Board member and will be deemed to have given up the role of Chair if for any reason he/she is deemed to have given up or ceases to be a member of the Board. In these events, the Board shall elect another Board member to be Chair in his/her place.
- 7.3. The Chair shall hold office until the conclusion of the next annual general meeting unless in the interval, he/she comes off the Board.
- 7.4. If at any meeting of the Board the Chair is absent or unwilling to act, the members of the Board at the meeting shall elect another Board member to be Chair for that meeting.
- 7.5. In any case of an equality of votes the Chair of the relevant Board meeting shall have a second or casting vote.
- 7.6. The Chair may resign his/her 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 Board 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, or any other subsidiary of Atriumm Homes.

8. Special Board Meetings

- 8.1. A special meeting of the Board may be called in two ways
- by the Chair giving a notice in writing to the Secretary; or
 - by two Board 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 shall send a copy to all Board members and persons co-opted to the Board within three days of receiving it.
- 8.4. The meeting must take place at the ordinary place for meetings of the Board not earlier than ten days and not later than fourteen days after the date the Secretary received the notice.
- 8.5. No other business shall be conducted at the meeting 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 Board members who have given the notice may call the meeting.
- 8.7. If the Chair or the two Board members call the meeting the notice shall be sent to all Board members and persons co-opted to the Board not less than seven days before the date of the meeting.

9. Conduct of Board Meetings

- 9.1. Board members shall receive at least 7 days notice of Board meetings. In practice, the schedule for Board meetings will be determined on an annual basis and Board papers issued 7 days in advance of each actual meeting.
- 9.2. The Secretary will draw up the Agenda, in consultation with the Chairperson. Any Board member may raise items of business to be included in the agenda. A Board member wishing to raise a matter must provide details to the Secretary as soon as possible and in any event no later than 4 pm 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 Board meetings, all speakers shall address the Chair and all members shall observe order in such instance. The selection of, and time limit for, speakers shall 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 shall give a ruling on the point and his/her decision shall be final.
- 9.6. Normally, the first item of business of any Board meeting will be to establish Declarations of Interest. If a matter arises in which a Board member has an interest, that interest must be declared before discussion begins. The Board member affected shall leave the meeting and shall take no part in the discussion or voting on the matter in hand.
- 9.7. Proceedings at any meeting shall not be invalidated by an accidental omission to send notice of the meeting to any member.
- 9.8. Voting at Board meetings may be by poll or show of hands. In all cases a simple majority of those Board 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 Board meeting shall have a second or casting vote.
- 9.9. The Chief Executive shall ensure that minutes of all meetings are taken, recording those present and apologies submitted, the main areas of discussion and decisions made. The minute shall 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 Board may delegate any of its powers to sub-committees of the Board consisting of such Board members and other persons as it think fit.

- 10.2. The Board 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 Board.
- 10.3. The same provisions that apply to the proceedings of Board meetings apply to the meetings and proceedings of sub-committees of the Board. The Board may also impose other regulations from time to time.
- 10.4. For the purposes of sub-committee meetings, two Board members shall form a quorum. Where the number of Board 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 Board.
- 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 Board members on a sub-committee shall not be more than one in three i.e. for every three Board members on a sub-committee, there may be one co-opted person.
- 10.7. Co-optees shall 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.
- 10.8. The sub-committee may appoint its own Convenor from amongst the Board members serving on it. The same powers that extend to the Chairperson of the Company in relation to the conduct of Board meetings, extend to Convenors in relation to their sub-committees.
- 10.9. The relevant operational manager shall 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 shall be presented to the next business meeting of the Board.
- 1.1. The sub-committee may also, following deliberation, recommend courses of action to the Board. The Board shall make a decision on such recommended courses of action as are presented to it.

11. Delegation Of Powers To The Chief Executive

- 11.1. 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
- 11.2. 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, Operations Director, Investment Director and Head of Corporate Services. 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.

12. Decisions By The Chair

- 12.1. The Chair (and in the absence of the Chair, the Vice Chair) with advice and support from the Chief Executive or in his absence any member of the Executive Management Team, shall 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.
- 12.2. Except in extreme circumstances, decisions under “Decisions by the Chair” should:
- Be taken in conjunction with at least one other Governing Body member.
 - Only be used where the matter is sufficiently urgent, and falls between scheduled meetings.
- 12.3. 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.

13. Declarations Of Interest

- 13.1. 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.
- 13.2. 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 shall be disclosed to the meeting. Those Governing Body Members and staff declaring such an interest shall leave the meeting before any discussion or voting on that matter.
- 13.3. Any interests that are not financial, but which could influence judgement or give the impression that a Governing Body Member or staff 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 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.
- 13.4. 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.
- 13.5. In the case of a payment made or benefit granted in contravention of regulatory guidance, except those covered by any special exception granted by Scottish Ministers or the Scottish Housing Regulator, the organisation may, and if so directed by the Scottish Housing Regulator shall, effect recovery of such payment or benefit.
- 13.6. Where an interest is declared in accordance 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.
- 13.7. 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.

13.8. Notwithstanding the terms of any of these Group Standing Orders, any Governing Body Member having an interest in the tenancy of a house belonging to the organisation may take part in the general discussion of housing matters that might affect that tenancy, provided they have declared that interest. An exception will be any matter which is *solely* concerned with the particular tenancy from which his or her interest derives. In this case the member will declare such an interest and shall leave the meeting before any discussion or voting on that matter

13.9. These requirements (to declare an interest) shall not apply to an interest in a contract or other matter which a Governing Body or staff member may have:

- as a Council Tax payer or inhabitant of an area or as an ordinary consumer of gas, electricity or water
- by reason only of his/her being a member of a company or other private body if he/she has no beneficial interest in any share in that company or body
- by reason only of his/her 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
- by reason only of his/her 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.

14. Lettings To Governing Body Members, Staff And Their Relatives

14.1. Regulatory Guidance Notes and Scottish Housing Regulator publications such as Governance Matters, provides 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.

14.2. In cases where a letting may be permitted by the exceptions determined in the Regulatory Guidance, the Chief Executive, or his/her 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.

15. Use Of The Organisation's Contractors, Advisers Etc By Governing Body And Staff Members

15.1. A Governing Body or a 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.

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

16. Attendance Of Governing Body And Staff Members At Conferences Etc

16.1. 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.

16.2. Bookings for such events will be made by staff and the details held centrally for reporting purposes. Governing body member attending training may be asked to report back to the governing body on the benefits , learning outcomes etc of evenst.

17. Special Safeguards and Considerations

17.1. If the Board 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 Board member or Board members or that any one or more of them were disqualified.

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

18. Review

18.1. These standing orders will be subject to regular review and may be amended by the Board from time to time.