



The Langstane Group Standing Orders

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V1	3 October 2016	
V2		Change of subsidiaries included and changes to Company Secretary role which has traditionally been held by the Chief Executive

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Introduction

1. The Langstane Group is a working term used to describe the parent company, Langstane Housing Association Ltd, and its associated subsidiary organisations. For the avoidance of doubt, these are currently Stockethill Homes Ltd, Langstane Property Limited, Langstane Developments Limited and Langstane Maintenance Limited, and their successors but will also include any future subsidiaries.
2. Langstane Housing Association Ltd, a charitable registered social landlord, is controlled and managed in accordance with statutory and regulatory requirements and its Rules which are based on the Scottish Federation of Housing Association's Charitable Model Rules (Scotland) 2013 (as amended 2015).
3. Stockethill Homes Ltd, a private company limited by guarantee, is a subsidiary of Langstane Housing Association Ltd. Stockethill Homes Ltd will be superseded by Langstane Property Ltd.
4. Langstane Property Ltd, Langstane Developments Ltd and Langstane Maintenance Ltd, private companies limited by shares, are subsidiaries of Langstane Housing Association Ltd.
5. The Rules of each organisation, alongside any legal and / or statutory requirements supersede any provision within these Standing Orders.
6. Any or part of these Group Standing Orders may be suspended by the Group parent company, Langstane Housing Association Limited.

Purpose of Standing Orders

7. Standing Orders set out the Group's governance structures and procedures.
8. Standing Orders are part of a wider governance framework which includes:
 - The respective organisation's Rules (see Appendix I);
 - The remit of the Board of Management and any other committee (see Appendix II);
 - The role of office bearers (see Appendix III);
 - The Group's Scheme of Delegated authority (see Appendix IV);
 - The Group's Financial Regulations (see Appendix V);
 - The Group's Treasury Management Policy (see Appendix VI); and
 - The Code of Conduct for governing body members (see Appendix VII).
9. At no time may the Board of Management exercise any powers that are reserved to general meetings either by its Rules or by statute.

10. Nothing within these Standing Orders (or any subsequent amendment) will be taken to permit Board of Management members or staff to act in any way which could be seen to contravene the Rules or any statutory requirements or obligations.

Role and remit of Langstane Housing Association's Board of Management

11. The Board of Management is Langstane Housing Association's governing body whilst each subsidiary has their own governing body structure. The overarching role of the Board of Management is to direct and control the Group's work and for determining strategic direction and policies.

The Board establishes and oversees the control and risk management framework, and ensure the agreed aims and objectives are achieved using any lawful methods available.

The most important powers of the Board of Management are contained within the Rules. Their remit is provided (see Appendix I).

12. The Board of Management must meet at least six times per year and an annual schedule of meetings will be agreed in advance and no later than the previous December meeting. Notwithstanding the agreed schedule of meetings, the Chairperson can in consultation with the Chief Executive, organise additional ordinary meetings within the calendar year if it is thought there is sufficient business to transact.
13. Immediately following each annual general meeting the Board of Management of Langstane Housing Association Ltd will meet to appoint the following office bearers:
 - Chairperson;
 - Vice-chairperson;
 - Treasurer.
14. Election for the above posts will be from within the governing body members but will not be from co-opted members.
15. The Company Secretary and members of committees will be appointed at the first meeting of the Board of Management following the annual general meeting. The Convenor of each committee will be appointed at the first committee meeting following the annual general meeting **and** following the first Board meeting.
16. The office bearers and Secretary are controlled, supervised and instructed by the Board of Management who must at all time put the interest of the Group first and foremost.
17. Four governing body members must be present for a Board of Management meeting to be quorate (excluding co-opted members).

18. Board members and staff will be given the opportunity to declare an interest in any item on the agenda at the beginning of the meeting. Declarations of interest must be repeated at the time the item is discussed. Any conflict of interest must be declared as soon as reasonably practical once established.

If there is a clear and substantial conflict of interest, the relevant Board member or member of staff must withdraw from the meeting until discussions on the item have concluded.

19. If the votes of any Board of Management meeting are divided equally for and against an issue, the Chairperson has a second and deciding vote.

20. The following are reserved to the Langstane Group's Board of Management as part of its strategic role and / or requirements contained within the Rules or Articles of Group members:

- Appointment and removal of the Group Chief Executive
- Based on reports and advices from any remuneration, appraisals, and governance committee established, agree the terms and conditions of the Group Chief Executive
- The appointment and removal of non-executive directors throughout the year (as determined within the Rules)
- The approval of Group Strategies, Business Plans, including any additional borrowings, budgets and any material variations thereafter
- The overall governance and financial management framework and stewardship of the Group
- Over-riding responsibility for compliance in all areas including statutory and legislative requirements and adherence to the Scottish Housing Regulator's Governance and Financial Management Framework
- Establishment and dissolution of any Committee
- Establishment and dissolution of any subsidiary
- Any granting of security by the Group
- Any other matter reserved to the Group in terms of Rules or Articles or these Standing Orders.

Role of Committees

21. The Group may, from time to time, establish committees and appoint their respective convenors. Terms of reference will be agreed at the time committees are agreed and include, as a minimum, a remit and its composition. All committees require a minimum of three governing body members to become quorate (not including co-optees).

22. To ensure business is managed efficiently and appropriately, a joint Audit Committee operates and for a limited time, a Governance and Financial Management Recovery Committee.

Other short and longer-term Committees may be established as required.
23. An emergency committee may be called when urgent decision making is required. Membership of the emergency committee consists of the Chairperson of Langstane Housing Association, the Vice-Chairperson and Treasurer of Langstane Housing Association, and the convenor of each committee detailed above or in operation at the time of the emergency committee being called.
24. Where decision-making is urgently required, a virtual Board of Management meeting will be held, e.g. via email. Such meetings will be the exception rather than the rule, and be reserved for times when consideration is required by the full governing body or within a very limited timeframe and there is insufficient time to call an emergency committee.
25. Three members of a committee are required to attend to ensure the committee is quorate (excluding co-opted members).
26. The remit of committees is agreed by the parent company's Board of Management and reviewed as deemed necessary. The committee remit(s) are provided (see Appendix II).
27. The Board of Management may appoint a special committee to deal with any such function or matter as deemed necessary at which time a full remit will be approved.
28. All decision making by a committee will be reported to the next Board of Management meeting.

Langstane Housing Association's Membership

29. Membership is governed by the Membership Policy which is applied to Langstane Housing Association. Members of the parent body's Board of Management are elected in accordance with the arrangements detailed within the Rules.
30. When a member leaves the Board of Management between annual general meetings, a casual vacancy will be created. The general policy will be to fill casual vacancies as soon as practical following a skills and equalities audit of the remaining governing body membership.
31. Where a leave of absence for a Board of Management member is required for personal or other reasons, this must be approved by the full governing body and recorded in the Minutes. Such an authorisation must not exceed three months whereupon it will be reviewed. Any further authorised absence must not exceed three months.

32. All new members of Langstane's Board of Management will sign the respective Code of Conduct in advance of becoming a governing body member. Failure to do so will dis-bar someone from the governing body.

Delegated powers

33. No member of staff may be a member of Langstane's Board of Management.

34. The role of the Chief Executive is to act as principal advisor and to be responsible and accountable to the Board of Management.

35. The Langstane Group has in place a Scheme of Delegation that details the levels of responsibility that apply to:

- The Board of Management;
- Committee(s); and
- The Senior Management Team.

36. Subject to the restrictions and reservations contained within the Scheme of Delegation, the Chief Executive is authorised and empowered to lead and manage the Association and its subsidiaries and to direct its operations.

The Chief Executive is responsible and accountable to the governing body for the work of the Group's staff. Namely, but not solely, the duties of the Chief Executive include:

- Providing strong leadership and direction for the Group, ensuring the Group's values are upheld and demonstrated on a daily basis
- Providing for approval and subsequent implementation of the Group's overall business strategy, developing and implementing further strategies that underpin the overall strategy and delivers on its objectives
- Delivery and management of the Group's Budget and Business Plan, approved by the Board, ensuring the on-going financial viability of the Group
- Ensuring robust and effective business and strategic planning processes are in place which take into account the overall opportunities and risks of the Group
- Ensuring a strong performance culture and framework is embedded throughout the Group and to deliver performance improvement and regularly review performance outturns against agreed Group targets
- Determining the overall staffing structure within approved Business Plan assumptions and Budget approval
- Developing and maintaining strong strategic partnerships with key stakeholders, including investors, on behalf of the Group

- Providing clear, concise information to the Group that allows informed decisions to be made.

Notice of meetings

37. The Company Secretary will give written notice of all ordinary meetings as agreed by the Board of Management on an annual basis.
38. General meetings will be notified in accordance with the Rules and only the items contained within the agenda will be discussed at general meetings.
39. Ordinary meetings (other than emergency meetings) in addition to those scheduled will be notified to governing body members at least seven days in advance.
40. Agendas and reports will be issued no less than five working days prior to the meeting. Whilst every effort will be made to ensure that reports are circulated in keeping with the agreed timescale, late circulation will not prevent the agenda item being discussed.
41. No business other than on the agenda will be considered without the prior consent of the Chairperson / Convenor and provided, in the view of the Chief Executive / Company Secretary, the matter is of such urgency or importance it receives consideration at the meeting.
42. Where requested, the Chief Executive and / or other members of the Senior Management Team with lead responsibility for facilitating a committee will be available to have a meeting with the Chairperson / Convenor in advance of the meeting.

Attendance at meetings

43. No members of the public will be admitted to the Board of Management or committee meetings.
44. Attendance at general meetings is restricted to the membership and formally invited guests.
45. All members of the Board of Management are required to confirm their attendance or submit their apologies in advance of the meeting.
46. Attendance at meetings is subject to reporting to the Scottish Housing Regulator.

Decision making

47. At a meeting, where a motion is proposed and seconded by two members present and where another member indicates a different opinion, the matter will be decided by a vote by those present at a quorate meeting.
48. Voting, unless otherwise directed by the Chairperson, will be by a show of hands from those eligible to vote.

49. The number of votes cast for and against a motion or amendment will be recorded in the minute as will the number of abstentions.
50. In the event of a tie, the Chairperson will have a casting vote in addition to his / her own vote.
51. Any member can ask for his / her dissent from any motions or decisions to be recorded within the minute and this will be adhered to.
52. Resolution duly moved and seconded that do not attract a direct negative or alternative opinion, will be deemed passed without dissent.
53. Decisions made by the Board of Management will stand on record for at least six months and will not be discussed, questioned or put to a second vote within that period unless there are exceptional circumstances and only then with the consent of two-thirds of those present.

Adjournment

54. No Board of Management or committee meeting will exceed two hours without the express approval of those present. Any extension to the time given to conclude the meeting will not exceed one hour. However, meetings may be adjourned. A motion for adjournment will take precedence over all other motions.
55. When a meeting has been adjourned and is resumed, proceedings will start at the point at which they were broken off at the adjournment.
56. The time of a reconvened meeting will be agreed as part of the adjournment motion, failing which, it shall be decided by the Secretary.

Time management at meetings

57. It is the decision of the Chairperson or other person presiding at a meeting, as to the length of discussions, speeches and debates. The Chairperson / Convenor's decision is final but every effort will be taken to ensure all members are given adequate opportunity to debate all items on the agenda.
58. It is assumed all documentation circulated in advance, including minutes of previous meetings and reports presented have been read by members prior to the meeting starting.
59. Any other competent business will be advised to the Chairperson / Convenor in advance of the meeting and it will be for them to rule on whether or not the business is competent for discussion and / or decision at the meeting.
60. The Board of Management has the power to defer discussion or delegate to the appropriate committee or staff member any business it deems necessary.

Closed sessions

61. Whilst it is recognised the Board of Management and / or committees routinely discuss matters of a confidential nature, the Board of Management

and / or committee may at times request the meeting to be closed. Staff members, other than the Chief Executive or his / her substitute will normally leave the meeting during this time. However, this is at the discretion of the Chairperson / Convenor.

62. Where the matter relates to, or directly concerns, the Chief Executive, the Chairperson / Convenor may ask the Chief Executive to withdraw from the meeting.

Conduct

63. At all times governing body members must adhere to, and be seen to adhere to, the code of conduct for governing body members and agreed policies of the Association / Group.

64. In particular members must:

- Conduct themselves in a courteous and business-like manner;
- Show respect for the authority of the Chairperson / Convenor of a meeting; and
- Show respect and consideration towards other Board / Committee of Management members, staff and anyone else attending the meeting.

65. It is the role of the Chairperson / Convenor to determine whether or not the code of conduct has been adhered to or if a member is acting in a way that may breach the code. The Chairperson / Convenor can, at his / her discretion or from a request from another person present, censure the relevant member or members for their behaviour and request any inappropriate behaviour ceases.

66. In the event the inappropriate behaviour continues or is of such a serious nature that warrants it, the Chairperson can propose a resolution to the other members present, to have the offending person omitted from the meeting. Such a resolution, if seconded, will be voted upon immediately by those remaining members who are not subject to the resolution, and will be decided by such members. If passed, the offending members must leave the meeting.

67. In the event governing body members are in place for nine years continuously, they will be required to demonstrate they provide sufficient and appropriate challenge when carrying out their duties.

68. To protect the confidentiality and to ensure Data Protection legislation is not breached, all information presented to the Board of Management will be anonymised and presented in a way that ensures no individual can be identified.

69. All governing body members must ensure information acquired as a result of their position on the Board of Management is:

- Not disclosed to anyone except those with a right to know; and
- Is not used for the personal advantage of either him / her self or of others known to them.

Such use of confidential information would constitute a betrayal of trust and a serious breach of the code of conduct.

Minutes

70. Under the authority of the Secretary, a minute of the meeting will be taken.
71. The draft minute will be prepared within seven days of the meeting and will be presented at the next meeting for approval.
72. Where insufficient members are present to approve the minute, it will be presented to the next Board of Management meeting where sufficient members can adopt it as an accurate minute.
73. Once approved, and inclusive of any amendments, the final minute shall be signed by the Chairperson / Convenor of the approving Board / committee and will be retained as an official record of the business of the Association.
74. When presenting the minute to the Board of Management, the minute of a committee will be clearly marked as either draft or approved.
75. Only members in attendance for the full meeting will be able to adopt the minute.
76. The Langstane Group will publish approved minutes on its website subject to areas of redaction.
77. No minutes of closed sessions will be published nor will areas of a confidential or commercially sensitive nature.

Office bearers

78. Langstane Housing Association Ltd has three office bearers elected from its Board of Management:
 - a. Chairperson;
 - b. Vice Chairperson; and
 - c. Treasurer.The role of Secretary will be undertaken by a member of staff from within Langstane Housing Association.
79. Subsidiary companies will have only one office bearer and have its governing body membership appointed by its parent company, Langstane Housing Association. The role of Secretary will be undertaken by a staff member from within Langstane Housing Association.

Chairperson

80. The Chairperson is elected by the Board of Management from amongst its membership after each annual general meeting and will serve until the next annual general meeting.
81. The Chairperson can be re-elected but must not hold office continuously for more than five consecutive years.
82. The role of the Chairperson is to ensure the Rules of the Association are upheld, to chair meetings of the Association, to act as the main spokesperson for the Board of Management, to act as a representative of the Association and to sign official documentation.
83. The Chairperson conducts meetings of the governing body and ensures:
- Order is preserved and everyone has a fair hearing;
 - No member speaks more than once on any motion until certain every member that wishes to has an opportunity to speak;
 - A time limit is imposed on business;
 - The order in which members speak;
 - Any point of order is ruled upon unless challenged by at least three members and the challenge is endorsed by a vote of two thirds of those members present;
 - Proceedings operate within the standing orders;
 - Time is spent on items of significance rather than on managerial minutiae; and
 - The discussion of items not on the agenda is given due consideration.
84. The Chairperson may speak to any particular motion. However, where challenged as detailed above, he / she may be required to leave the Chair until such time as the matter has been dealt with.
85. The Chairperson has, in addition to his / her own vote, a casting vote in the event of a tie.
86. The Chairperson has an automatic membership of every committee but cannot be elected as Convenor for any committee.
87. The Chairperson has power, in the event of an emergency situation to take decisions subject to reporting to the first available meeting thereafter. If, in the view of the Chairperson, the matter in question is of major significance to the Group, decision making may be referred to an emergency committee.
88. The Chairperson has the power, in an emergency situation, to interpret the delegated authority functions of a committee.

Vice Chairperson

89. The Vice Chairperson is elected by the Board of Management from within its membership after each annual general meeting.
90. The general role of the Vice Chairperson is, **in the absence of the Chairperson**, to ensure the Rules of the Association are upheld, to chair meetings of the Association, to act as the main spokesperson for the Board of Management, to act as a representative of the Association and to sign official documentation.
91. The Vice Chairperson has the authority and responsibilities of the Chairperson in all respects in the temporary absence of the Chairperson.

Treasurer

92. The Treasurer will present the Association's annual accounts at the annual general meeting.
93. The Treasurer will, in conjunction with other Board / Committee members, ensure that adherence to the Association's Financial Regulations and Treasury Management policy is adhered to at all times, unless a deviation from policy is formally agreed and recorded.

Secretary

94. The Secretary will be elected by the Board of Management at its first meeting following the annual general meeting.
95. The general role of the Secretary will be to ensure the work of the Board of Management is properly conducted.
96. The formal duties of the Secretary are set out in the Association's Rules.
97. The Secretary is automatically able to attend each committee but is not entitled to be elected. An exception to this may be a committee that meets to discuss matters which the Secretary may benefit from.
98. The Secretary will make arrangements for the safe storage of all signed Board and committee minutes and the creation of the required registers.

Emergency situations

99. Any matter outwith the authority of the Association's officials, which requires urgent or immediate action but which cannot wait until the next meeting, will be referred to the Chairperson for a decision or in their absence or unavailability, the Vice Chairperson or the Convenor of the appropriate committee.
100. Any such matter, and the action taken, will be reported to the first Board of Management meeting thereafter.
101. Any question as to the interpretation of the delegated authority functions of a committee will be determined in an emergency situation by the

Chairperson or in his / her absence and of the Vice Chairperson, by Convenor of the appropriate committee.

Execution of documents

102. Deeds and other legal documents may be subscribed as described in the Requirements of Writing (Scotland) Act 1995 and recorded in the register. The use of a common seal is not required.

Where signature and witnessing is used to execute documents, the document may be signed by any member of staff with delegated authority to do so under the Scheme of Delegated Authority.

100. At its registered office a Register containing membership details will be held.

101. Minutes of every general meeting, Board of Management meeting and committee meeting will be kept. Those minutes will be presented at the next appropriate meeting and if accepted as a true record, signed by the Chairperson / Convenor at the meeting at which they are presented. All minutes signed will be conclusive evidence the minutes are a true record of the proceedings at the relevant meeting.

Revision of Standing Orders

102. The Standing Orders may only be altered or revoked by the Board of Management if the motion for alteration or revocation is supported by two-thirds of those present, excluding co-opted members.

103. The Standing Orders will be reviewed no less than every three years.