



Gardeen Housing Association Ltd
Building a Better Future

Gardeen Housing Association

Standing Orders

Implemented	2020/21
Next Review:	2023/24 or earlier if changes in publication of the Scottish Housing Regulator Guidance Notes or Performance Standards or Association Procedures

A: Governance & Accountability

Standing Orders: Section A

A. Committee Structure

1. Short Life Working Groups

The Management Committee shall be empowered to appoint such short life working groups "Ad Hoc" Sub-Committee as it may deem necessary, to consider different aspects of the Association's business from time to time including staffing and health and safety meetings.

2. Frequency and Timing Of Meetings

Management Committee

Ordinary meetings of the Management Committee shall be held every calendar month, in accordance with a rota of suitable dates to be agreed at the first meeting after the Annual General Meeting. There shall no meeting held in July. Finance reports and Property Management Reports will I be tabled each quarter

3. Special Meetings of the Management Committee

A Special Meeting of the Committee shall be called by the Secretary within three days of requisition by a resolution of the Committee or on the instance of the Chairperson or at least two members of the Committee at the time. Any requisition must specify the business to be transacted. Special Meetings must be held not less than 10 days and not more than 14 days after receipt of the requisition. In an extreme emergency a meeting can be called within three days of a request. No business shall be transacted at the meeting other than that specified in the requisition. In the event of the Secretary failing to call the meeting the procedure specified in rule 49 shall apply.

4. "Ex Officio" Appointments

The Chairperson of the Management Committee and Secretary shall be a member "ex officio" of each standing Sub-Committee.

5. Composition of Committee

The Association shall have Committee of Management which shall have a minimum of 7 and a maximum of 15 persons. The Association shall keep up to date a register of the names of the Committee members which shall be published by the Association on its website and in its annual report, reported to the Scottish Housing Regulator and other similar documentation

6. Code of Conduct

No Committee member may take office until they have agreed to and signed the Code of Conduct for Committee Members.

7. Annual Review

The Committee shall assess annually the skills, knowledge, diversity and objectivity that it needs for its decision making and what is contributed by the Committee Members by way of annual performance reviews. The Committee must satisfy itself that any committee member seeking re-election to the Committee after service as a committee member for a continuous period in excess of 9 years can demonstrate his/her continued effectiveness as a Committee member.

8. Assurance Statement

The Management Committee shall provide an assurance statement on an annual basis as confirmation of compliance with regulatory standards

B. Conduct of Meetings

1. Appointment of Office Bearers

The Management Committee will appoint from its number a Chairperson, Vice Chair, Secretary and Treasurer and any other Office Bearers as are considered necessary to discharge the Committee's business. The duties and delegated powers of all Office Bearers will be as agreed by the Management Committee and incorporated in Standing Orders.

All Office Bearers will be appointed at the first meeting after the Annual General Meeting and shall serve for one year. Retiring Office Bearers shall be eligible for re-election. The Chairperson may not serve for more than five consecutive years.

The Committee may remove any Office Bearer at a Special Meeting called for the purpose; removal of the Chairperson requiring a two thirds majority of the Committee members present.

Where the retiral or removal of an Office Bearer is noted on the notice calling a Management Committee meeting the vacancy may be filled at the meeting; otherwise a casual vacancy arising through retiral of an Office Bearer will be filled at the next meeting after the vacancy arises.

2. The Chairperson

The Chairperson of the Management Committee is responsible for the leadership of the Committee and ensuring its effectiveness in all aspects of the Committee's role and to ensure that the Committee properly discharges its responsibilities as required by law, the Rules and the standing orders of the Association. The responsibilities of the Chairperson are that:

The committee works effectively with senior staff

An overview of the business is maintained

The agenda for each meeting is set

Meetings are conducted effectively

Minutes are approved and decisions and actions arising from meetings are implemented conducted effectively

The standing orders, code of conduct for committee members and other relevant policies and procedures affecting the governance of the Association are complied with

Where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings

The committee monitors the use of delegated powers
The committee receives professional advice when it is needed
The Association is represented at external events appropriately
The annual assurance statement is signed every year

In the absence of the Chairperson, the Vice Chair shall to chair the meeting. All questions of order arising at any meeting shall be decided by the Convenor of the meeting. The Convenor of a Management Committee meeting, whether the Chairperson or substitute, shall have both a deliberative and a casting vote.

3. Notice of Committee Meetings

Agendas for all meetings shall be prepared by the Secretary of the Association in consultation with the Chairperson and the Director of Gardeen Association. This task shall be delegated to the Director in respect of the Management Meeting
Notice of ordinary meetings of the Committee, shall be sent to members by the Secretary not less than seven days before the date of the meeting.

Notice of a Special Meeting of the Committee shall be sent to members at least seven days before the date of the meeting.

Proceedings at any meeting shall not be invalidated by any accidental omission to send notice of the meeting to any member, or any other accidental defect in the arrangements for calling the meeting.

4. Arrangements for Special Meetings

The Chairperson or two Committee Members can request a special meeting of the Committee by writing to the Secretary with details of the business to be discussed. The Secretary will send a copy of the request to all Committee Members within three days of receiving it. This can be delegated to a member of staff if appropriate. The meeting will take place at the Association's offices. No other business may be discussed at the meeting other than the business for which the meeting has been called.

5. Order Of Business

The business at meetings shall normally follow the order of the Agenda, but the Convenor shall have power to alter the order of business at any stage. With the consent of the members present, business not on the Agenda may be transacted at an Ordinary Meeting, but not at a Special Meeting. The Committee shall have power to adjourn any meeting to such date and time as it, or the Chairperson may determine, and, when any adjourned meeting is resumed, the proceedings shall commence at the point at which they were adjourned, and shall extend only to items on the Agenda for the original meeting.

6. Quorum

One third of the current membership of the Committee, or four Committee Members, whichever is the larger, shall constitute a Quorum for a Committee meeting. A majority of the current membership of a Sub-Committee, or three Committee Members, whichever is the larger, shall constitute a quorum for a Sub-Committee meeting.

A short life working group shall also require to three members to be in attendance before it can be deemed to be quorate.

Neither the Management Committee nor any Sub-Committee shall have any of its normal powers unless a Quorum is present.

7. Minutes

The Director of Gardeen Association or the Senior Housing Officer, in consultation with the Secretary of the Association, and Convenor of any meeting, shall prepare minutes of that meeting, and these minutes shall be submitted for approval to the following Ordinary meeting of the Management Committee. Where they have been previously circulated, the minutes shall be treated as read. Where they have not been previously circulated, members shall be given time to read them before the Committee is asked to approve them.

Minutes of Management Committee meetings shall be deemed to be accurate unless altered by the decision of a majority of members present and voting at the meeting at which they are considered. The Chairperson shall sign the minutes as accurate.

8. Voting

Voting shall normally be by show of hands, but shall be by secret ballot if such procedure is requested by one third of the members present at any meeting. A simple majority shall normally be sufficient to determine any matter. In the case of a motion to suspend Standing Orders a two thirds majority of the members present in favour of the motion shall be necessary.

9. Dissent

Any member of the Committee or of a sub-Committee may, without given reasons, ask that his/her dissent from any resolution be recorded in the minutes, provided that the request is made at the meeting at which the resolution has been passed.

10. Motions and Amendments

All motions and amendments must be relevant to the subject under discussion, and the Convenor of any meeting shall have the power to rule out of order any motion or amendment which is, in his/her opinion, irrelevant or incompetent.

Any motion or amendment shall require to be proposed and seconded before being put to the meeting.

11. Points Of Order

Any member may raise a point of order in the course of a meeting, and all questions of order shall be decided by the Convenor of the meeting. No other member shall be permitted to speak to the point of order, unless with the Convenor's permission.

12. Motions Contradictory of Previous Decisions

A motion which is contradictory of a previous decision of the Committee or any sub-Committee shall not be competent within six months from the date of adoption of such a decision, unless such a motion receives the support of two thirds of the members present and voting at a Management Committee meeting.

13. Declaration of Interest

If any member or officer has a personal or pecuniary interest, direct or indirect, in any matter under discussion at a meeting of the committee or of a Sub-Committee, he/she shall declare that interest at the beginning of the meeting. The Committee member will also be required to leave the meeting while the discussion is on-going.

14. Confidentiality

All matter discussed at committee meetings shall be treated in strict confidence by members and officers in attendance, whether or not a particular matter is specifically described as confidential. This confidentiality shall only be relaxed by agreement of the Management Committee. All Committee Members will sign a code of conduct that refers to the importance of confidentiality.

15. Remits to Sub Committee and Working Groups

Remits to any sub-Committee shall be considered and reported on as promptly as possible and undischarged remits shall automatically lapse after 12 months unless the Management Committee determines otherwise.

16. Closure of Meetings

No meeting of the Management Committee or Sub-Committee shall continue for more than 2 hours beyond the time for which the meeting is called, unless either the approval of the majority of members presents after the expiry of that time. A meeting shall be automatically adjourned after 2 hours and 30 minutes from the time for which it was called.

17. Enforcement of Standing Orders

It shall be the duty of the Convenor of any meeting, in consultation with the Secretary, to ensure that Standing Orders are observed and enforced at that meeting.

18. Notifiable Events

The Management Committee of Gardeen Housing Association is aware of the Notifiable events statutory that the Scottish Housing Regulator has published (February 2019) and is aware of the following notifiable events:

Governance and organisational issues

Any material change to the assurances and supplementary information contained in the RSL's Annual Assurance Statement

The membership calls a special general meeting

Removal of any governing body member by the RSL

Resignation of governing body members for non-personal reasons

The membership of the governing body falls, or is going to fall, to seven or below
Serious complaint, allegation, investigation, or disciplinary action about a governing body member

A breach of the RSL's code of conduct by governing body members

Resignation or dismissal of the RSL's senior officer

Severance payment to and/or settlement agreement with a staff member

Serious complaint, allegation, investigation, or disciplinary action about the senior officer).

The senior officer is absent (or partially absent) for an extended period of time

Receipt of intimation that a claim has been submitted to an employment tribunal

Major change or restructuring within the current RSL or group
Plans to set up a non-registered subsidiary
Potentially serious breaches of statutory or common law duties by the RSL, including equalities and human rights duties, whether or not these have resulted in the submission of a claim or a legal challenge
Any legal proceedings taken against the RSL which may have significant consequences for the RSL in the event of success
Serious failure of governance within an RSL's subsidiary
Serious issue regarding a parent, subsidiary or connected organisation
A dispute with another member of an alliance, consortium or non-constitutional partnership which may have significant consequences for the RSL
Breaches of charitable obligations or no longer meeting the charity test
Whistleblowing allegations

Performance and service delivery issues:

Any incident involving the Health & Safety Executive or a serious threat to tenant safety; or where a regulatory or statutory authority, or insurance provider, has advised the RSL of concerns for example the Fire Brigade, etc
Serious accidental injury to or the death of a tenant in their home or communal areas:
where there has been a service failure by the RSL; or
where there has been a failure, or perceived failure, in how the RSL has assessed and managed risk; or which could potentially affect other tenants' confidence in the RSL or the RSL's reputation
Major failure of key service delivery arrangements (for example, repairs cannot be carried out because a contractor goes into liquidation)
Breaches of ballot commitment to tenants or of any stock transfer contractual agreement
Adverse reports by statutory agencies, regulators, inspectorates (or similar) about the RSL (for example a Care Inspectorate report with a 'weak' or 'unsatisfactory' grade or an upheld Care Inspectorate complaint)
Any significant natural disaster for example, fire, flood or building collapse which affects the RSL's normal business
Serious or significant adverse media reports or social media interaction, which could potentially affect tenants' confidence in the RSL or that is damaging to the reputation of the RSL potentially affect tenants' confidence in the RSL or that is damaging to the reputation of the RSL potentially affect tenants' confidence in the RSL or that is damaging to the reputation of the RSL

Financial and funding issues:

Fraud or the investigation of fraud either internally, by the Police or by an external agency or organisation
Breach or potential breach of any banking covenants
Serious financial loss; actual or potential
Default or financial difficulties of major suppliers or service providers
Any material reduction in stock or asset values; actual or potential
Serious concern raised by lenders or auditors
Serious and imminent potential cash flow issue
Proposed assignation or transfer of the existing lender's security to another lender

Notification of the outcome of an adverse financial assessment of the RSL or its parent/subsidiaries/related companies/connected bodies from Pensions Trustees
A serious or material reduction in the funding for care and support services for example for RSLs with significant care elements in their business, where a local authority withdraws funding
Change of internal or external auditor and
Any other issues that the Regulator includes as a Notifiable event

19. Handling a serious complaint against the Director

SHR expect to be advised but will not be included in employment issues
RSL must take prompt independent and professional advice
Chair of RSL should notify SHR if there a formal serious complaint against the Director including bullying or harassment
Committee members must follow the policy on handling a serious complaint against the Director.

C DEALINGS WITH OUTSIDE BODIES

1. Appointment Of Representatives

The Management Committee may appoint any person to represent the Association in dealing with outside bodies or to serve as the Association's representative on any external body. Any such appointments can be terminated at any time and will in any event be reviewed at the first meeting of the Management Committee following the Annual General Meeting.

Any reasonable expenses incurred by representatives to outside bodies will be reimbursed by the Association on a basis to be agreed by the Management Committee from time to time. Representatives will be expected to provide feedback on their role at the monthly management meetings.

2. Attendance At Training Events/Conferences

The Office Bearers shall be authorised to arrange for the Association to be represented at training events and conferences relevant to the work of the Association.

In fulfilling their responsibilities under this Standing Order due regard shall be paid to the annual budget for attendance at such events and to the Association's policies in relation to the repayment of necessary expenses. Committee members are also required to take into account the Code of Conduct for Committee members when attending external events on behalf of the Association.

3. Disciplinary Procedure

While recognising the right of Association Members at a general meeting to elect Committee Members subject only to provisions in the rules, it shall be the responsibility of the Management Committee to ensure, so far as is practicable, that Committee Members carry out their duties in such a manner as to protect the interest of the Members and to uphold the reputation to the Association.

The Association shall follow the Code of Conduct for Committee members and follow the rules of the Association which state:

A committee member must leave the Committee if the majority of the members voting at a general meeting decide this. The members will then elect someone to take his/her place. If a replacement is not elected at the meeting, the Committee may appoint a committee member.

A Committee member must leave the Committee if two thirds of the remaining Committee members vote in favour of this at a special meeting of the Committee convened for the purpose. The vote must relate to one of the following issues:

Failure to perform to the Code of Conduct

Failure to sign the Code of Conduct

Serious breach of the Association's Rules or standing orders

Breach of benefits and payments to Committee member's policy

In terms of this Standing Order the following conduct shall be deemed to be inappropriate:

1. Breaching the Committee Member's responsibility to treat any information gained through Membership of Committee as confidential and not to relay that information to any third party unless specifically authorised to do so.
2. While on Association business, acting in such a way as to bring Gardeen Association into disrepute.
3. Failure to declare an interest in any matter before the Management Committee.
4. Acting improperly in relation to the granting of contracts or other benefits by the Association.
5. Persistent and deliberate failure to comply with the Rules, Standing Orders, Code of Conduct or Policy decisions of the Association.

Whereas it is the particular responsibility of Office Bearers of the Association to ensure that any action in breach of this Standing Order is brought to the Management Committee's attention it is the responsibility of all members to ensure that the Committee is able to effectively enforce this Standing Order.

Standing Orders: Section B

1. Remit For Management Committee Meeting

The strategic role of the Management Committee is to determine the direction and objectives of the Association. It has the following powers:

Appointment of office bearers

Approval of the business plan

Compliance with Scottish Housing Regulator

Approve Policies of the Association

Payments and benefits to committee and staff

Appointment of staff

Amendment of the standing orders

Compliance with external regulators

Any borrowing and investments of the Association

Agree the annual budget and all other financial information

Approve financial returns

Granting of security

Monitoring of covenants

Monitoring compliance against Scottish Housing Charter

Monitoring repair costs against budget through Management Accounts

Ensuring good governance

Every quarter, the Management Committee will Property Management reports on the following:

A) Allocation of Association Properties and Monitoring of Void Properties

Establishing and reviewing regularly the Allocation Policy, , used to let Association properties to all categories of applicant, and making recommendations on same to the Management Committee.

Receiving quarterly reports on the lets made by category of applicant and by ethnic origin and disability.

Monitoring allocations made and source of allocations, including acceptance and refusal rates.

Monitoring void levels within the Association stock and ensuring that houses are let as quickly as possible.

Monitoring the termination of tenancies within the Association stock.

Receive reports on Association compliance with Section 5 allocations

Monitoring demand for Association stock and taking any action required

Monitoring demand and need of applications on Association's Housing Register

Monitor effectiveness of Common Housing Register

Grant permission on occasions of under occupancy and over occupancy which arise as a result of bedroom tax and other relevant factors

Monitor satisfaction levels of terminating and new tenants

B) Rents

Establishing and reviewing regularly the policies for rent collection and arrears recovery

Receiving quarterly reports on the level of rent arrears and noting changes in trends, and reasons for same. The Management Committee shall have reports provided and authorise any eviction.

Ensuring that all available options are taken to recover rent, including court action where necessary.

Receive reports on level of former tenant arrears and action to recover.

Monitor the impact of welfare reform and bedroom tax on the income of the Association

(C) Estate Management

Establishing and reviewing regularly Policies on estate management, including upkeep of communal areas, inspection of properties, neighbour disputes etc.

Receiving reports on serious breaches of tenancy and agreeing appropriate action in particular cases, including appropriate behaviour contract and anti-social behaviour orders

Monitoring the level of complaints received regarding tenancy obligations, and action taken.

(D) Maintenance

Establishing and reviewing regularly (at least every five years) the Policy for the maintenance and upkeep of Association properties.

Quarterly monitoring of trade and contractor for performance and any unexpected repair items or obligations and advising the Management Committee of the same.

Monitoring the general repair requirements of and associated expenditure on tenanted properties and on properties which become available for re-letting.

Establishing and quarterly monitoring cyclical and planned maintenance programme and budget for all Association properties.

Establishing and reviewing the policy on tenant's responsibility for repairs.

Receiving reports on tenant repair satisfaction.

Receiving reports on Tenant rechargeable repairs

Monitoring cost of vandalism and impact on budget

Monitoring property and Energy Standards report and compliance with SHQS standards.

Ensure compliance with all fire regulations

(E) Legal Requirements

Considering changes in housing law, and making recommendations to the Management Committee on action required as a result.
Monitoring and approving legal action that the Association is taking against tenants and owners.

(F) Policy Review

Review and agree programme of policy review to meet changes in legislation, best practice, Scottish Housing Regulator requirements and the Scottish Housing Charter.

(G) Welfare Reform

Monitor the impact of welfare reform on the Property Management Services of the Association

(H) Performance Compliance

Monitor quarterly reporting on compliance with the property management elements of the Annual Return on the Charter (ARC) and make decisions based on the information from tenants on level of tenant satisfaction.

Standing Orders: Section C

Scheme of Administration and Delegation of Powers

Delegation of Powers to Office Bearers

1. General Principles

It is recognised that the effective prosecution of the Association's work will often require decisions to be taken without awaiting Committee or Sub-Committee approval, and that many routine matters will fall to be decided by Office Bearers. Accordingly, this Scheme of Delegation sets out the basis on which delegated powers shall be exercised by the Association's Office Bearers. The Committee's purpose in approving this Scheme of Delegation of Powers is to ensure that the work of the Association is not unnecessarily delayed for decisions which are clearly within the general terms of Association policy. Accordingly, the Office Bearers shall, in all cases, seek to use delegated powers to maintain progress in the various areas of work, provided that no policy decisions are taken or major financial commitments entered into without the approval of the Committee or the appropriate Sub-Committee.

2. Chairperson

The Chairperson shall have the following responsibilities:

A general remit to consult with the Director of Gardeen Association to ensure that all necessary decisions are taken in between meetings of the Committee or Sub-Committee as appropriate.

Ensure that the Management Committee works effectively with all Gardeen staff

Maintain an overview of the business through regular discussion with the Director

Ensure that the Management Committee receives external professional advice when required

Arranges the appraisal of the Director

The Chairperson, in consultation with the Director of Gardeen Association shall have discretion to authorise such actions or decisions as may be necessary to avoid delays in carrying out the work of the Association within the area covered by each of the Sub-Committees, provided that policy decisions are reserved to the Committee or standing Sub-Committee.

All matters on which the Chairperson has authorised action shall be reported to the following meeting of the Committee.

In particular the Chairperson shall be authorised to represent the Association at housing related events and to arrange for other members of the Committee and Staff of the Association to attend as appropriate; provided that attendance at all such events shall be reported to the next Ordinary Meeting of the Management Committee and shall be subject to any regulations approved by the Association in relation to the payment of necessary expenses.

3. Secretary

The Secretary shall have the following responsibilities:

It shall be understood that, in all cases where discretionary authority is delegated to the Chairperson, the same authority shall be delegated to the Secretary in the absence of the Chairperson and that all matters on which the secretary has authorised action shall be reported to the following meeting of the Committee or standing Sub-Committee.

Notwithstanding, the foregoing, the Secretary, in consultation with the Director of Gardeen Association, shall have authority for the following:

carrying out the duties of secretary as laid down in the Association's Rules and to ensure the proper completion and scrutiny of all legal documents;

4. Treasurer

The Treasurer, in consultation with the Director of Gardeen Association, shall be responsible for carrying out the duties of Treasurer as laid down in the Association Rules and for ensuring that the Association has an effective system of receiving and recording all monies due to the Association.

The Treasurer shall be responsible for ensuring that all payments made on behalf of the Association have been properly authorised and supported by relevant documentation. The Treasurer will carry out a check on agreed procedures at least quarterly.

5. Delegation to the Director

The Director is authorised to manage Gardeen Housing Association and to direct the work that the Association undertakes

The Director is responsible for all matters that are delegated

The Director is responsible for the implementation of the policies that have been agreed by the Management Committee and the Senior Housing Officer shall be responsible for the implementation of property services policies.

The Director will be responsible for staff performance and staff resources

In the absence of the Director, the Senior Housing Officer will deputise.

6. Emergency Arrangements

Where urgent decisions with policy implications become necessary when it is impracticable to call a Committee meeting, the Chairperson, or in his absence, the Secretary, shall consult with the appropriate Sub-Committee Convenors, and the Director and shall only take such decisions as shall involve the least possible policy commitment on behalf of the Association. The decisions taken shall be reported to the Committee as soon as possible thereafter for ratification. The decisions shall thereafter be deemed to be made by the Management Committee and all committee members must agree with this decision as per the code of conduct unless there is a request that the minutes state that a committee member did not agree with the decision.

Appendix A

Covid-19 Temporary Provisions

In response to the Covid-19 pandemic the Committee has resolved that the Association's standing orders be amended to include the following provisions which are intended to apply during the period of the epidemic:

1. Rule 51 of the Rules of the Association provides that meetings of the Committee can take place in any manner which permits those attending to hear and comment on the proceedings. In furtherance of this rule it is anticipated that during the period of the epidemic meetings are likely to be held in such manner (perhaps by conference call or video conferencing or combination of those). The Committee should take appropriate steps to facilitate participation in meetings in this way. Committee Members attending in this way shall count towards the quorum for such meetings (except for co-optees). The minutes of the meeting should record the means by which Committee Members are participating if not present in person.
2. The Committee is required in terms of the Rule 48 to meet at least six times each year. Meetings held where Committee Members attend using appropriate technologies instead of attending in person shall constitute a meeting of the Committee for the purposes of Rule 48.
3. Where the Committee believes that a Committee Member is suffering from Covid-19 it will grant leave of absence in accordance with Rule 44.3.
4. Where required the Chairperson or Director shall determine that the business of the Committee shall be undertaken by written resolution in accordance with Rule 55.
5. During the period of the epidemic circumstances might arise requiring that urgent business be undertaken between meetings of the Management Committee. If, in the opinion of the Chairperson or Director, such circumstances arise decision making shall proceed in accordance with the emergency procedures set out in the standing orders.
6. These provisions shall apply (in so far as relevant) also to the conduct of the business of sub-committees.