



**West  
Granton**

Housing Co-op

sustaining and championing the co-operative way

## **POLICY OF STANDING ORDERS**

This policy was approved by the Committee of Management on 18th November 2020.

It should be reviewed again no later than 2024.

The policy has been assessed through the organisational impact assessment process.

We can produce this document in different formats such as larger print or audio-format; we can also translate the document into various languages, as appropriate.

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## **1. INTRODUCTION**

- 1.1. In accordance with the Rules of West Granton Housing Co-operative Limited the affairs of WGHC are run by a Committee of Management.
- 1.2. These Standing Orders describe the current Committee of Management Structure, the conduct of Committee Meetings, Committee Responsibilities and the delegated responsibilities of Office Bearers and Senior Staff.
- 1.3. These Standing Orders set out the guidelines for the conduct of the Co-op's business in accordance with our rules. They provide an agreed framework within which authorised decisions may be taken so that the Co-op aims and objectives may be met.
- 1.4. Nothing in these Standing Orders will allow, or be understood as allowing the Committee of Management, any Committee Member or any member of staff to act in contravention of the WGHC Rules or any current statutory obligation that applies to WGHC.
- 1.5. Compliance with these standing orders is compulsory for all Committee and Staff (where appropriate)
- 1.6. These Standing Orders fall in line with the Scottish Housing Regulator's Governance and Financial Management Standards.

## **2. THE SCOTTISH SOCIAL HOUSING CHARTER**

2.1 The Scottish Government's Social Housing Charter sets out the standards and outcomes that tenants can expect from social landlords. There are no specific standards or outcomes relating to these Standing Orders.

## **3. COMMITTEE STRUCTURE AND REMITS**

- 3.1 The current standing Committee is the Committee of Management.
- 3.2 The Committee of Management may from time to time establish additional standing sub-Committees which will be subject to these standing orders the WGHC Rules.
- 3.3 Any decision to:
  - Establish a new Sub-Committee
  - Set up a Sub-Committee's membership, remit and delegated powers
  - Amend a Sub- Committee's remit and/or delegated powers

- Cease the meetings of a Sub-Committee, either temporarily or permanently

will be made by a majority vote of those present at a quorate meeting of the Committee of Management.

3.4 The Committee of Management may also set up special Working Groups to carry out such functions as may be delegated or referred to them. The membership, remit and reporting arrangements will be approved the main Committee of Management.

3.5 The Committee of Management may at any time consider any matter which has been referred to a Sub-Committee or Working Group, whether or not a report from either on that particular matter has been submitted to the main Committee.

#### **4. MEMBERSHIP, MEETINGS AND QUORUMS**

4.1 The WGHC Committee of Management has a minimum of 7 and a maximum of 15 members.

4.2 Any member of WGHC may be nominated and stand for election to the Committee. Elections are held at the Annual General Meeting each year. The nomination and election procedures are explained within the WGHC Rules and this information is sent out to every member before the AGM.

4.3 At each AGM one third of the Committee of Management will stand down, but will be eligible for re-election without nomination.

4.4 If vacancies remain after the AGM, the Committee may co-opt individuals to bring Committee Membership up to a maximum membership of 15. Co-opted members will not exceed one third of the maximum size of the Committee (so a maximum of 5 co-optees is allowed at any one time). Co-opted members may serve until the next AGM, at which point they must stand down. They will however be eligible to stand for election and are nominated in accordance with WGHC Rules.

4.5 The procedure for co-option is detailed within the WGHC Rules. Co-opted members may participate in the business of the Committee of Management except for matters directly affecting the rules, membership or the election of office bearers.

4.6 WGHC's Rules describe the circumstances under which:

- A Committee Member may be removed from office
- A Member will cease to be a member of the Committee

## **5. FREQUENCY OF MEETINGS**

- 5.1 The Committee of Management will meet 10 times per year. There will generally be no meetings in January or July. However, this may vary depending on the needs of the business and any decisions required to be taken in those months. Committee will approve at each meeting the date for the next meeting.
- 5.2 A special meeting of the Committee may be called in accordance with the WGHC rules.

## **6. QUOROMS**

- 6.1 The quorum for a Committee Meeting must be 4 elected Committee members (not counting any co-opted Committee Members present).
- 6.2 The quorum for a Sub-Committee must be 3 Committee members (and this may include any co-opted Members present).
- 6.3 If there are insufficient members to form a quorum at the time of an appointed meeting, no business will be transacted and the meeting will be adjourned to either:
- a) the date of the next scheduled meeting to be held
- OR**
- b) if there are matters requiring a decision before the date of the next scheduled meeting, to the same day in the next week at the same time.
- 6.4 In very exceptional circumstances where there is no quorum and where a decision is required immediately, the Chairperson (or in his/her absence the Vice Chairperson) may authorise the action required, with retrospective approval being given at the next Management of Committee meeting.

## **7. OFFICE BEARERS**

- 7.1 At their first meeting following each Annual General Meeting the elected Members of the Management Committee will appoint a Chairperson, Vice Chairperson and Treasurer.
- 7.2 The position of Secretary will always fall to the CEO and therefore this position does not need to be elected.
- 7.3 Office Bearers will serve until the next AGM, unless in the meantime they resign or cease to be a Committee member. If an Office Bearer's position becomes vacant during a year, the Committee will appoint a replacement who will serve for the remainder of the year until the next AGM.
- 7.4 In accordance with WGHC's Rules, the Chairperson may be appointed for a maximum of 5 consecutive years. After 5 years, the Chairperson may not be re-appointed to that position for a further period of 1 year, but they will be eligible to stand for re-election to one of the other Office Bearer positions.

- 7.5 Chairperson

The Chairperson will have delegated authority to decide on any matter which arises between Committee meetings, which would normally be considered at a Committee meeting but which, due to its urgent nature, cannot await the next scheduled meeting.

In exercising this authority the Chairperson will, whenever possible, endeavour to consult with at least two other Committee Members. Any such action taken will be reported to the next meeting of the Committee of Management for information or retrospective approval.

The Chairperson will have delegated authority to sign legal documents, as appropriate, on behalf of WGHC and the authority to sign the Audited Annual Accounts.

- Vice Chairperson

In the absence of the Chairperson, the Vice Chairperson will have delegated authority, in consultation with at least two other Committee members, to take decisions as described above. All such decisions will be reported to the next meeting of the Management Committee for information or retrospective approval.

The Vice Chairperson will have delegated authority to sign the Audited Annual Accounts.

- Treasurer

The Treasurer will have delegated authority to sign the Audited Annual Accounts.

The Treasurer will advise the Committee of Management on external and internal audit matters, as appropriate. The Treasurer may be authorised to carry out specific tasks on a one off or ongoing basis by the Committee of Management.

## **8. AGENDA, PAPERS & MINUTES**

8.1 The agenda and papers for each meeting will be sent to Committee member not less than 5 working days by the date of the next meeting. Papers and reports will be laid out in a standard style and format as determined from time to time by the Chairperson and CEO, giving regard to any Internal Auditor recommendations.

8.2 WGHC will publish the minutes of its meetings on its website. Published minutes will be redacted accordingly if they contain any personal or commercially sensitive information. The CEO is responsible for ensuring that the business of each meeting is properly minuted. The minutes will record:

- the names of Members present, and the names of staff and any others in attendance, as well as any apologies received;
- the nature of the business considered, including recording their major decisions;
- the major points raised in any discussion;
- the decision on each item;
  - the names of those proposing and seconding any motion or amendment
  - the result of any vote, whether by show of hands or secret ballot;
  - any declaration of interest by accordingly in regard to any personal or commercially sensitive information.

8.3 If there are not two members present who attended the previous meeting, the minutes will be carried forward to the next Committee meeting, where they will be approved if proposed by two Members who attended the relevant meeting, or by one Member who attended and seconded by another Member of that Sub-Committee or Working Group who did not attend the meeting concerned.

8.4 The official copy of the minutes will be signed by the Chairperson of the meeting at which they are adopted. If an amendment has been agreed, a revised official copy will be produced following the meeting and thereafter signed by the Chairperson.

8.5 The proceedings of any meeting will not be invalidated by the non-receipt of the agenda or any papers by any Committee Member.

8.6 Responsibility for the production and issuing of the agenda and Committee Papers (including the minutes) are delegated to the CEO/Secretary.

## **9. LATE PAPERS AND AOCB**

9.1 Urgent matters not on the agenda may be raised at the Meeting with the agreement of the Chairperson. If time allows, the CEO/Secretary may produce an additional paper for Committee to consider.

## **10. CHAIRING OF MANAGEMENT OF COMMITTEE MEETINGS**

10.1 The Chairperson will normally chair Committee meetings, unless absent or not able to participate in a particular discussion due to a declaration of interest. In the absence of the Chairperson, the Vice-Chair will chair Committee meetings. If the Vice Chair is not available, the Treasurer will chair the meeting. If all 3 Office Bearers are not available, the Committee will elect a fully elected

member present at the Meeting to chair the meeting temporarily.

10.2 Should the Chairperson arrive after the commencement of a meeting at which another Office bearer has taken the chair, the Office-bearer will continue to chair the meeting until the agenda item under consideration is completed and then will vacate the chair for the Chairperson.

10.3 The main responsibilities of the Chairperson will be to:

- ensure the orderly and efficient conduct of business;
- decide all matters of order, competency and relevancy
- ensure that every Committee member has the opportunity to express their opinions and views on each item, and that they are given a fair hearing by the remaining members.

Any decision by the Chairperson on a matter that is within his or her competency will be final and will not be open to discussion.

## **11. LENGTH OF MEETINGS AND ADJOURNMENTS**

11.1 Meetings will not normally continue for more than 2 hours. At the end of that time, the meeting will cease unless two-thirds of those present vote in favour of a motion from the Chairperson, seconded by another Member, that the meeting should continue until all the business is concluded.

11.2 If there is insufficient support to continue, the meeting will either:

- be closed formally, with the remaining business being added to the agenda for the next scheduled meeting (this option will be followed if there are no matters requiring a decision before the next scheduled meeting);

**OR**

- be adjourned to the same day in the next week at the same time, to complete the business, if there are matters requiring a decision before the next scheduled meeting.

11.3 An adjourned meeting will be regarded as a continuation of the original meeting, and all decisions, etc. will be treated as having been made on the date the additional meeting is held. No business will be dealt with at the additional meeting other than the matters not reached or left unfinished at the original meeting, UNLESS an urgent matter has arisen and requires an urgent decision which cannot wait until the next scheduled meeting. This must be approved by the Chairperson.

## **12. ORDER OF BUSINESS, ALTERATIONS & DISCUSSION**

12.1 Meetings will normally follow the order set out in the agenda. However the Chairperson will have the right to alter the order of business at any stage of the meeting.



- 12.2 If a Member wishes to amend the order of business he/she should submit a request at the beginning of the meeting. If the Chairperson accepts the proposal it will be put to a vote and will be approved if supported by a simple majority of those present.
- 12.3 All speakers will address the Chairperson, and all other Members will observe order when a Member is speaking. The time limit for individual speakers, and for the discussion of a particular item, will be at the discretion of the Chairperson.

### **13. DECLARATION OF INTEREST**

- 13.1 Agenda Item 4 (generally) of each meeting is when all Committee Members will be asked to declare whether they have an interest in any items on the agenda. Anyone who declares an interest will be required to leave the meeting while the matter is discussed and will not be allowed to vote on the matter or stay in the meeting while any vote on the matter is being held. If that person is inadvertently allowed to stay in the meeting and vote on the matter, his/her vote will not be counted.
- 13.2 Once the item has been discussed, those Committee members taking part in the discussion will agree whether the discussion should be included in a confidential minute that will not be available to the Committee member(s) who have the interest. In making this decision, account will be taken of the nature of the discussion, and whether knowledge of the discussion could result in a compromising position. Further, a decision will be taken on whether future papers relating to the issue will be available to the Committee Member(s) who have the interest.
- 13.3 Every declaration of interest will be recorded in the minutes of that meeting.

### **14. MOTIONS AND AMENDMENTS**

- 14.1 If any item of business requires to be formally adopted, approved or decided on **by the use of a vote** then the Chairperson or another Committee Member, as appropriate, will submit a formal motion, which will require to be seconded. If the motion does not require further discussion, then the Committee will proceed to a vote.
- 14.2 If the motion requires discussion, the proposer will speak first, followed by any other Committee Members who wish to contribute. The original proposer will be permitted to speak finally at the conclusion of the discussion, prior to a vote being taken.
- 14.3 The length of time allowed for individual speakers and for the overall discussion of the motion will be at the discretion of the Chairperson.
- 14.4 Amendments to a motion may be proposed by a Committee Member to the Chairperson at any time during the discussion. To be considered, the

amendment will require to be seconded. If there is more than one amendment, they will be considered and voted on in the order they have been submitted. If an amendment is carried, it will become the motion, on which any further amendments may be moved.

- 14.5 All motions and amendments must be relevant to the subject under discussion. The Chairperson will have the power to rule out of order any motion or amendment which is, in his or her opinion, irrelevant or incompetent.

## **15. VOTING**

- 15.1 Except where referred to specifically elsewhere in these Standing Orders, voting will be by show of hands. A simple majority of those present and voting will decide the matter. In the event of a tie, the Chairperson will have a casting vote.
- 15.2 Any Committee Member present may propose that a vote be taken by secret ballot. To be considered, such a proposal will require a seconder. There will be no discussion of the proposal and a vote by show of hands will be taken. To be carried, a simple majority of those present and eligible to vote on the matter will require to vote in favour.
- 15.3 The number of votes cast for or against a motion or amendment will be recorded in the minutes of the meeting.
- 15.4 Co-opted Members will not be included or counted if the matter under consideration is one they are not entitled to vote on (see 4.5 above).
- 15.5 Any Committee Member may ask that his or her dissent (disagreement) from any motion that has been carried is recorded in the minutes.

## **16. NOTICE OF MOTIONS**

- 16.1 Any Committee Member may submit a notice of a motion for consideration at a future meeting. The notice must be in writing and be received by the CEO at least 14 calendar days before the meeting at which it is to be considered.
- 16.2 If the Committee Member concerned is not present at the meeting at which the motion is due to be considered, either another Member may move the motion on their behalf, or the motion may be carried forward to the following meeting, except that if the proposer of the motion is not present at the following meeting, the motion will not be submitted.

## **17. ALTERATION OR RECOVATION OF A PREVIOUS DECISION**

- 17.1 A Committee Member wishing to amend or revoke a previous decision must submit a motion in writing to the CEO for inclusion on the appropriate agenda; or if it is the Chairperson, they may ask the CEO to raise this as a an agenda item for discussion at the next scheduled meeting.

17.2 No such motion will be permitted in the six months following the date of the original decision, unless two-thirds of the Committee Members present (who must comprise an overall majority of the Committee/Sub-Committee) agree that it may be considered.

17.3 The only exceptions to the six month time limit that will not require the agreement of two thirds of the members will be if there is:

- new legislation
- statutory regulation
- orders or guidance from the Scottish or UK Governments or other statutory agency which affect the decision have been introduced;
- new facts, which the Chairperson rules are pertinent and which, if they had been known at the time may have resulted in a different decision, have come to light since the original decision.

17.4 The alteration or revocation of any decision will not affect or prejudice any proceedings, outcome or liability competently done or undertaken under any such resolution prior to its alteration or revocation.

## **18. DEPUTATIONS**

18.1 Being a co-operative, there may be an occasion whereby a member wishes to make the Committee aware of a serious concern that affects the local community. It is expected that a deputation will be an exceptional occurrence. Deputations may only be heard by the Committee of Management. An application asking the Committee to receive a deputation must be in writing, be addressed to the CEO and received at least 14 working days before the date of the next meeting. The application must include the subject on which the deputation wishes to be heard and the action (if any) which the deputation proposes the Committee should take. The CEO will ensure that details of the application are circulated to Committee Members before the meeting.

18.2 The Committee of Management will decide by a simple majority of those present whether or not to hear a deputation. If the request is approved the deputation will be no larger than five persons and the number permitted to speak will be no more than two, unless a majority of the Committee Members present agree otherwise. However, the Chairperson will have the final say on how many may attend the deputation.

18.3 The deputation will be allowed a maximum of 10 minutes to present their views, unless a majority of Committee members present agree otherwise.

18.4 Any Committee Member may ask the members of the deputation questions that are pertinent to the subject on which they have appeared. No Committee

member will express an opinion on or discuss the subject on which the deputation has been heard, until the deputation has withdrawn from the meeting.

## **19. MATTERS NOT COVERED BY STANDING ORDERS**

19.1 If any point arises at a Committee meeting which is not provided for in these Standing Orders, the Chairperson will give a ruling on the point and their decision will be final.

## **20. REVISION OF STANDING ORDERS**

20.1 These Standing Orders may be amended by the Committee if the motion to amend or revoke a section is proposed and seconded, and supported by at least two-thirds of the Committee Members present, so long as this is also an absolute majority of the current Management Committee membership.

## **21. CONFIDENTIALITY**

21.1 All matters discussed at Committee meetings will be regarded by both Committee Members and staff members present as being in strict confidence. Confidentiality regarding one or more items of business may be relaxed if a majority of Members present approve a motion supporting relaxation.

## **22. COMMITTEE MEMBER'S CONDUCT**

22.1 In conducting WGHC's business all Committee Members will adhere to these Standing Orders, to the WGHC Rules and to the Codes of Governance and Conduct for Committee Members.