



Standing Orders

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Board of Management

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Board of Management

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Standing Orders

1. Purpose

These Standing Orders have been agreed to establish how Bield will conduct its affairs and how authority will be delegated to committees and to the Chief Executive. They should be read in conjunction with Bield's Rules, the Remits of the Board and Committees, the Scheme of Delegation and Financial Regulations.

Bield is committed to demonstrating good governance and to ensuring that there is clarity about the roles, responsibilities and authorities that are held by the Board, its committees and the Chief Executive. These Standing Orders make clear that the primary role of the Board is to exercise strategic control and direction and that responsibility for operational implementation and achievement of objectives and targets rests with the Chief Executive and Senior Management Team.

These Standing Orders are, therefore, intended to:

- Supplement the Rules by providing additional details about membership, convening and conduct of meetings;
- Describe the responsibilities and level of authority retained by the Board and delegated to committees and staff;
- Provide a clear basis for the conduct of Bield's business and the achievement of its aims, objectives and targets.

2. Definitions and Interpretation

In these Standing Orders, the "Board" means the governing body of Bield, which retains authority for all of Bield's activities, actions and affairs.

"Committee" means a committee established in accordance with Rule 58.1 and these Standing Orders.

In conducting their business, committees will observe the terms of these standing orders and, for this purpose, references to the Board shall be interpreted as including committees and references to Chair shall be interpreted as including Committee Chairs.

In the event of a conflict between the application of Bield's Rules and these Standing Orders, the Rules will prevail. Where clarification of the interpretation of these Standing Orders is required, the Chair of the Board's opinion will prevail.

3. General Implementation

The Board delegates operational powers to the Chief Executive who may take whatever actions/he considers necessary to ensure the efficient and effective management of Bield's affairs, without further reference to the Board or any of Bield's committees. All actions must be in accordance with Bield's Standing Orders, Financial Regulations and Scheme of Delegation. The Chief Executive may delegate to the Senior Management Team and other senior staff, in accordance with approved job descriptions. Appendix 10 sets out the role of the Chief Executive.

Nothing in these Standing Orders shall operate to impede the effective implementation of Bield's business continuity/disaster recovery arrangements.

4. The Role and Remit of the Board

The Governing Body of Bield is the Board. The Board has legal duties in accordance with the terms of Bield's Rules, the Co-operative and Community Benefit Societies Act 2014, the Housing (Scotland) Act 2014 and the Charities and Trustee Investment (Scotland) Act 2005.

The remit of the Board is contained at Appendix 1 to these Standing Orders and can be altered only with the approval of the Board.

Members of the Board are elected in accordance with Bield's Rules as amended by Standing Orders (Rules 37.1 to – 44.8). The Board will have at least seven and not more than 15 members, including co-optees. All Board members must act in the best interests of Bield, uphold the terms of Bield's Code of Conduct and demonstrate Bield's corporate values in their behaviour and attitude at all times.

The Board will meet at least six times each year. Meetings will normally be held in Bield's offices, but may take place in any manner which enables members to hear and contribute to the proceedings, including tele- and video-conferencing.

The Board will approve a Code of Conduct for Members (Appendix 2), Code of Conduct for Staff (Appendix 3), Statement of Values (Appendix 4) and Equality and Diversity Statement (Appendix 5) which all Board members must observe and uphold.

5. Office Bearers

At its first meeting after the AGM, the Board will elect a Chair and two Vice-Chairs from its members in accordance with Bield's Rules and Standing Orders. The responsibilities of the Chair and Vice-Chairs are described in the Role Descriptions which have been approved by the Board.

The Chair and other office bearers will not normally hold office for a period of more than five consecutive years. The Chair may not also be the Chair of any of the committees. A co-opted member of the Board may not be elected or appointed as an office bearer.

The Company Secretary will act in accordance with Bield's Rules, in particular Rules 59.1 to 59.4.

6. Subsidiary Nomination Arrangements

The Board will nominate members of the Board of Bield to any subsidiary organisation in accordance with the Memorandum and Articles of the Company and these Standing Orders. The Board will approve the establishment of any subsidiary or related organisation, the terms of the Independence Agreement (or equivalent) and the terms of any loans or other financial or resource arrangements between a subsidiary or related organisation and Bield. In the conduct of its governance, the Board of the subsidiary will observe the terms of these Standing Orders.

7. Board Meetings

(a) Conduct

The Board of Bield will meet at least six times per year. The Chair will preside at all meetings of the Board or, in his/her absence, one of the Vice-Chairs. If neither the Chair nor either of the Vice-Chairs are present at a meeting of the Board, members shall appoint one of their number (who may not be a co-opted member) to act as Chair of the meeting. All questions of order shall be decided by the Chair of the meeting.

The quorum for a meeting of the Board is four elected members (co-opted members do not count towards a quorum).

An annual calendar of Board and Committee meetings will be considered and approved by the Board at the first meeting after the AGM. In scheduling meetings, consideration will be given to the requirement for adequate time to prepare reports and the demands on Board members' time for preparation and attendance.

The Chief Executive, Senior Management Team and Company Secretary will normally attend Board meetings and contribute to the debate and discussion as advisors, but will not take part in decisions. The Chief Executive may invite other staff to attend Board meetings to present papers and contribute to discussion. Staff may be asked to withdraw from any part of the meeting, although this is likely to be rare and the Chief Executive will normally be invited to remain.

The Board may invite consultants and professional or special advisors to attend to contribute to specific items at a meeting, but not to take part in decision making.

Board meetings will normally last for not more than three hours, unless a two thirds majority of Board members in attendance agree at the end of that time. Only the outstanding business identified on the original agenda shall be conducted at any re-convened meeting.

The Chair will determine all questions of order, including the order of debate and the conduct of votes.

All Board members will observe and uphold the confidentiality of discussions at meetings.

(b) Declarations of Interest

Each Board member and officer has a duty to declare any personal or financial interest, direct or indirect, in any matter under discussion at a meeting that they attend. All agendas will identify declarations of interest as a standing item and all declarations of interest should be made at the start of the meeting and be recorded in the minutes. No one shall take part in any discussion, decision or vote about a matter in which they have an interest and shall normally withdraw from the meeting whilst the matter is under consideration. The minute will record that the member or officer withdrew and/or that they took no part in the consideration of the matter. Failure to disclose an interest can result in expulsion from the Board or its Committees.

Each Board member is required to make an annual declaration of interests in the Register maintained by the Company Secretary and to keep their entry up to date throughout the year. Board and Committee members must not receive any payment or benefit unless permitted by Bield's Entitlements, Payments and Benefits Policy (Appendix 11).

(c) Resolutions and Voting

Decisions will normally be reached by agreement and consensus. Where the Chair decides that a vote is required, that will normally be by a show of hands. A simple majority of those present and voting will be sufficient to determine any matter, except in the case of a motion to suspend standing orders, in which case a two thirds majority of those present and voting will be required. In the event of a tie, the Chair will have a second and deciding vote.

If a secret ballot is requested by a third or more of the Board members present, the Company Secretary or Chief Executive will be responsible for the issue, return and counting of the votes cast.

All resolutions must be formally proposed and seconded and will normally be put to a vote by a show of hands. Where an amendment to a resolution is proposed and seconded, it should be voted on first and the original resolution considered after the amendment has been determined, normally by a show of hands.

The Chair may rule that a resolution is out of order or incompetent where it does not relate to a matter under consideration at the meeting. Board members wishing to ensure that a matter is considered should notify the Company Secretary or Chief Executive of the resolution in writing not less than ten days before the meeting at which it is to be considered.

Resolutions which are not seconded will not normally be put to the vote and will fall.

Each member has one vote, except for the Chair, who has a second and casting vote in the event of a tie.

Where a member wishes to abstain from voting, the number of abstentions will be recorded in the minutes.

(d) Decisions

All decisions made in accordance with these Standing Orders will be binding and Board members will be bound by the principle of collective corporate responsibility. Any member who wishes to record his/her dissent from a decision may require this to be recorded in the minutes but will subsequently be bound by the principle of collective corporate responsibility. This should be an exceptional occurrence.

The Board will not normally reconsider any item within a period of twelve months of a decision being reached or resolution carried, unless, in the opinion of the Chair, substantial new information is made available or a material change in circumstances occurs.

(e) Agendas and Papers

The agenda and papers for Board meetings will be issued seven days in advance of the meeting. All matters of business to be included in the agenda must be notified to the Company Secretary not later than 5pm at least two working days before the date on which papers are to be issued. Agendas will normally be prepared by the Chief Executive, in consultation with the Chair.

Papers may be issued electronically or on paper, according to the preference of individual Board members. Papers will be provided in alternative formats where required.

The business at meetings will normally follow the order of the agenda, but the Chair may vary the order at any time. The Board may agree to consider items that have not been included on the agenda provided that a written paper is available for consideration and it would not be in Bield's interest for the matter to be deferred. Any such matter must be notified to the Chair by the Company Secretary in advance of the start of the meeting and the Chair shall decide whether or not the Board should be asked to consider the matter.

Where a Board member has requested an item be included on the agenda but s/he is not present at the relevant meeting, consideration of the item may be deferred until the next meeting and, if the Board member is still absent, the item will be dropped, unless a majority of those present and entitled to vote agree that the matter should be considered.

It is the duty of Bield's Chief Executive to ensure that the Board and its committees are properly informed to be able to carry out their responsibilities effectively. All agenda items will be the subject of written reports which will contain the necessary background information and adequate detail to enable Board members to make informed decisions. Verbal reports may be permitted, at the discretion of the Chair. Board papers will normally identify sources of additional relevant information, as well as the author, who will be available to Board members in advance of the meeting to offer additional clarification where required.

All papers shall be prepared in a format that will identify the purpose of the report, strategic objective(s) to which the matter relates and will include a risk assessment, financial and / or performance appraisal, together with a description of the recommended options, the decision(s) required and recommendations made. Reports will be concise and written in a clear style that avoids the unnecessary use of jargon.

The Chief Executive will ensure that all appropriate specialist and professional advice is obtained and made available to members of the Board to aid their consideration of reports.

In accordance with the Scheme of Delegation, staff are responsible for ensuring that Bield's strategic direction and operational objectives are achieved in accordance with the Board's decisions and expectations. The Chief Executive has a duty to ensure that all necessary reports (both routine and exception) are presented to the Board timeously and to provide the Board with sufficient information to monitor performance and identify areas of concern. The Senior Management Team will review all performance information in advance of it being issued to the Board to ensure that it is comprehensive, accurate and informative.

All reports will be retained from the date of the meeting at which they were discussed in accordance with Bield's document retention schedules.

(f) Minutes

The Company Secretary is responsible for ensuring that an accurate record of each meeting is produced. Draft minutes should be provided to the Chair within (seven) working days of the meeting and, once agreed, should be distributed as a draft record to all members with the papers for the next meeting. The record will be submitted for approval to the next meeting and, once agreed, shall be signed by the Chair and retained as the official record of that meeting. Items which are regarded as confidential will be recorded separately.

Minutes of meetings will be retained permanently in accordance with Bield's document retention schedules.

8. Committees

To assist it to carry out its responsibilities effectively, the Board has established two Committees, in accordance with Rule 58.1. The Committees are the Performance & Audit Committee and the Remuneration Committee and their remits are contained at Appendices 6 and 7 to these Standing Orders. These remits can be amended only with the approval of the Board. In all their activities, the committees must observe strictly the terms of their remit and these Standing Orders. At any time, the Board may reconsider any matter included in a reference to a committee, may alter, retract or recall any reference to a committee or any powers delegated to it. The Chair of the meeting shall decide any matter of dispute arising at a meeting of the Board regarding the reference of any matter to a committee.

At its first meeting after the AGM, the Board will appoint members to the Committees. In appointing members to Committees, the Board will be informed by the results of the most recent appraisals and skills audits to ensure that the skills and experiences of Board members are applied effectively and that members' development priorities are addressed.

Members will be appointed to serve on Committees for one year or until the next AGM, whichever is the sooner.

Committees will elect a Chair and where the Committees consider appropriate, a Vice Chair at the first meeting following the AGM, each of whom must be an elected Board member. Where a Committee Chair retires at the Annual General Meeting and is no longer on the Board, the Committee will require to meet following the Board meeting immediately following the AGM to elect another Chair.

Board members should not serve as the Chair of more than one Committee at the same time.

Members will not normally serve on more than two Committees and working groups at the same time.

At least one member of the Performance & Audit Committee should have previous experience and expertise of the matters covered by the Committee's remit and all new members should be willing to carry out a course of relevant training.

The Chair may not be a member of the Performance & Audit Committee but will be entitled to receive papers and to attend meetings.

A co-opted member of the Board cannot be elected or appointed as an office-bearer.

Committee Chairs and Convenors of Working Groups are responsible for bringing to the attention of the Board any matter which requires Board consideration and/or approval or any matter that falls beyond the remit of the committee. Minutes of Committee meetings will be presented to the next meeting of the Board for information. Any matter which requires consideration by the Board will be the subject of a separate written report.

Board members may, with the approval of the Chair or Convenor, attend a Committee or working group meeting to contribute to discussion of a specific item, where it is considered to be beneficial for them to do so.

The arrangements for Committee meetings shall be the same as those for meetings of the Board, subject to the following:

The Chief Executive will normally attend all Committee meetings. Directors may attend as necessary.

The Performance & Audit Committee may meet with the internal and external auditors in the absence of staff.

The quorum for, and frequency of, meetings of the Committees is as set out in the remit for the respective Committees.

9. Working Groups

The Board may, from time to time, establish working groups to advise it on specific matters. Membership of such working groups shall be drawn from Bield's Board and staff. The Board may appoint people who are not members of Bield's Board or staff to any working group in order to access specialist advice and expertise.

The role of working groups is to provide advice and guidance to the Board. The Board will not normally delegate responsibility to act, or take decisions, on its behalf. Working Groups will elect their own convenors who will be a member of the Board.

In establishing a working group, the Board will record the membership, remit, expected outcome(s) and timescale for completion. A working group should not normally be in existence for longer than twelve months. In the event of a longer period being required to complete its deliberations the remit of a working group may be extended by the Board, following a review of the initial remit at the end of twelve months and at intervals of six months thereafter until completion.

10. Emergency Arrangements

Where urgent decisions that have policy, contractual or other significant implications become necessary at times when it is impractical to call a meeting of the Board, a written paper must be prepared with the authority of the Chief Executive (or in his/her absence a majority of Directors) and presented to the Chair. The paper must set out the nature of the matter and its significance, together with the options available, the decisions required and their implications. The Chair must consult with as many of the office bearers as possible. The approval of two of the three Office Bearers should be obtained before action is taken and recorded by means of their signatures being applied to the written paper previously referred to and dated. Any such actions must be reported to the next Board meeting, to which a copy of the signed report should be circulated.

11. Temporary Suspension

These Standing Orders may be suspended, in whole or in part, at any meeting of the Board as long as two thirds of the members present and entitled to vote agree. Any such suspension shall apply only to the proceedings of the meeting at which the decision was taken. Committees shall not suspend Standing Orders. The Financial Regulations may not be suspended.

12. Delegation

The Board has agreed a Scheme of Delegation that forms Appendix 8 to these Standing Orders. The Board has also agreed Financial Regulations for the effective operation and control of the Bield's financial activities. The Financial Regulations are Appendix 9 to these Standing Orders. The remits of the Board and Committees and the Scheme of Delegation identify that the primary functions of Board members are to set Bield's strategic objectives and direction, to monitor performance, to ensure compliance and hold the Senior Management Team to account. The role of the Chief Executive is contained at Appendix 10.

13. Equality & Diversity

In operating this policy, Bield seeks to achieve equality of opportunity and will not discriminate against anyone on grounds of age; disability; gender re-assignment; pregnancy and maternity; race, including ethnic or national origin, colour and nationality; religion or belief; sex and sexual orientation. Bield will advance equality and celebrate diversity.

14. Approval and Review

These Standing Orders were approved last approved by the Board on 6 July 2017 and cannot be amended without its approval. They will be reviewed five yearly, or sooner if required, with the next scheduled review date being July 2022

Appendices

- 1. Board Remit**
- 2. Code of Conduct**
- 3. Code of Conduct for Staff**
- 4. Statement of Values**
- 5. Equality and Diversity Statement**
- 6. Remit of Performance & Audit Committee**
- 7. Remit of Remuneration Committee**
- 8. Scheme of Delegation**
- 9. Financial Regulations**
- 10. Role of the Chief Executive**
- 11. Entitlements, Payments & Benefits Policy**