



Standing Orders

Approved by Board:
29 August 2024

Effective from: 30 August
2024

Standing Orders

Contents

1. Purpose of Standing Orders
2. Definitions and Interpretation
3. Governance Structure: Board, Committees, Working Groups and Subsidiaries
- 4.. Principal Advisers
5. Office Bearers
6. Urgent and Emergency Decisions
7. Board Meetings
 - a) Conduct of business
 - b) Code of conduct for Board Members
 - c) Declarations of interest
 - d) Resolutions and Voting
 - e) Decisions
 - f) Agendas and papers
 - g) Minutes of Meetings
 - h) Leave of Absence
 - i) Temporary Suspension of Standing Orders
8. Annual and Special General Meetings
9. Delegation
10. Equality and Diversity
11. Approval and Review

Appendices

1. Bield's Rules
2. Board and Committee Remits
3. Chair and Vice Chair Role Descriptions
4. Scheme of Delegation
5. Financial Regulations
6. Code of Conduct for Board Members
7. Role of the CEO
8. Bield's Statement of Values
9. Bield's Disaster Recovery Plan
10. Bield's Equality and Diversity Statement
11. Bield's Board Entitlements, Payments, and Benefits Policy
12. Confidential Matters Protocol

Bield Housing and Care Standing Orders

1. Purpose of Standing Order

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 the following appendices:

1. Bield's Rules,
2. Board and Committee Remits
3. Chair and Vice Chair Role Descriptions
4. Scheme of Delegation
5. Financial Regulations
6. Code of Conduct for Board Members
7. Role of the CEO
8. Bield's Statement of Values
9. Bield's Disaster Recovery Plan
10. Bield's Equality and Diversity Statement
11. Bield's Board Entitlements, Payments, and Benefits Policy
12. Confidential Matters Protocol

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, supported by the Executive Management Team.

The Board delegates operational powers to the Chief Executive who may take whatever action they consider 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 Executive Management Team and other senior staff, in accordance with approved job descriptions. Appendix 7 sets out the role of the Chief Executive.

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.

These Standing Orders take account of the 'Points to consider when drafting standing orders' published by the SFHA in December 2023.

2. Definitions and Interpretation

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

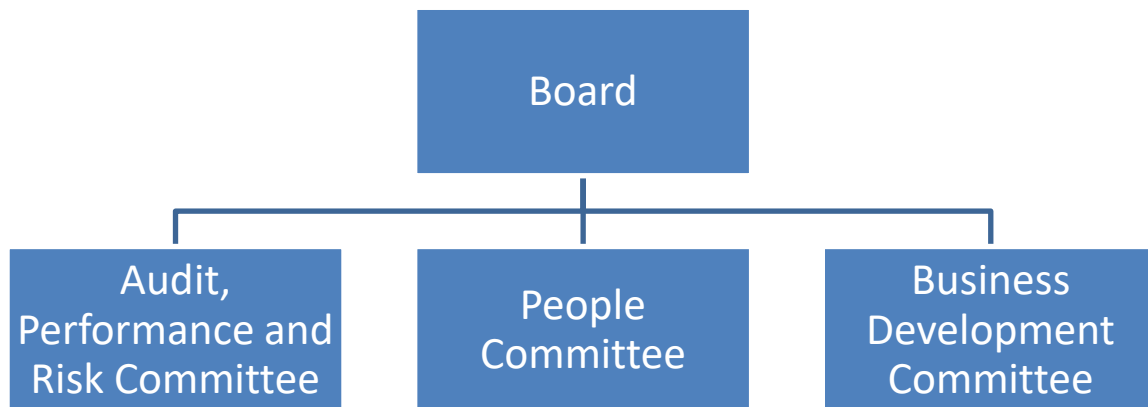
“Committee” means a committee established in accordance with Rule 58.1 and these Standing Orders.

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 e.g. where the rules are silent, the Chair of the Board’s interpretation will prevail.

3. Governance Structure: Board, Committees, Working Groups and Subsidiaries

3.1 Bield’s Governance Structure is set out below:



Each Committee reports to the Board.

3.2 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, based upon SFHA Charitable Model Rules (Scotland) 2020 under 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 2 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 (Rules 37.1 to – 44.8). The Board will have at least seven and not more than fifteen members, including co-optees which may not make up more than one-third of the total number of Board or Committee member at any one

time. All Board members, staff and advisers must act in the best interests of Bield, uphold the terms of Bield's Codes of Conduct and demonstrate Bield's corporate values in their behaviour and attitude at all times. Bield's Statement of Values is attached at appendix 8.

At its first meeting after the AGM, the Board will elect a Chair and Vice Chair in a process that allows individuals to nominate or be nominated for election and provide Board members with a brief statement on their suitability for the role prior to proposing and seconding individual members. Where there is more than one candidate for a position, Board members will be asked to vote for their preferred candidate. In the event of a tie, the Chair has a casting vote. The Board will also be informed by the results of the most recent skills audits to ensure that the skills and experiences of Board members are utilised effectively.

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 videoconferencing. The CEO is designated to service and attend all Board meetings.

Bield also holds an annual Strategy event in November each year. This generally require Board members attendance for 1-2 days.

3.3 Role and Remit of Committees

To assist it to carry out its responsibilities effectively, the Board has established three Committees, in accordance with Rule 58.1. These are:

- Audit Performance & Risk Committee (meets quarterly)
- People Committee (meets twice a year) and
- Business Development Committee (meets quarterly)

Their remits and composition are contained at Appendix 2 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 the terms of reference set for a committee, may alter, retract or recall any terms of reference to a committee or any powers delegated to it. The Chair 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 elect members to the Committees in a process that allows individuals to nominate or be nominated for election and provide Board members with a brief statement on their suitability for the role prior to proposing and seconding individual members. Where there is more than one candidate for a position, Board members will be asked to vote for their preferred candidate. In the event of a tie, the Chair has a casting vote. In appointing members to Committees, the Board will also be informed by the results of the most recent skills audits to ensure that the skills and experiences of Board members are utilised effectively. The same process will be followed for the election of Committee Chairs, particularly in light of their designation as Office Bearers.

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

the sooner.

The Board will elect the Committee Chairs at the first meeting following the AGM, each of whom must be an elected Board member.

Board members may 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.

Board Members are required to serve on a minimum of 1 sub-committee.

At least one member of the Audit Performance & Risk 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 Audit Performance & Risk Committee but will be entitled to receive papers and to attend meetings as an observer.

Committee Chairs and Chairs 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. Approved 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, attend a Committee or working group meeting as an observer.

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

- Executive Directors are designated to service and attend all Committee meetings and the Chief Executive may attend as they deem appropriate.
- The Audit Performance & Risk Committee may meet with the internal and external auditors in the absence of staff.
- Each Committee has a minimum of four members. The quorum for, and frequency of, meetings of the Committees is as set out in the remit for the respective Committees.

3.4 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. The Board will appoint an appropriate member of staff to facilitate and service such working groups and may also appoint external advisers to attend working groups 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 establish clear terms of reference that record the membership, remit, extent of authority, 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.

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.

4. Principal Advisers

The position of Company Secretary is held by the Chief Operating Officer who will act in accordance with Bield's rules, in particular Rules 59.1 to 59.4. In practice, many of the administrative duties associated with Board and Committee meetings will be delegated to the officer designated to facilitate and serve particular fora.

- The CEO will facilitate and service all meetings of the Board and is its principal adviser.
- The Chief Operating Officer and Director Customer Experience will facilitate and service all meetings of the Audit, Performance and Risk Committee. The CEO may attend Committee meetings as they deem appropriate.
- The Director of People and Organisational Development will facilitate and service all meetings of the People Committee. The CEO may attend Committee meetings as they deem appropriate.
- The Director of Assets will facilitate and service all meetings of the Business Development Committee. The CEO may attend Committee meetings as they deem appropriate.

5. Office Bearers

At its first meeting after the AGM, the Board will elect a Chair, a Vice Chair and Committee Chairs from its members in accordance with Bield's Rules and Standing Orders. Immediately following the AGM, the previous Chair will continue to fulfil the duties of the role until the next meeting of the Board at which Office Bearer Elections will take place. If the Chair has retired at the AGM and is no longer a member of the Board, the vice-Chair will act as Chair until elections take place at the next Board meeting. A co-opted member of the Board cannot be elected or appointed as an office-bearer.

Collectively, Members elected to these positions are Bield's Office Bearers. Office Bearers will not be permitted to hold more than one office bearing position.

The responsibilities of the Chair and Vice-Chair are described in the Role Descriptions which have been approved by the Board (Appendix 3). The role descriptions for the other Office Bearers are included in Committee roles and remits at Appendix 2.

The Chair will not hold office for a period of more than five consecutive years. The Vice-Chair

and Committee Chairs will not normally hold office for a period of more than three years.

The Chair may not also be the Chair of any of the committees.

6. Urgent and Emergency Decisions

Where urgent decisions that have health and safety, 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 their absence a majority of Directors) and presented to the Chair. This may include business recovery/business continuity measures as set out in Bield's Disaster Recovery Plan January 2024. Nothing in these Standing Orders is intended to impede the effective implementation of Bield's Business Continuity Plan arrangements and will therefore be followed in such events to the greatest practicable degree.

The paper will set out the nature of the matter and its significance, together with the options available, the decisions required and their implications as well as setting out the requirements of the Scheme of Delegation and Financial Regulations. The Chair must consult with as many of the Office Bearers as possible. The approval of at least three of the five Office Bearers should be obtained and notified to the CEO before action is taken and the decision recorded by means of the OB's signatures being applied to the written paper previously referred to and dated. Any such actions must be reported immediately by phone/email/written report to the remaining Board members or by issuing a copy of the signed report on which the Office Bearer's made their decision to the next Board meeting, whichever is deemed appropriate by the Chair in light of circumstances.

7. Board Meetings

(a) Conduct of business

The Board of Bield will meet at least six times per year. The meetings may be held in person, remotely or a hybrid arrangement. Where meetings involve members attending remotely, this will be held on the Microsoft Teams platform.

The Chair will preside at all meetings of the Board or, in their absence, the Vice-Chair. If neither the Chair nor the Vice-Chair is present at the start of 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. It is expected that all contributions during the meeting are directed through the Chair. 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). In the event a Board meeting is not quorate, the meeting shall be reconvened for the same time and place, with the same agenda for 7 days after the date of the inquorate meeting. No additional business will be considered.

Apologies must be submitted to the Chair of the meeting or the principal adviser prior to the commencement of the meeting.

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. Notwithstanding, the CEO is responsible for ensuring the requirement of the rules to provide 7 days' notice of meetings of the Board is met (though this action may be delegated).

The Chief Executive will attend Board meetings and invite relevant Executive Team members as appropriate. They will contribute to the debate and discussion as advisers but will not take part in decisions. The Chief Executive may also 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 will be rare and the Chief Executive will normally be invited to remain.

The Board may invite consultants and professional or special advisers 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 two hours, unless a two thirds majority of Board members in attendance agree at the end of that time to suspend Standing Orders for a maximum of 30 minutes. A meeting cannot be extended beyond two hours and 30 minutes in total. Only the outstanding business identified on the original agenda shall be conducted at any re-convened meeting or carried forward to the next scheduled 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.

Observers, e.g., prospective Board members, representatives of a Registered Tenants Organisation, members of Bield's Tenant Scrutiny Panel, may attend Board meetings at the invitation of the Chair. Such attendees will be required to maintain confidentiality and may be excluded from specific categories of business e.g., confidential matters. The Board may agree to hold open meetings from time to time enabling public attendance for business other than that which is designated as confidential.

Bield has formal arrangements with our Tenant Partnership Forum and Scrutiny Panel whereby the Board/Committee meets with them annually and minutes of these meetings are provided to the Board and retained in line with our document retention policy.

(b) Code of Conduct for Board Members

All Board members, staff, advisers, and observers are expected to abide by Bield's Codes of Conduct, Statement of Values (Appendix 8) and Equality and Diversity Statement (Appendix 10).

Responsibility for instructing and overseeing Bield's response to or investigation of alleged breaches of these codes is set out in the Code of Conduct for Board Members (appendix 6) and the Code of Conduct for Staff.

(c) 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, either in person or remotely as relevant, 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).

The Chair, Committee Chairs, CEO and Principal Advisers will familiarise themselves with potential conflicts of interest based on Bield's register so that these can be managed appropriately.

(d) 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 casting vote.

From time-to-time written resolutions may be required, e.g. to fulfil contractual obligations for loans and similar transactional matters. Other than this, it is expected that written resolutions will be exceptional rather than routine. They are not intended to replace the normal conduct of Bield's business as outlined above.

Board members wishing to ensure that a matter is considered should notify the Chief Executive of the resolution in writing not less than ten days before the meeting at which it is to be considered.

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.

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.

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

If a secret ballot is requested by a third or more of the Board members present, the Chief Executive will be responsible for the issue, return and counting of the votes cast and making arrangements for voting during hybrid/virtual meetings. In the case of Committee meetings, the principal adviser will undertake these responsibilities.

Each member has one vote, except for the Chair, who has a second (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.

(e) Decisions

The Board will record all of its business (including confidential matters) in official minutes of meetings and all decisions made in accordance with these Standing Orders will be binding on Board members following the principle of collective corporate responsibility. Any member who wishes to record their dissent from a decision may require this to be recorded in the minutes but they will remain bound by the principle of collective corporate responsibility. Recording individual members' dissent should be an exceptional occurrence. Should this become a more regular occurrence, the Member will meet with the Chair to consider their position.

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.

(f) 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 CEO or (for Committees) the principal adviser not later than 5pm at least two working days before the date on which papers are to be issued. Such requests will not be unreasonably refused. Agendas will normally be prepared by the Chief Executive, in consultation with the Chair. Agendas will reflect the priority of the business to be discussed e.g., minutes of previous meeting, standing items, matters for decision and appropriate points in agendas to discuss confidential matters.

Papers will be issued electronically via our governance platform Microsoft Teams, or such other appropriate governance platform determined by the Chief Executive, though these can be provided in alternative formats where required. Board Members are encouraged to use the platform to seek clarification on reports from the author in advance of meetings, allowing all members to see the response to queries, freeing up time for meaningful discussion at the meeting.

Each agenda item will clearly state whether the matter is for Board decision or for Board information.

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 CEO (as advised 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 as Any Other Business. This convention will also be followed by Committees as long as the matter is within its remit.

Where a new issue or new idea is proposed during a Board or Committee meeting, the Board or relevant Committee may agree that such specific matters can be considered at a subsequent meeting.

Where a Board member has requested an item be included on the agenda but they are 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. Reports will be issued seven days in advance of the meeting. Where this is not possible, late reports will be issued at least 48 hours before the meeting with the Chair's agreement. 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, including through the governance platform, to offer additional clarification where required. Briefing meetings may be arranged in advance of formal consideration by Board or Committees as agreed with the Chair.

All papers shall be prepared in a format that will identify the purpose of the report, strategic objective(s) to which the matter relates, compliance with regulatory obligations and will include a risk assessment, financial and / or performance appraisal and equality impact assessment together with a description of the recommended options, the decision(s) required and recommendations made. Where appropriate, independent reports (e.g., legal or technical advice and/or advice relating to staffing issues where there may be a perceived or actual conflict of interest) will be provided by the relevant independent adviser who will also present the report. 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 CEO and Executive 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.

(g) Minutes of Meetings

Bield's rules require accurate minutes of Board and Committee meetings to be kept. This is the responsibility of the Company Secretary. The CEO or principal adviser is responsible for the production of minutes for the Board and Committees, respectively.

Minutes will not be verbatim, but will record the following:

- Record of attendance
- Apologies
- Confirmation of absence due to approved leave of absence
- Summary of discussion prior to decision
- Decisions taken
- Means of reaching decision (consensus/agreement or majority/voting)
- If a vote is called, the outcome of vote and record of abstentions

Draft minutes are provided to the Chair within seven working days of the Board meeting and once agreed, should be distributed as a draft record to all members with the agenda and 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 electronically as the official record of that meeting. Items which are regarded as confidential will be recorded separately but retained as for general minutes. Bield has a Confidential Matters Protocol for determining whether a matter is to be considered as confidential (attached at appendix 12).

On the rare occasions where the Board meets without officers present the minute will be recorded by an appropriate external professional (rather than a Board member), who will arrange to circulate and obtain confirmation that it is an accurate reflection of the meeting. The Chair, or in the absence of the Chair, the Vice Chair is responsible for keeping such minutes securely within Bield's document management systems and making these available as appropriate and necessary e.g., to the Scottish Housing Regulator. The Chair, or in the absence of the Chair, the Vice Chair, can ask the Company Secretary to store the minutes securely on Bield's system.

There will be a formal minute of all meetings of the Board and Committees and once these have been formally approved and seconded by members other than the Chair and signed by the Chair, they will be retained permanently in accordance with Bield's document retention schedules.

Following their formal approval, minutes of Board meetings (but not confidential minutes) will be published on Bield's website within five working days of being approved and will be available for a period of no less than two years. Any redaction of minutes will be in line with Bield's Confidential Matters Protocol (appendix 12).

Draft minutes should be provided to Committee Chairs within seven working days of the Committee meeting and, once agreed, should be distributed as a draft record to members of that Committee with the agenda and papers for the next meeting. Following the Committee's formal approval of the minute, this will be forwarded to the next available Board meeting confirming whether it is for noting or requires consideration of specific matters.

(h) Leave of Absence

Board members may apply for a period of leave of absence from the Board, which will not be unreasonably withheld. Members may request an extension to the period of absence, however the entire period will not extend beyond the next AGM. Distribution of Board papers to members on leave of absence will be suspended for the duration of the leave period and members will be briefed by the Chair on their return.

(i) Temporary Suspension of Standing Orders

These Standing Orders may be suspended, in whole or in part, at any meeting of the Board or Committees 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. The Financial Regulations may not be suspended.

8. Annual and Special General Meetings

In line with Bield's rules 21 to 23.3, we follow due process for:

- the announcement of the date of AGMs/SGMs
- issuing papers
- requirements for submitting nominations (AGM only)
- statement and conduct of business
- appointment of proxies
- conduct of voting

At the last Board meeting prior to the AGM the Company Secretary, in line with rule 68, will provide the Board with written confirmation of compliance with rules 62-67. Fourteen days in advance of AGMs and SGMs the Company Secretary will inspect and close the membership register. Membership applications will not be considered within 14 days of AGMs or SGMs.

9. Delegation

The Board has agreed a Scheme of Delegation that forms Appendix 4 to these Standing Orders. The Board has also agreed Financial Regulations for the effective operation and control of the Bield's financial activities at appendix 5. 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 CEO Executive Management Team to account. The role of the Chief Executive is contained at Appendix 7.

10. 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. From our Equalities Impact Assessment, there is considered to be no detriment arising from these Standing Orders to any of the communities identified above.

11. Approval and Review

These Standing Orders were approved by the Board on 29 August 2024 and cannot be amended without its approval. They will be reviewed five yearly, or sooner if required, with the next scheduled review date being August 2029. Related documents such as the Scheme of Delegation, Financial Regulations, Office Bearer, and Committee remits will be reviewed in accordance with previously approved timescales, which may differ from the Standing Orders kept on Bield's critical business policies register.