



hebridean housing
partnership

Composite Standing Orders

Version 6.0 August 2012

Standing Orders provide the detail for implementation of the Partnership's Rules

Version 6.0 Revised October 2011

CHANGE HISTORY

*Dena Macleod
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Interpretation and Abbreviations

The following interpretation and abbreviations are used in the Standing Orders:

Word	Interpretation
<i>Board</i>	The Board of Management of the Partnership
<i>Board Member</i>	A Member of the Board and shall include any person co-opted onto the Board.
<i>Chief Executive</i>	The Chief Executive of Partnership, or anyone who is deputising for the Chief Executive.
<i>Committee</i>	A committee of the Partnership appointed by the Board shall have the same meaning as the term sub-committee used in the Rules. In the Standing Orders, the term committee shall include sub-committees unless the sense of the context indicates otherwise.
<i>Scottish Housing Regulator</i>	An independent regulator of RSLs and local authority housing services in Scotland established on 1 April 2011 under the Housing (Scotland) Act 2010.
<i>Council Board Member</i>	Shall have the same meaning as the term "Council Appointed Board Member" in the Rules.
<i>Local Connection</i>	Means having a main or principal residence or principal place of business or operation in the Western Isles and having lived or operated in the Western Isles for a period of three years.
<i>Rules</i>	The Rules of the Partnership incorporated under the Industrial and Provident Societies Acts and registered with the Financial Services Authority.
<i>The Council</i>	Comhairle Nan Eilean Siar
<i>The Partnership</i>	Hebridean Housing Partnership
<i>Local connection</i>	Having a main or principal residence or principal place of business or operation in the Western Isles and having lived or operated in the Western Isles for a period of three years.
<i>Tablet Device</i>	I-pad or equivalent electronic device
<i>Head of Service</i>	A Director or the Chief Executive
Except as otherwise provided, the Standing Orders of the Board with the appropriate changes shall also be the Standing Orders of the committees and sub-committees of the Board.	
All references to the masculine gender in this document shall read as equally applicable to the feminine gender.	

PART 1-Regulation of Business and Proceedings

AIMS AND OBJECTIVES

- 1.1 The Rules of the Partnership define the aims of and set out the powers and authority of the Partnership as vested in the Board.
- 1.2 The Standing Orders provide the detail of how these powers and authorities are to be exercised.
- 1.3 The aim of the Standing Orders is to define in detail how the business of the Partnership will be conducted in practice.

INTRODUCTION

- 2.1 There are three parts to the Partnership's Constitutional documents setting out the mechanism for management and control:
 - a) The Rules;
 - b) The Standing Orders; and
 - c) The Financial Regulations
- 2.2 If there is a conflict between these Standing Orders and any statutory provision, regulation or The Scottish Housing Regulator's Guidance having the force of statute, the latter shall prevail.
- 2.3 Except in circumstances where the wording of a Standing Order is clearly wrong, due to a typographical error or otherwise, the ruling of the Chair of the Board as to the meaning of these Standing Orders shall be final.

COMMENCEMENT

- 3.1 These Standing Orders shall apply and have effect from 1 January 2012.

MEMBERSHIP

Membership of the Partnership

- 4.1 Before an application for either Community or Tenant Membership is presented to the Board for consideration, the Secretary will ensure by appropriate checks that the applicant fulfills the respective membership criteria.
- 4.2 In the case of an application by a Tenant, this will include checking that the applicant does reside within the geographic catchment areas by checks of the Partnership's tenancy records or the electoral register. If the applicant's address cannot be verified by means of these standard checks, the applicant will be required to show by clear evidence that the membership criteria detailed in the

Membership Policy are satisfied. Such evidence will be presented to the Board with the application for membership.

- 4.3 Each application for Community or Tenant Membership shall be considered by the Board at the first meeting held after receipt of the written application and any additional information required.
- 4.4 If the Board resolves to admit or refuse admission of an applicant to membership, they shall notify the applicant in writing within a period of seven days of the meeting and give reasons in the case of a refusal.
- 4.5 The Board shall have the final say in admitting any person as a Community or Tenant Member. However there will be a presumption that most applications will be approved. A refusal decision is only likely where:
 - a) An applicant does not satisfy the “local connection” criteria of having a main or principal residence or principal place of business or operation in the Western Isles and having lived or operated in the Western Isles for period of three years. A re-application within five years after an expulsion may also face a refusal decision depending on the circumstances at the time of the application; or
 - b) The Board agrees that the granting of membership would be likely to compromise the interests or independence of the Partnership.
- 4.6 If a Community Member ceases to maintain local connection with the Western Isles, the Board will end that person’s membership and cancel their share.
- 4.7 Community Members who become tenants shall have the option of maintaining their membership as a Community Member or ending their membership in that category and applying to become a Tenant Member.
- 4.8 If a Tenant Member ceases to be a tenant of the Partnership but continues to have a local connection, the Member will automatically become a Community Member from the date on which the tenancy ended. The Register of Members will be changed to reflect the change in category.

Membership of the Board

- 5.1 Members of the Board are elected to serve in accordance with the Rules and the Partnership’s Code of Governance.
- 5.2 Membership of the Board is not transferable and shall cease on resignation, retirement or on death for Tenants Board Members and Community Board Members and as otherwise set down in the Rules. The Council’s representative on the Board, called the Council Appointed Board Members, will be chosen by the Council and are subject to change at any time.
- 5.3 The Board shall have up to twelve Board Members and up to three co-opted Members.

- 5.4 Other than co-opted Members, Board membership at all times shall be divided into three categories each comprising up to four members: the Council Category, the Tenants Category and the Community Category. Board Membership of the Partnership is governed by Rules 38 to 46 of the Partnership's Rules and the Partnership's Membership Policy.
- 5.5 The Tenant and Community Board Members are subject to change on a regular basis and are elected in conformity with Rule 40.1. Any vacancies that occur through resignation will be filled by nominations and ballot in the case of Tenant Board Members and Community Board Members at the next Annual General Meeting following such resignation. Nominations shall be in writing and submitted on an approved form to the registered office of the Partnership not later than thirty-five days prior to the Annual General Meeting. A retiring member may stand for re-election without nomination. Where the number of retiring Board Members and nominations exceeds the numbers available, a ballot of the membership will be taken at the Annual General Meeting.
- 5.6 In the interim between the date of a Member's resignation and the next following Annual General Meeting, the Board can appoint a casual vacancy to take the place of the Member who has resigned or who otherwise becomes non-eligible in terms of the Rules to continue to be a Board Member but the casual vacancy must stand down at the next Annual General Meeting. Any member who replaces a Board Member in this way must come from the same category of membership and where the Board Member is a Tenant, from the same Tenant Membership Category.
- 5.7 Board Members shall confirm in writing that they agree with the terms of the Partnership's Code of Governance for Board Members before they can discharge any aspect of their role as a Board Member. If such an agreement in writing is not received within 14 days of the person's election to the position of Board Member and no good reason is given for the delay, the Board shall convene a special meeting under Rule 43.3 to have the Member removed from the Board.

Community Board Membership

- 6.1 Any person or organisation (other than the Council who are not an organization for the purposes of the Rules) that is eligible by having sufficient "*local connection*" with the Western Isles, shall lodge with the Partnership:
- a) A written and duly signed prescribed application form for Membership as a Community Board Member;
 - b) Any supporting information required; and
 - c) A fee of one pound.

Tenant Board Membership

- 7.1 Any person who has entered into a lease with the Partnership in respect of an individual house whether jointly or alone, shall be entitled to apply for membership as a tenant member of the Tenant Membership Group corresponding to one of the geographical areas of Lewis, Harris, the Uists and Barra in which they reside. As a member of a particular Tenant Membership Group, they will then be entitled to

nominate one Tenant Member from the same Tenant Membership Group each except Lewis who will be entitled to nominate two Tenant Members to the Board of the Partnership as Tenant Board Members.

- 7.2 In respect of any Tenant Board Membership vacancy, should there be no nominations received in respect of any Tenant Membership Group for a period of at least three months, a nomination may be received and accepted from a tenant of another Tenant Membership Group. Only in this event will a Tenant Member be entitled to vote for a Tenant Member belonging to a different membership category.

Council Board Membership

- 8.1 The Council category is represented by up to four council representatives and shall be nominated by the Council in terms of Rule 41.7 of the Rules.

Termination of Membership

- 9.1 The Partnership's Rules describe the circumstances under which:
- a) A Board Member shall be removed from office; (Rule 43.1 to 43.4)
 - b) A Board Member shall not be eligible for election or re-election; (Rule 44.1)
 - c) A Board Member shall no longer be a Board Member; (Rule 44.2)
 - d) Board Membership shall cease, including retirement by rotation. (Rules 40.1 to 40.4)
- 9.2 Any person wishing to withdraw from holding office of Board Member shall give one month's written notice to the Partnership. The Notice should be addressed to the Chairman with a copy to the Secretary. On expiry of the Notice the person shall cease to be a Board Member.

Register of Members

- 10.1 The second copy of the Register of Members referred to in Rules 67.1 and 67.2 showing the names, addresses and membership category of each Member shall be available to the public during office hours at the Partnership's registered office in Stornoway and also online at other Partnership offices.
- 10.2 At any time, the Board may require Members to provide evidence that they meet the criteria of their relevant Member Category. If the evidence is not provided within 21 days, the Member may be removed from the register and notified accordingly.
- 10.3 It shall be the responsibility of Members to tell the Secretary when they no longer meet the membership criteria and will thus no longer be Members of the Partnership.

Co-opted Members

- 11.1 Where there is a shortage of particular skills, expertise or experience, the Board may co-opt to bring such skills to the Board in respect of particular or general aspects of the Board's work.

- 11.2 To meet such a need, up to three persons may be co-opted in the following type of circumstances:
- a) As a substitute for a Member who may be absent for a prolonged period on special leave;
 - b) To assist with a substantial, complex undertaking, for which the Board's skill base is deficient;
 - c) To assist with a major overhaul of an aspect of Board activities that is in crisis.
- 11.3 Such persons shall be appointed in accordance with rule 39 and the Code of Governance for Board Members.

THE ROLE AND REMIT OF THE BOARD

- 12.1 To ensure there is clarity regarding decisions that may be taken only by the Board and those that may be delegated, the Board has drawn up a Schedule of Decision Reserved to the Board, which is an integral part of these Standing Orders.
- 12.2 The Schedule of Decisions Reserved to the Board shall be subject to an annual review to be completed before the Annual General Meeting.
- 12.3 Board Members shall confirm in writing that they agree with the terms of the Partnership's Code of Governance for Board Members before they can discharge any aspect of their role as a Board Member.
- 12.4 The Partnership recognises that the Board of Management, referred to as the Board is responsible for a range of functions listed below. These functions are consistent with and complementary to Rule 58.1 and paragraphs 4.1 and 4.2 of the Code of Governance for Board Members.
- a) The direction and control of the organization;
 - b) Ensuring that it receives appropriate information and advice to carry out its duties;
 - c) The risks and legal responsibilities arising from its control;
 - d) Ensuring that the objectives of the organisation are in line with the Rules;
 - e) Regularly reviewing the objectives;
 - f) Ensuring there is a mechanism for regular performance reviews;
 - g) Ensuring there is a balance of skills, experience and diversity of equality on the Board, if necessary by making use of co-options and casual vacancies;
 - h) Decision making related to the range of subjects listed in the "Schedule of Decisions Reserved to the Board".
- 12.5 The core responsibilities of the Board include ensuring that the organisation:
- a) Operates within the law;
 - b) Operates according to its rules and procedures;
 - c) Meets the standard laid down by the Scottish Federations of Housing Associations, The Scottish Housing Regulator and other regulatory bodies.

- d) Establishes business and financial objectives;
- e) Protects the assets of the organization;
- f) Recognises its duty to tenants, applicants and other service users;
- g) Develops, operates and regularly reviews policies designed to achieve these objectives;
- h) Approves each year's budget, exercising financial management and managing responsibly both financial and non-financial risks;
- i) Oversees and exercises control over the organisation's work and services;
- j) Delegates authority to and monitors the work of committees, sub-committees and staff;
- k) Is responsible for employing staff to carry out the work of the organization and setting their terms and conditions;
- l) Monitors performance against objectives and performance standards;
- m) Ensure standards of performance are set by the organization;
- n) Monitors the achievements of performance targets;
- o) Is assured that the information collected is used to amend targets, policies and/or procedures as necessary.

12.6 Board Members have a high level of responsibility and every support will be given to them to enable them to meet the expectations placed upon them. This will include clear information, comprehensive reports with legal and financial implications where appropriate, policies and procedures and training and support as required.

12.7 The Secretary will assist the Board in discharging its specific responsibilities and shall ensure that adequate information is provided at the appropriate time to the Board to enable necessary decisions to be made and approvals given.

OFFICE BEARERS

13.1 The Partnership shall have three officer bearers: the Chair, the Vice-Chair and the Secretary. The responsibilities relating to those posts are shown in paragraph 5 of the Code of Governance.

13.2 The Director of Resources, in accord with the job description of that post, shall undertake the duties of Board Secretary listed in Rule 62.3.

13.3 The Board shall elect the Chair and Vice-Chair at a meeting held immediately after the Annual General Meeting, and they will serve until the end of the next Annual General Meeting.

13.4 Should the post of Chair or Vice-Chair become vacant during the year, the Board will elect a replacement office bearer who will serve for the remainder of that year until the next AGM.

13.5 A person may serve in the post of Chair for a maximum of five consecutive terms, and then will not be eligible for election to that post for a period of one year.

13.6 A person may serve in the post of Vice-Chair for a maximum of five consecutive terms, and will then not be eligible for election to that post for a period of one year.

CONDUCT OF BOARD MEETINGS

Frequency

- 14.1 The Board will normally convene no less than six meetings of the Board in any one calendar year. Dates of meetings will be agreed at the beginning of each calendar year.
- 14.2 Dates of meetings may be altered, by arrangement between the Chair and Secretary in accordance with a published timetable circulated at the beginning of the financial year ahead.

Length of Meetings

- 15.1 A meeting will continue for no more than two hours beyond the stated starting time, unless at least two-thirds of the Members present and entitled to vote, agree, on the expiry of that time, to continue the meeting.

Notice of Meetings and Agendas

- 16.1 The Secretary shall ensure that each meeting of the Board and its committees shall be called by notice and that the agenda, minutes and reports relating to each meeting shall be made available to Board Members for downloading to their Tablets device at least five days before the date of the meeting.
- 16.2 Public notice of the time and place of meetings of the Board shall be given at least seven clear days before the meeting or, if the meeting is convened at shorter notice, as soon as possible after it has been convened. Notices will be posted at all offices from which the Partnership operates and on the Partnership's website.
- 16.3 The proceedings at any meetings of the Board shall not be invalidated by reason of any failure of delivery of any notice, any vacancy in its membership, any defect in the appointment of any Member, or any informality or defect in the calling of the meeting.
- 16.4 Prior to the agenda of a meeting being finalized, the Secretary shall contact the appropriate Chair to discuss the matters that will appear on the agenda and to confirm the order of business.

Attendance at Board Meetings

- 17.1 Board Members are expected to attend Board meetings. Where four meetings in a row are missed, the Board Member will automatically cease to be a Board Member unless before the start of the fourth meeting in a row:
 - a) Special leave of absence has been requested, and granted in writing by the authority of the Chair; and
 - b) A copy of the written authorization of special leave has been tabled at the Board meeting by the Secretary to enable the matter to be approved.
- 17.2 Special leave shall be granted only in very exceptional circumstances for reasons such as:

- a) Family illness or bereavement of a close relative or a funeral;
 - b) Serious illness;
 - c) Absence on Board business;
 - d) Working/Career development training;
 - e) Public transport being unavailable as a result of bad weather or technical failure.
- 17.3 Special leave will only be granted in very exceptional circumstances and will not be granted where:
- a) The Chair has reasonable doubt regarding the reasons given or the extent of those circumstances; and
 - b) The Member has attended fewer than half of the Board meetings in the previous two years.
- 17.4 If any Board Member is subject to court proceedings by the Partnership they will automatically cease to be a Member of the Board.

Committees, Working Groups and Spokespersons

- 18.1 The Board will have one standing Committee, the Audit and Risk Committee. The Board will have four community liaison groups for Lewis, Harris, The Uists and Barra. The detail regarding the Audit & Risk Committee is in Part 3 of the Standing Orders: the Scheme of Administration for Committees.
- 18.2 The Audit and Risk Committee may appoint a working group as they deem necessary, subject to the prior approval by the Board of their terms of reference in the standard committee template.
- 18.3 The Audit and Risk Committee must meet at least quarterly.
- 18.4 The Board may set up short life working groups and the terms of references for the operation of the workgroups are contained in Part 3 of the Standing Orders.
- 18.4 The Board will appoint a Spokesperson who will take the lead for the following service areas

a)	Developments
b)	Tenant Liaison & Housing Management
c)	Repairs and Investment
d)	Finance
e)	Gaidhlig

- 18.5 The remit of the Spokesperson is in Part 3 of the Standing Orders.

Quorum for Board, Committees and Working Groups

- 19.1 For any meeting or any item of business, any Member who is able to participate by telephone or videoconference or web link will be regarded as being present, and will count towards the quorum.

- 19.2 Co-opted Members will not count for the purpose of determining a quorum.
- 19.3 Consistent with the terms of Rule 47, no item of business shall be transacted at a meeting of the Board unless at least six Board Members, who must represent at least two of the three different Board Member Categories, are present and entitled to vote on that item.
- 19.4 No item of business shall be transacted at a meeting of a committee unless at least three Board Members, who must represent at least two of the three different Board Member Categories, are present and entitled to vote on that item.
- 19.5 If there are insufficient Members present to form a quorum within half an hour after the time appointed for the meeting to commence, no business will be transacted and the meeting will be adjourned to a time and place agreed by the Secretary and the Members who turned up for the meeting.

Quorum for General Meetings

- 20.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings. A Special General Meeting shall be convened in conformity with the Rules.
- 20.2 No item of business shall be transacted at an Annual General Meeting or a Special General Meeting unless:
- a) At least seven Board Members, including at least one Member from each of the three Member Categories, are present and entitled to vote on that item; or
 - b) Where the membership exceeds 140 persons, at least one twentieth of the membership, including at least one Member from each of the three Member Categories, are present or represented by proxies, but with at least half of the quorum being present and entitled to vote on that item.
- 20.3 If there are insufficient Members present to form a quorum within half an hour after the time appointed for a General Meeting to commence, no business will be transacted and the meeting will be re-scheduled for the same day the following week at the same time and place, unless such date is clearly unsuitable, in which case the meeting will be re-scheduled to a time and place agreed by the Secretary. Where a meeting is adjourned, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of business to be transacted.
- 20.4 A resolution put to a vote at the meeting shall be decided on a show of hands unless before, or on, the declaration of the result of the show of hands, a poll is demanded by a tenth of those entitled to vote. However, in accord with Rule 30.1, where appointed proxies are present, they shall advise the Chair and the Chair shall direct that the vote is by poll. The poll shall be carried out by the Secretary. In the event of a tied vote, the Chairperson has a second and deciding vote.
- 20.5 Where a meeting is adjourned then no further business shall be transacted. Where a meeting is adjourned for 30 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of business to be transacted.

Matters of Urgency Outwith Meetings

- 21.1 When, in the opinion of the Board Chair, a decision is urgently required which is reserved to the Board or a Committee, the Board Chair may make such decision on behalf of the Board as the Chair considers to be in the interest of the Board. When the decision relates to a matter delegated to a Committee, the Chair of that Committee shall be consulted before the decision is made. Any such decision and the reason why it was dealt with under this Standing Order shall be reported to the next meeting of the Board, homologated and minuted.

Duties of the Chair

- 22.1 The appointment of the Chair and the procedure for chairing Board meetings will be in accordance with Rule 55.
- 22.2 At every meeting of the Board, including General Meetings, the Chair, if present, shall preside. If the Chair is absent from any meeting the Vice-Chair, if present, shall preside. If the Chair and Vice-Chair are both absent, the Members present at the meeting shall elect from among the non-co-opted Members, a person to act as Chair for that meeting.
- 22.1 The responsibilities of the Chair will be to ensure the smooth running of meeting by:
- a) Preserving order;
 - b) Making sure those who wish to, are allowed to contribute;
 - c) Ensure that sufficient opportunity and time is given to Members who wish to speak or express their views on the subject under discussion;
 - d) Ensuring voting procedures are in place and that these are followed;
 - e) Announcing votes at meetings;
 - f) Deciding on all matters of order, competency, relevancy and procedure except as provided in the Standing Orders;
 - g) Deciding between two or more Members wishing to speak;
 - h) Ensuring that the sense of the meeting is properly ascertained with regard to any matter which is properly before the meeting;
 - i) At the Chair's discretion, determining all questions for which no express provisions are made under these Standing Orders or otherwise under the Constitutional Documents;
 - j) Providing support for and establishing a constructive working relationship with the Chief Executive;
 - k) Representing the Partnership where authorised;
 - l) Taking all other decisions that are the responsibility of the Chair as laid down in the Rules and Code of Governance for Board Members; and
 - m) Participating in training, where necessary, to enable the above responsibilities to be undertaken.
- 22.4 At all times, deference shall be paid to the authority of the Chair and on all points of order, the ruling of the Chair shall be final and not open to discussion.
- 22.5 If any Member disregards the authority of a Chair or is guilty of obstructive or offensive conduct, the Board may move to exclude the Member for the remainder of the meeting. The motion shall be put without discussion and, if it is carried, the Member shall be asked by the Chair to leave the meeting.

- 22.6 The same principles shall apply to the chairing of committees and sub-committees, and in the absence of the Chair, the remaining Board Members shall appoint one of their number to chair that meeting.

Minutes of Meetings

- 23.1 The Secretary shall ensure that a competent Minute of the proceedings of any meeting of the Board or its committees is drawn up as soon as possible after the end of the meeting, sent to the appropriate Chair for information and comment and thereafter submitted to the next meeting of the Board or committee, for approval. Only Members who were present at a meeting may move or second a motion for the approval of the Minutes as an accurate record of the meeting's proceedings. After a Minute is approved, and any agreed amendments are made to it, the Chair of that meeting shall sign it.
- 23.2 To expedite business, the Chair of a Committee may present a report of recommendations from the Committee to the next meeting of the Board for approval, before the Committee has approved the Minute of the Committee. The Board on the motion by the Chair of the appropriate Committee, or in his absence, by any other Member of the committee, may approve recommendations presented in a report from a committee. If any matter in the report is challenged, the Board may resolve to withdraw the item so that it will be considered with the approved Minute at the next meeting, or if it is a matter of some urgency, proceed to determine the matter.
- 23.3 For consistency, and so that the reader can follow the Minutes, each set of Minutes of a meeting shall be drafted in conformity with a Corporate Standard for Minutes approved by the Board, and which is likely to be in the following order:
- a) Minute Header and meeting details;
 - b) The Members of the Board or committee present at the meeting;
 - c) The Members who submitted an apology for their non-attendance at the meeting before the start of the meeting;
 - d) Officers or other non-*Members* attending the meeting;
 - e) Any declaration of interest by a Board Member; and
 - f) Number, narrative and decision relating to each agenda item including the approval of the minutes of the previous meeting;
- 23.4 Minutes may be adopted "*subject to*" the inclusion of an amendment to correct or clarify a point. Any amendment(s) required must be formally proposed, seconded and approved by a majority of Board Members present, prior to the formal adoption of the minutes.
- 23.5 The approved and signed Minutes of the committees shall be submitted to the next meeting of the Board to note the activities of the committee and to approve any recommendations submitted to the Board for decision.
- 23.6 The Secretary shall keep a register of the approved and signed Minutes of the Board and its Standing Committees as the definitive record of the Board's proceedings.
- 23.7 A Board Member who was not present at a particular meeting of that Board, may request clarification of a point in the minutes at the following meeting, but may

not re-open the discussion on any item where a decision was made at the previous meeting.

- 23.8 A Board Member who is not a member of a particular committee may request clarification of a point in the respective minutes but may not re-open the discussion on any item, except where the committee has referred an item to the Board for consideration.

Openness and Transparency

- 24.1 There will be a presumption that all proceedings, including agendas, reports, minutes and other documents for Board and committee meetings are non-confidential unless otherwise agreed.
- 24.2 Minutes, with any confidential items omitted, may be viewed on the Partnership's Web site or by the general public.
- 24.3 Before the Board or a committee agrees to take an agenda item in private, the Board or a committee shall consider whether to approve a motion to exclude the public and press during consideration of the item in view of the confidential nature of the business to be transacted. The motion shall specify in general terms why the item is considered to be of a confidential nature, e.g. because it relates to a disciplinary matter, a person's personal circumstances, etc. The Board, committee, etc. shall decide by majority when an item should be confidential. Further detail relating to this subject can be found in the Openness and Confidentiality policy.
- 24.4 The Board and its committees may similarly decide to exclude some or all staff from a meeting where personal or sensitive matters are to be discussed.

Procedure of Meetings

Annual General Meeting

- 25.1 The AGM of the Members of the Partnership will be held in September at a date and time fixed by the Board. The Annual General Meeting will be advertised in the local press and it will be open for the general public to attend though only Members shall be entitled to participate in the discussions and to vote.
- 25.2 The order of business will be:
- a) to elect a Chair of the meeting if the Chair or Vice-Chair is not present;
 - b) to approve as a correct record and sign the minutes of the last AGM and any extra-ordinary general meeting where the minutes have not been approved;
 - c) the passing of a special resolution or resolution requiring special Notice;
 - d) to receive the accounts and balance sheet;
 - e) to appoint the external auditor;
 - f) to transact any other general business of the Board which has been included in the Notice calling the meeting or is otherwise competent.

Board Meetings

- 26.1 Except where the majority of Board Members present and voting on such matters decide otherwise at the start of the meeting;
- a) The business of the meeting shall proceed in the order it appears on the Agenda;
 - b) No business other than that contained in the Agenda shall be discussed;
 - c) No item shall be withdrawn from the Agenda
- 26.2 Since the main responsibilities of the Board relate to strategic and policy matters and performance monitoring, the order of business at Board meetings shall reflect this. A Corporate Standard for Board Agendas shall be approved by the Board with detailed specifications relating to agenda matters.
- 26.3 Members and employees will be given the opportunity to declare an interest in any item on the agenda at the beginning of the meeting. Declarations of interest shall be repeated at the time the item is discussed. If there is a clear and substantial conflict of interest, a Member or employee shall withdraw from the meeting.

Motions and Amendments

- 27.1 Subject to the provisions of the following paragraph, any Member of the Board who wishes to have a particular matter discussed, may submit for consideration by the Board at any ordinary meeting a motion or resolution, by giving notice thereof in writing to the Secretary at least fourteen days prior to the date of the meeting at which it is intended to be submitted. The Secretary shall incorporate such notice in the agenda issued with the notification of the meeting and the Member will be entitled to speak to the motion and seek a seconder. The matter may be determined at the Board meeting or referred on to another meeting for further discussion.
- 27.2 A motion or resolution relating to any matter directly arising from Minutes or an Agenda may be moved without prior notice having been given. If, in the opinion of the Chair of the meeting, any motion or resolution so submitted does not arise directly from the Minutes or Agenda, the Chair may require the mover to give notice thereof.
- 27.3 If a motion, intimation of which is specified in the notice calling the meeting, is not moved by the Member, or by some other Member on his behalf, it shall, unless postponed by leave of the Board, be considered as withdrawn and shall not be moved without further notice.
- 27.4 The following shall apply to motions and amendments:
- a) Every amendment shall be relevant to the motion and may include a proposition that is the direct negative of the motion;
 - b) A motion or amendment moved but not seconded shall not be put to the meeting, but dissent may be recorded in terms of Standing Order 29.1;
 - c) No Member shall move or second:
 - i) An amendment if that Member has moved or seconded the motion;

- ii) More than one amendment to a motion.
 - d) If a motion or amendment is withdrawn, the mover and the seconder shall, prior to formal debate commencing, be able to move or second another motion or amendment;
 - e) There shall be no discussion on any motion or amendment except by the mover until such motion or amendment is seconded;
 - f) When a motion and two or more amendments have been proposed, the Chair of the meeting shall determine in what order the motion and amendments shall be put to the meeting;
 - g) Any motion or amendment proposing either expenditure or a reduction in income shall identify the source of funding to meet the additional expenditure or income foregone, and an amendment failing to identify such source shall be incompetent.
- 27.5 Subject to the right of reply of the mover of a motion or amendment, no Member shall speak more than once or for longer than five minutes, provided always that a Member may speak to a point of order or in explanation with the consent of the Chair of the meeting.
- 27.6 The movers of a motion and amendments in their right of reply in terms of Standing Order 28.2 (f) and (g), shall speak for no longer than five minutes and shall confine themselves strictly to summing up, answering points made by previous speakers but shall not introduce new material.
- 27.7 When a motion has been made and is under debate, no other motion shall be moved except a motion:
- a) To adjourn the meeting;
 - b) To suspend Standing Orders;
 - c) To exclude a Member or Officer from the meeting;
 - d) To exclude the press and public from the meeting;
 - e) To take the vote by ballot or roll call; or
 - f) That "*the question be now put*".
- 27.8 At the close of any speech, any Member who is not the mover or seconder of the motion or of any amendment to that motion that is before the meeting and who has not spoken on the question before the meeting, may move that the "*question be now put*". If this is seconded, the Chair of the meeting, if of the opinion that the matter has been fully discussed, shall without further debate and without speeches on the motion that the question be put, have a vote taken on that motion. If the motion is carried, the movers of the original motion and any amendments thereto shall have the right to reply in terms of Standing Order 28.2 (f) and (g) and the question shall be put to the meeting.

Order of Debate

- 28.1 Every motion or amendment shall be moved and seconded, and shall, if required by the Chair of a meeting, be reduced to writing and read before being put to the meeting for approval or formal debate. No motion, to which an amendment has

been moved, or amendment shall be altered or withdrawn without the consent of the mover and the seconder.

28.2 The order of debate shall be as follows:

- a) The mover of the motion;
- b) The movers of amendments in the order moved;
- c) The seconders of the motion;
- d) The seconders of the amendments in the order moved;
- e) Any other Member of the Board who has not spoken in the debate;
- f) The movers of the amendments, in reply to points and to sum up, in the reverse of the order in which the amendments were moved;
- g) The mover of the motion in reply to points and to sum up.

28.3 The mover of a motion and any mover of an amendment have the right of reply before a vote is taken but may not introduce any new matter after this stage. After the mover of the motion has exercised his right of reply, no other Member may speak on the question unless:

- a) To raise a point of order;
- b) To adjourn the meeting;
- c) To suspend the Standing Orders;
- d) To exclude a Member or Officer from the meeting.

28.4 Subject to the right of reply of the mover of a motion or amendment, no Member shall speak more than once or for longer than five minutes, provided always that a Member may speak to a point of order or in explanation with the consent of the Chair of the meeting.

28.5 The movers of a motion and amendments in their right of reply in terms of Standing Order 28.2 (f) shall speak for no longer than five minutes and shall confine themselves strictly to summing up, answering points made by previous speakers but shall not introduce new material.

28.6 The Chair shall decide when the resolution or motion is to be put to the vote after debate has concluded.

Entering of Dissent

29.1 No reservation or qualification by any Member with respect to a particular resolution shall be recorded in the Minutes of meetings of the Board, except where a Member has proposed a motion or amendment which has not been seconded, and who has requested that his dissent be recorded from the resolution adopted, prior to the meeting commencing consideration of the next item on the agenda.

Voting/Decision

30.1 All acts of, and all questions coming and arising before the Board, shall be done and decided by a majority of the Members present and voting at that meeting of the

Board. Majority agreement may be reached by a consensus without a formal vote. Where there is doubt, a formal vote shall be taken.

- 30.2 In the case of an equality of votes, the person presiding at the meeting, in addition to a deliberative vote, shall have a second or casting vote. Where the Chair chooses not to use his second or casting vote the matter shall be determined by lot.
- 30.3 Voting shall be taken by Members by a show of hands; or when the majority of Members present and entitled to vote so determines, by ballot.
- 30.4 Co-opted Members shall not be entitled to vote on matters affecting membership of the Partnership or on the election of Partnership office bearers.

Points of Order

- 31.1 Any Member may raise a point of order in the course of a meeting; all questions of order are decided by the Chair of the meeting. No other Board Member is permitted to speak to the point of order except with the Chair's permission.

Length of Meetings and Adjournments

- 32.1 Meetings will continue for no more than two hours beyond the stated starting time, unless at least two-thirds of the Members present and entitled to vote agree, on the expiry of that time, to continue the meeting.
- 32.2 If there is insufficient support to continue, the meeting will either:
 - a) 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**
 - b) be adjourned to a time and place agreed at the meeting to complete the business, if there are matters requiring a decision before the next scheduled meeting.
- 32.3 An adjourned meeting will be regarded as a continuation of the original meeting. All decisions etc. will be recorded as having been made on the date of the additional meeting. No business will be dealt with at the additional meeting other than the matters not reached or left unfinished at the original meeting.
- 32.4 A motion for the adjournment of a meeting may be made at any time, shall have precedence over all other motions and shall be put to the meeting without amendment or discussion. Unless the time and place are specified in the motion for adjournment, the adjournment shall be until the day of and before the next ordinary meeting.

Officer Advisors at Board Meetings

- 33.1 The Chief Executive shall establish arrangements to ensure that the appropriate level of professional advice is available at all meetings of the Board, its committee and working groups, having regard to the agenda of the particular meeting.
- 33.2 The Chair of a meeting may invite officers of the Board or external advisors to speak to an item of business.

- 33.3 The Chief Executive and the Secretary shall attend all meetings of the Board and Standing Committees unless statute or the constitutional documents indicate otherwise.

Policy Safeguards

- 34.1 A policy approved by the Board shall be binding for at least twelve months. This means that it will not be competent to move to change or modify an approved policy within that timescale, except where the Chair of the meeting rules that a "*material change of circumstances*" has occurred: which circumstances shall be specified in the Minutes.
- 34.2 Where a policy is changed or modified, it shall not affect or prejudice any action, proceedings or liability which may have been done or undertaken competently before the policy was amended.

APPLICATION, VARIATION AND SUSPENSION OF STANDING ORDERS

- 35.1 It shall be the duty of any person who chairs meetings of the Board, committees or working groups and the Secretary or a person nominated by the Secretary, to ensure that the Standing Orders are observed.
- 35.2 The Partnership acknowledges that there may be occasions where it is in the best interests of the Partnership to act in a way either not governed by these Standing Orders or to act in a way not in adherence to these Standing Orders. Generally these circumstances will be exceptional and will involve a particular issue usually arising from an emergency or some other unexpected circumstance not in keeping with the normal course of the Partnership's business. Therefore, in order to permit an item of business to be considered at a meeting, the Board or committee may, at the meeting, on a motion duly moved and seconded, suspend or dispense with any Standing Order to be specified in the motion if supported by a majority of the Members of the Board or committee present and voting.
- 35.3 The motion to suspend must be clearly minuted and the minute must contain details of the special circumstances giving rise to the Suspension, any conditions attaching and any time scales applying.
- 35.4 The Secretary may submit a written report to a meeting of the Board recommending a new Standing Order or an alteration of an existing Standing Order, which the Secretary considers to be required for the better conduct of the business of the Board.
- 35.5 The Standing Orders may be varied, revoked or added to at a meeting of the Board by a majority of Members present and voting provided that the agenda, for the meeting at which the proposal is to be considered, clearly states the extent of the proposed repeal, addition or amendment.
- 35.6 The Standing Orders shall be subject to an annual review to be completed before the Annual General Meeting.

USE OF THE COMMON SEAL

- 36.1 The Secretary shall keep the Common Seal of the Partnership in a secure place, be responsible for its safe custody and ensure that it is only used when the Board so decides.
- 36.2 The Board authorises the use of the seal on the following documents:
- a) The Partnership's Share Certificates;
 - b) Documents relating to the sale of property to tenants provided that the sale and the sale price have been calculated in accordance with the Partnership's relevant policies and procedures and the details have been approved by the Secretary;
 - c) Any document for the disposal of any land or property falling within the definition given in the Housing Associations Act 1985, section 9, or any statutory modification or re-enactment of that legislation;
 - d) Any contract, except a contract of employment, with a value greater than £500,000;
 - e) Any other class or type of deed, or individual deed specifically authorised by the Board.
- 36.3 When the seal is used, the deed or document shall be signed by the Secretary and two Members of the Board as required by Rule 66.
- 36.4 Each use of the seal must be recorded in the relevant register.
- 36.5 In cases where it is necessary that a document is sealed, the Seal shall be affixed in the presence of two Board Members and the Secretary. In exceptional circumstances the Chief Executive or Finance Manager may deputise for the Secretary.

Part 2-Schedule of Decisions Reserved to the Board

This "*Schedule of Decisions Reserved to the Board*" forms an integral part of the Standing Orders of the Hebridean Housing Partnership.

Decisions relating to the following items of business shall be reserved for **approval** by the Board. Their inclusion on this list does not preclude any item of such business being referred to a Standing or other committee of the Board for detailed consideration and recommendation before being presented to the Board for its formal decision:

- a) Approval and Amendment of Strategy, Business Plans and Budgets, including variations to or from a budget head in excess of £50,000;
- b) Approval and amendment of policies;
- b) Annual Rent Setting;
- c) Corporate Governance or Constitutional documents including:
 - i) The Rules;
 - ii) The Standing Orders;
 - iii) The Schedule of Matters Reserved to the Board;
 - iv) The Scheme of Administration for Committees;
 - v) The Scheme of Delegation of Administrative Matters to Officers;
 - vi) The Financial Regulations;
 - vii) The Scheme of Delegation of Financial Matters to Officers.
- d) All items of capital expenditure, and disposal of assets with a value in excess of £10,000, except urgent items of capital expenditure where the time scale for a decision does not allow the matter to be considered by the Board. (Such exceptions shall be dealt with under delegated powers by the Chief Executive, but only with the prior agreement of the Chair of the Board);
- e) Personnel policies for all staff, including arrangements for the appointment, remuneration, appraisal, disciplining and dismissal of staff;
- f) New posts and changes to the approved staffing establishment;
- g) Appointment of Chief Executive and Directors;
- h) Financial and performance reporting arrangements, with compliance with published standards and other key performance indicators being reported to the Board;
- i) Internal Audit appointments;
- j) Treasury Management Policy;
- k) Service Agreements and contracts with a value greater than £50,000;
- l) review of complaints and any reports from the Ombudsman in line with Ombudsman's requirements;
- m) Approval of the annual report and accounts;

- n) The creation and dissolving of Committees and the referral and delegation of business to them;
- o) The annual review of the "*Schedule of Decisions Reserved to the Board*".
- p) Review of Board's performance and skills and individual experience of Board Members.

Part 3-Scheme of Administration for Committees

PURPOSE OF SCHEME

- 1.1 The Scheme of Administration shall regulate:
- a) The terms of reference, constitution and membership of the committees, community liaison groups, working groups and spokespersons etc. of the Partnership;
 - b) The reference of the functions of the Board to Committees, Community Liaison Groups and Working Groups, etc. for consideration, report and recommendation as appropriate;
 - c) The delegation to Committees to exercise functions of the Board; and
 - d) Such other administrative matters relating to Committees, Community Liaison Groups, Working Groups and Spokespersons, etc. as the Board may determine.

IMPLEMENTATION

- 2.1 This scheme shall come into effect on 1 January 2012 and may, following consideration of a report by the Secretary and subject to the prescribed procedural requirements, be amended or suspended at any time by a decision of the Board.
- 2.2 Members shall be appointed to the Standing Committee at the first Board meeting after the AGM each year.

INTERPRETATION

- 3.1 This "Scheme of Administration" forms an integral part of the Board's Standing Orders.

COMMITTEES, COMMUNITY LIAISON GROUPS AND WORKING GROUPS

Committees

- 4.1 The Board shall have one standing Committee, Audit & Risk.
- 4.2 The Board shall determine the terms of reference, objectives, constitution, quorum and what matters shall be referred and delegated to the Standing or other committees. No committee or working group shall be established until their Terms of Reference are approved by the Board.

- 4.3 Notwithstanding that a matter has been delegated to it, a Committee may direct that, before action is taken; its recommendation shall be submitted to the Board for approval.
- 4.4 Where Board Members (including the Chair) are not Members of a committee, subject to the terms of the Constitutional Documents, they shall have the right to attend and speak but not to be involved in motions, amendments or voting at such committees.
- 4.5 Any committee may, with the prior approval of the Board, appoint such work group with such terms of reference, constitution, quorum and what matters shall be referred and delegated to the sub-committee or work group, as it deems necessary.
- 4.6 Committees may comprise Members of the Board and any other person who may be co-opted to serve on a Committee within the terms of their remit. Where functions are being carried out by a Committee, their Members including those who are co-opted, are acting on behalf of the Board.
- 4.7 Subject to any statutory provision, regulation or Direction by a Scottish Minister:
- a) Each Committee shall give effect to any instructions of the Board, and for these purposes, an instruction shall be taken to include a decision taken by the Board against the instructions of the Committee;
 - b) The Board may deal with any matter included in the reference or delegation to a Committee although no report from such a Committee is before it; and
 - c) The Board may vary, add or restrict any reference or delegation to any Committee..
- 4.8 The Terms of Reference approved by the Board for committees and shall be subject to an annual review to be completed before the Annual General Meeting.
- 4.9 At their last meeting before the Annual General Meeting, the standing committee shall consider how they have discharged their obligations having regard to their approved Terms of Reference and recommend to the Board:
- a) How such discharge of obligations can be improved;
 - b) How the Terms of Reference can be amended.

Community Liaison Groups

- 5.1 Community Liaison Groups will be set up in Stornoway, Rural Lewis, Harris, The Uists and Barra.
- 5.2 Community Liaison Groups will be informal meetings open to all tenants and members of the public. The Community Liaison Groups will operate within terms of their remit.
- 5.3 Notes of meetings will be taken and after approval by the Community Liaison Group will be made available on the Partnership's website. Any personally sensitive information will be excluded from the public note of the meeting.

Working Groups

- 6.1 Working Groups will be set up by the Board as required for specific tasks. The Board will approve the remit and the membership of the working group.
- 6.2 Minutes of meetings of the working groups will be made available to the Board through the Board Information Sheet. Minutes of working groups will not be published on the website.
- 6.3 The quorum for working groups will be three board members.

APPOINTMENT OF MEMBERS

- 7.1 On the first meeting after the AGM, the Board shall make appointments to the Standing committee, taking into account as far as possible Members' wishes, ascertained by the Secretary at least seven days before the meeting. Appointees shall hold office until the Annual General Meeting following their appointment, providing they remain Members of the Board. Co-opted Members shall also hold office until the Annual General Meeting following their appointment.
- 7.2 Casual vacancies in the committee shall be filled by the Board as soon as practicable following the occurrence of the vacancy. However, for good reasons, the Board may decide that a vacancy shall remain unfilled.

APPOINTMENT OF CHAIR

- 8.1 Except as provided in Statute or in the constitutional documents:
 - a) The Chair of a Standing or other committee shall be appointed by the relevant Committee;
 - b) The Chair of a working group shall be appointed by the work group and must be a Board Member.
- 8.2 The term of office of the Chair of any committee or working group shall be until the Annual General Meeting following their appointment, providing they remain Members of the Board.

QUORUM

- 9.1 Unless otherwise determined by the Board, no item of business shall be transacted at a meeting of the Standing Committee unless at least three Board Members, who must represent at least two of the three different Committee Member Categories, are present and entitled to vote on that item. Co-opted Members shall not count towards a quorum.

DELEGATION TO WORKING GROUPS AND HEADS OF SERVICE

- 10.1 Subject to statute and to the "*Schedule of Decisions Reserved to the Board*", a Committee may delegate authority to a working group or to a Head of Service to discharge any function which is delegated to that Committee. The Secretary in

consultation with the Chair of the Standing Committee is authorised, where the Secretary deems it to be appropriate for the effective administration of the Board's business to refer a matter otherwise delegated or referred to a working group directly to the relevant parent committee.

REFERRED FUNCTION

- 11.1 Subject to any statutory provision, regulation or Direction by a Scottish Minister, and subject also to the provision of the Board's Constitutional Documents, the Board may refer a matter to the standing committee for consideration but not delegate powers to that committee to enable it to reach a decision. In such cases, the committee shall make a recommendation to the Board which shall require to be approved by the Board.

DELEGATED FUNCTIONS

- 12.1 Subject to any statutory provision, regulation or Direction by a Scottish Minister, and subject also to the provisions of the Board's Constitutional Documents, where any function of the Board is delegated to a committee or officer, the committee or officer shall have the power to exercise the function in like manner in all respects as the Board could have exercised it had there been no delegation. However, it shall be competent for such committee or officer, in relation to any matter, instead of making a decision thereon, to make a recommendation thereon to the board or committee. In which event, the matter shall be decided by the board or committee after consideration of the officer's, or committee's recommendation.
- 12.2 Where a Head of Service is unable to make a decision under delegated powers due to the terms of a safeguard listed in paragraph 2.1 of the Scheme of Delegation, the matter shall be determined instead by the appropriate committee.

CONDITIONAL DELEGATION

- 13.1 With the exception of those functions listed in the "*Scheme of Decisions Reserved to the Board*", a Standing Committee may determine matters on behalf of the Board under delegated powers where:
- a) By reason of urgency there is insufficient time for the matter to be referred in accordance with the Scheme of Administration to the Board, which reasons shall be specified in the Minute of the Meeting concerned; and
 - b) Where a motion to approve a recommendation to bind the Board to a particular course of action is approved unanimously by the Committee: and *provided always that*:
 - i) The matter is not contentious; and
 - ii) No breach of a major policy position of the Board would result from the decision.
- 13.2 This may apply to any referred function of the Standing Committee which is not specifically reserved to the Board for example:

- a) Implementing urgent Health and Safety action;
- b) Implementing urgent action recommended by an auditor.

VARIATION OF SCHEME OF ADMINISTRATION

- 14.1 Notwithstanding the above, the Scheme of Administration for Committees may be amended or added to at a meeting of the Board by a majority of Members present and voting provided that the agenda, for the meeting at which the proposal is to be considered, clearly states the extent of the proposed repeal, addition or amendment.

AUDIT & RISK COMMITTEE

TERMS OF REFERENCE

OBJECTIVES

The main objectives are to ensure that

- ◆ Effective internal controls operate to ensure the Partnership complies with relevant laws, regulations and external reporting requirements
- ◆ The system of controls, financial and otherwise, promotes effective and efficient operations
- ◆ There is an independent review of internal and external audit activity.

Constitution

- 1.1 The Committee shall be appointed by the Board and shall comprise six Board Members, comprising at least two Members from each Member Category. At least one member of the Committee must have relevant financial or audit experience.
- 1.2 If additional expertise or experience is required by the Committee at any time, one additional person may be co-opted to the Committee.
- 1.3 The Chair of the Board is excluded from membership of the Committee.

Quorum

- 2.1 The quorum of the Committee shall be **three** Members, including at least one Member from each of two of the three Member Categories. Co-opted Members will not count towards the quorum.

Committee Chair

- 3.1 The Chair of the Committee shall be appointed by the Committee and shall have a casting vote. In the absence of the Chair, or if the chair is vacated, the Committee shall elect from its Members, a replacement Chair for the whole or part of the meeting.

Frequency

- 4.1 The Committee shall meet at least quarterly on such dates and times as the Committee determines, having regard to the annual time-table of meetings set by the Board. In addition, a special meeting of the Committee shall be held in October, as soon as possible after the Board has appointed the membership of the Committee, to appoint the Chair of the Committee.
- 4.2 The Secretary, in consultation with the Committee Chair, may convene an additional meeting at any time if the Secretary or the External or Internal Auditor considers that such a meeting is necessary.

Officer Attendance

- 5.1 Staff and external advisers shall attend Committee to present reports and otherwise advise and assist the Committee. Such persons shall leave the meeting if

they have a conflict of interest of they are asked to do so by the Chair, whom failing the Vice-Chair or other person presiding at a meeting.

Reporting to the Board

- 6.1 After a meeting of the Committee has approved the Minutes of the previous meeting as a correct record of proceedings, an approved copy of those Minutes shall be presented to the next ordinary meeting of the Board for approval.
- 6.2 If there is a need to expedite business arising from a recommendation of the Committee, the Chair, or in his absence, a Member of the Committee, may present a report of such recommendations from the Committee to the next meeting of the Board for approval, notwithstanding that the minute of the Committee relating to such recommendations has not been approved by the Committee.

Referred Functions

- 7.1 The Committee shall consider the following functions on behalf of the Board and report thereon to the Board for its consideration or decision:

Internal Control and Corporate Governance

- a) Monitoring and reviewing policies and procedures relating to the Board's system of internal control, risk evaluation and corporate governance;
- b) Evaluating the control environment;
- c) Evaluating the decision making processes;
- d) Making arrangements to identify, review, evaluate and manage risks;
- e) Considering quarterly presentation on the evaluation of key business risks;
- f) Undertaking an annual review of control effectiveness;

Internal Audit

- g) To ensure that the Partnership has appropriate internal audit arrangements;
- h) Holding quarterly reviews of the operational effectiveness of the internal audit service by considering performance measures such as audit report completion times, signification recommendations implemented; customer satisfaction surveys, customer requests for assistance, staff turnover, cost of non-productive time, performance against strategic and annual plans, etc;
- i) Identifying and initiating Value for Money studies;
- j) Reviewing and monitoring the Internal Audit Strategy and Plan, particularly by considering quarterly progress reports and comparing activity against the audit plan;
- k) Considering briefings from internal audit on new legislation;
- l) Overseeing and reviewing action taken by the Chief Executive on Internal Audit recommendations and Value for Money reports;

External Audit

- m) Reviewing and monitoring the External Audit strategy and plan; particularly by considering quarterly progress reports and comparing activity against the audit plan;

- n) Overseeing and reviewing action taken by the Chief Executive on External Audit recommendations and Value for Money reports;
- o) Reviewing the External Audit management letters, in particular any relating to the certification of the Board's accounts;
- p) Advising regarding the appointment and terms of the External Auditor;

Constitutional Documents

- q) Monitoring and reviewing the Rules, Standing Orders and Financial Regulations;
- r) Monitoring and reviewing the Scheme of Delegation and the Scheme of Administration;
- s) Monitoring and reviewing the Schedule of Decisions reserved to the Board;
- t) Examining the circumstances on each occasion when the Standing Orders are waived;

Annual Accounts

- u) Reviewing schedules of losses and compensations;
- v) Approving changes in accounting policies;
- w) Considering annual accounts reports with a view to recommending the approval of the Annual Accounts to the Board;

General

- x) In the light of the annual report on the adequate and effectiveness of internal controls obtained from Internal Audit, evaluating the whole internal control environment and providing the Board with an annual statement which addresses business, operational, financial and compliance risks;
- y) Review annually the level of suspected and detected fraud and corruption within the Partnership, and arrangements for prevention and detection;
- z) Reviewing Accounts Commission and Audit Scotland reports and recommending any necessary action within the Board in response to such reports.

COMMUNITY LIAISON GROUPS

Terms of Reference

OBJECTIVE *To ensure that suitable arrangements are in place in each defined area, so that there is satisfactory consultation and feedback taken from each area before important decisions are taken by the Board which affect the defined area.*

Constitution

- 1.1 The Community Liaison Groups will be made up of tenants, members of the Partnership and residents who reside in the defined area. Board members and council representatives who reside in the area may also be part of the Group.
- 1.2 A quorum of 3 members is required for any business to be transacted at a meeting.
- 1.3 The most senior officer present from HHP will act as the Chairperson.
- 1.4 A note of the meeting will be taken which will record the key actions agreed at the meeting together with a note of all those present. A note of the meeting will be issued to Board Members following the meeting to enable any necessary action to be taken as soon as possible.
- 1.5 The Group will meet on a frequency determined by the group with a minimum of one and a maximum of four meetings a year.

SPOKESPERSON

Remit and Terms of Reference

In addition to the roles, tasks and responsibilities expected of HHP Board Members, the following is expected of Spokespersons

Development

- To speak on behalf of the Board in matters pertaining to Development;
- To promote an understanding and recognition of issues that are important to HHP's Development Programme;
- To be familiar with the Partnership's policies and procedures regarding Development;
- To develop their wider skills and knowledge with particular regard to this service area in order to better represent the Partnership and its customers alike;
- To keep up-to-date with national issues and risks that are likely to affect HHP's Development Programme;
- To give views based on achieving the best Development service for tenants and the Partnership alike;
- To regularly engage with and seek feedback from officers and others charged with delivering Development services to HHP;
- To represent HHP on relevant partnerships and external bodies as required; and
- To maintain the highest standards of conduct to ensure public confidence in HHP.

Tenant Liaison & Housing Management

- To speak on behalf of the Board in matters pertaining to Tenant Liaison and Housing Management;
- To be familiar with the Partnership's policies and procedures regarding Tenant Liaison and Housing Management;
- To develop wider skills and knowledge with particular regard to this service area in order to better represent the Partnership and its customers alike;
- To keep up-to-date with national issues and risks that are likely to affect HHP's tenants;
- To give views based on achieving the best housing management service for tenants and the Partnership alike;
- To promote an understanding and recognition of issues that are important to HHP's tenants;
- To regularly engage with and seek feedback from tenants regarding any housing management concerns they might have;
- To regularly engage with and seek feedback from officers and others charged with delivering Housing Management services to HHP;
- To represent HHP on relevant partnerships and external bodies as required; and
- To maintain the highest standards of conduct to ensure public confidence in HHP.

Repairs & Investment

- To speak on behalf of the Board in matters pertaining to Repairs and Investment;
- To be familiar with the Partnership's policies and procedures regarding Repairs & Investment;

- To develop wider skills and knowledge with particular regard to this service area in order to better represent the Partnership and its customers alike;
- To keep up-to-date with national issues and risks that are likely to affect HHP's Repairs and Investment Programme;
- To give views based on achieving the best repairs service for tenants in accordance with the resources available to the Partnership;
- To promote an understanding and recognition of issues that are important to HHP's tenants when planning Repairs and Investment works;
- To regularly engage with and seek feedback from officers and others charged with delivering Repairs and Investment services to HHP;
- To represent HHP on relevant partnerships and external bodies as required; and
- To maintain the highest standards of conduct to ensure public confidence in HHP.

Finance

- To speak on behalf of the Board in matters pertaining to Finance;
- To be familiar with the Partnership's policies and procedures regarding Finance;
- To develop wider skills and knowledge with particular regard to this service area in order to better represent the Partnership and its customers alike;
- To keep up-to-date with national issues and risks that are likely to affect HHP's financial resources;
- To give views based on achieving the best financial services for tenants in accordance with the requirements of the Partnership;
- To promote an understanding and recognition of issues that are important to HHP's tenants when allocating resources;
- To regularly engage with and seek feedback from officers and others charged with delivering financial services to HHP;
- To represent HHP on relevant partnerships and external bodies as required; and
- To maintain the highest standards of conduct to ensure public confidence in HHP.

Gaidhlig

- To speak on behalf of the Board in matters pertaining to Gaidhlig;
- To represent HHP on relevant partnerships and external bodies as required; and
- To maintain the highest standards of conduct to ensure public confidence in HHP.
- To be prepared to speak in Gaidhlig to the local media on behalf of the Partnership.

Part 4 Scheme of Delegation for Officers

Hebridean Housing Partnership has a range of responsibilities, which require to be discharged by the Partnership's Board unless the Board specifically delegates them to a Committee or Officer. Matters that cannot be delegated to a Committee or Officer for decisions are listed in the "*Schedule of Decisions Reserved to the Board*" which is Part 2 of these Standing Orders. Responsibilities have been delegated to Committees of the Board as shown in the "*Scheme of Administration*": Part 3 of the Standing Orders. By means of this document, the Board further delegates functions to **Heads of Service** of the Board.

GENERAL

- 1.1 "*Heads of Service*" shall mean the Chief Executive or any Director, on the understanding that Heads of Service may further delegate to other officers within their service. Such further delegation shall be reported to the Secretary who will maintain a register of such delegation and review it annually.
- 1.2 Any reference in this scheme to procedures or action under previous legislation shall be taken to include references to similar, like or equivalent procedures and action under subsequent legislation.
- 1.3 This "*Scheme of Delegation for Officers*" forms an integral part of the Board's Standing Orders.

SAFEGUARDS

- 2.1 The delegation granted in the Scheme shall be exercised only:
 - a) in compliance with the Board's Standing Orders, Financial Regulations and other constitutional documents;
 - b) In respect of matters that are not contentious, sensitive or complex. Where a matter appears to be contentious, sensitive or complex, prior to a decision or action being taken, the Head of Service shall consult the Chief Executive and/or the Board Chair as appropriate;
 - c) On the basis that the exercise of the delegated power will not result in actual expenditure exceeding, or actual income falling below, that set out in the relevant part of the budget to the extent that this could not be contained by the relevant Head of Service viring in accordance with Financial Regulations;
 - d) On the basis that the exercise of delegated power will not result in expenditure exceeding that set out in the relevant part of the Investment Programme for the financial year in question;
 - e) Subject to a member of the public or, in the case of disciplinary matters, an employee being notified in writing of any rights of appeal;
 - f) Where it is consistent with the Board's procedures, policies, corporate standards and strategies;

- g) On the basis that the exercise of the power does not result in budget growth in future years;
- h) On condition that the Heads of Service shall maintain appropriate records of all decisions taken under delegated powers (with the exception of matters involving day to day management e.g. the ordering of office supplies, the granting of annual leave, etc.);
- i) On condition that action (with the exception of matters involving day to day management e.g. the ordering of office supplies, the granting of annual leave, etc.) taken under delegated power shall be reported to the appropriate Committee at a frequency prescribed by the Board;
- j) In the event that a matter requires determination but is in conflict with anyone or more of the above categories a) to i), the Head of Service shall refer that matter to the Board or to the relevant committee or sub-committee for decision;
- k) Any judgement regarding whether a matter is contentious, sensitive or complex shall be made on the basis of the situation that applied when the decision was taken by the Head of Service exercising the delegated power.

DELEGATION

- 3.1 The following matters have been delegated by the Board to the Heads of Service named and in this context "*delegated*" means that arrangements have been made for the discharge of a function by an officer.
- 3.2 Subject to the provision of the Act and any other statutes:
 - a) The Board may vary, restrict, suspend or add to any delegation granted to an officer of the Board;
 - b) The Board or appropriate Committee of the Board may deal directly with any matter included in this Scheme, where they consider there is good reason for so doing.

ALL HEADS OF SERVICE

- 4.1 Subject to the Schedule of Decisions Reserved to the Board, to appoint staff or to alter the terms and conditions of existing staff, subject to the written approval of the Director of Resources that adequate budgetary funding is available, and of the Chief Executive regarding the remuneration and other terms and conditions of the post.
- 4.2 To take disciplinary action against employees in their service, including suspension and dismissal, in accordance with the Board's disciplinary procedures and guidelines and subject to prior consultation with the Chief Executive.
- 4.3 Provided they have a relevance to the duties of the post, to authorise the attendance of:
 - a) Employees attending as delegates at seminars, conferences, courses or meetings, which are organised by, recognised bodies;
 - b) Employees invited to lecture in their professional capacity; and
 - c) Employees attending meetings of professional bodies of which they are Members.
- 4.4 To determine applications for permission for employees to attend training courses and enrolment for correspondence courses that will help them better discharge the duties of their post, after consultation with the Chief Executive.
- 4.5 To authorise the purchase of goods and services in accordance with any Board approved purchasing and sourcing policies.
- 4.6 To appoint temporary staff in the following circumstances:
 - a) for a period not exceeding 40 weeks, in the case of an absence from work of a permanent employee taking maternity leave and where such absence would otherwise affect the functioning of the service
 - b) for a period not exceeding 3 months, to meet the increased requirements of seasonal or other cyclical workloads;
 - c) for a period not exceeding 3 months, in the case of a vacancy arising within a department's establishment, where the absence of the employee undertaking the duties of the post would affect the functioning of the service;
 - d) for a period not exceeding 3 months, in the case of temporary absences from work of a permanent employee where such absences would otherwise affect the functioning of the service.
- 4.7 To determine annual leave arrangements of employees consistent with any standing instructions issued by the Chief Executive.
- 4.8 To determine applications for leave with pay to employees to attend meetings of Trade Unions recognised by the Board.

- 4.9 To determine applications for leave with pay to employees to attend examinations related to recognised qualifications within the Training Policy.
- 4.10 To determine applications for leave with pay to employees to serve on a jury, subject to the deduction of the allowance received.
- 4.11 To determine applications for paid leave to employees in respect of a bereavement or family illness in accordance with the Board's Scheme of Special Leave.
- 4.12 To grant paid paternity leave in line with statutory allowance to an employee on the birth or adoption of a child.
- 4.13 To approve essential overtime working in consultation with the Chief Executive and in accordance with the Board's policy on overtime working.
- 4.14 To determine applications from contractors for permission to assign or sub-let a contract or any part thereof.
- 4.15 To prepare and submit statutory and other returns except where there is a specific requirement for Board approval prior to submission.
- 4.16 Subject to prior consultation with the Director of Resources and the maintenance of records of such transactions, to determine scrap or surplus to the Board's requirements items of plant, equipment, furnishings or other material where the estimated value of such an item is less than £10,000.
- 4.17 Consistent with national agreements, to pay acting-up allowances to staff within the service in respect of periods during which the employee has been authorised by the Head of Service to undertake duties above the employee's current grading.
- 4.18 To vire expenditure between categories (salaries and supplies) or between elements (departments and projects) subject to a maximum of total annual virement of 5% of the total budget or up to a maximum of £50,000 for the department.

CHIEF EXECUTIVE

- 5.1 Except where otherwise referred to in the Constitutional Documents, and in consultation with the appropriate Chair, determine minor incidental matters on behalf of the Board, provided that the matter falls within the established policy position of the Board.
- 5.2 To authorise official hospitality.
- 5.3 To authorise Board Members' expenses claims.
- 5.4 Where required as a matter of urgency, to submit the views of the Board, to Scottish Ministers, Central Government, Scottish Housing Regulator and other external agencies and individuals, subject to the matter being reported to the next meeting of the Board.
- 5.5 To grant wayleaves or servitudes over property owned by the Hebridean Housing Partnership.
- 5.6 To authorise the transfer and appropriation of land incidental to the Board's decision to construct, alter or dispose of a building where a minister's decision is not involved.
- 5.7 To institute and defend any proceedings on behalf of the Board.
- 5.8 To obtain the opinion or other services of Counsel and/or other legal or financial practitioners up to a maximum cost of £10,000.
- 5.9 To settle claims against the Board up to a figure of £10,000, excluding interest and judicial expenses.
- 5.10 To arrange, in consultation with the relevant Chair, for an external speaker to address a meeting of the Board, a Committee, working group or an informal meeting of Members of the Board, Committee or working group.
- 5.11 To authorise, subject to prior consultation with the Chair of the Board, attendance by Members at seminars, conferences and like events.
- 5.12 To ensure the implementation and regular revision of the Board's general policy on Health and Safety.
- 5.13 To ensure that all complaints are dealt with in conformity with the Board's Complaints Procedure.
- 5.14 To approve the award in writing of agreements and contracts.
- 5.15 To accept tenders and award contracts provided prior approval has been received from the Board for the plans and/or specification to which the tender or contract relates. If the tender value exceeds £500,000 then two Board members must be present at the tender opening.

- 5.16 With the agreement of the Chair of the Board, to approve the appointment of staff whose purpose is to obtain new funding and where delay would jeopardise the obtaining of such funding.
- 5.17 With the agreement of the Chair of the Board, to approve urgent items of capital expenditure where the time scale for a decision does not allow the matter to be considered by the Board.
- 5.18 To determine applications for the release of vacant posts.
- 5.19 To determine the suitability of a particular post for job share, in consultation with the relevant Head of Service.
- 5.20 To determine applications for retirement on the grounds of ill health where there is a medical certificate that the employee is considered permanently unfit to carry out the duties of the post.

DIRECTOR OF RESOURCES

- 6.1 To deputise for the Chief Executive in his absence.
- 6.2 To open tenders in the presence of another officer of the Board.
- 6.3 To draw down and sign for cash from the Executive in accordance with the Board's funding allocation.
- 6.4 To accept a tender other than the lowest only in exceptional circumstances and upon advice from the instructing Head of Service and after prior consultation with the Chief Executive. A report giving the reasons for the acceptance of such tender shall be submitted to the next meeting of the Board.
- 6.5 To approve applications for financial assistance from outside bodies up to a maximum of £2,500.
- 6.6 To approve all new acquisitions of information technology hardware and software, consistent with relevant standards as may set from time to time by the Board.
- 6.7 To dispose of heritage and lease on the basis of terms recommended by the District Valuer, subject to prior approval of the disposal by the Board.
- 6.8 To determine arrangements for the payment of debts to the Partnership.
- 6.9 In relation to sundry debts, to select and implement appropriate methods of recovery of arrears.
- 6.10 To authorise the payment of expenses and allowances to Members and officers of the Board and to Partnership's Directors, subject to the Chief Executive's having been certified first by the Board's Chair.
- 6.11 To determine requests from directors or officers for advance payment of expenses or allowances.
- 6.12 To determine at what stage the police should be contacted having regard to the terms of the Partnership's Fraud and Corruption Policy.
- 6.13 To determine the type and level of resource to be used in the investigation of suspected fraud.
- 6.14 To arrange and review all insurance cover and negotiate all claims.
- 6.15 To authorise the payments of accounts.
- 6.16 To effect the arrangements for the borrowing and lending of money as required by the Partnership in accordance with the Partnership's borrowing and lending policies and the CIPFA "Treasury Management in Housing Partnerships: A Code of Practice."
- 6.17 To ensure compliance with the CIPFA "Treasury Management in Housing Partnerships: A Code of Practice" and to ensure compliance with the approved Treasury Management Policy Statement.

- 6.18 In consultation with the originating Head of Service, to write off individual debts which are irrecoverable, up to a maximum of £1,500.
- 6.19 To initiate Court Proceedings leading to Recovery of Possession of a tenancy at the Sheriff Court following Board approval.
- 6.20 To authorise the arrestment of wages or salaries in respect of Partnership employees.
- 6.21 To open bank accounts as required, but only in the name of the Hebridean Housing Partnership.
- 6.22 To maintain a list of those officers, who are authorised to sign cheques and other payable orders drawn on the Partnership's accounts with commercial Banks. This "*List of Authorised Signatories*" will include specimen signatures and will specify the level of delegated authority for each signatory.
- 6.23 To maintain also in the "*List of Authorised Signatories*" a list of authorised officers for such other purposes as are specified in the Financial Regulations.
- 6.24 To ensure that all discretionary fees and charges are submitted for annual review to the Board for approval before the start of the financial year.
- 6.25 To authorise the implementation of agreed salary and wage awards in respect of employees of the Partnership.
- 6.26 To determine and approve authorised car users for the Partnership.
- 6.27 To determine and approve the allocation of mobile phones to posts within the Partnership.
- 6.28 To establish and revise, in consultation with the relevant Head of Service, the grading of all approved posts within all Partnership departments, units or offices.
- 6.29 To interpret conditions of service and to authorise the implementation of revised conditions of service as approved by the national negotiating body in respect of employees of the Partnership.
- 6.30 To authorise the acceleration of an employee within his salary, wage, grade (or such extended grade as may be provided for under the relevant condition of service) who, in the opinion of the employee's Head of Service, has achieved advancement within an approved career grade or who is temporarily undertaking duties at a higher level.
- 6.31 To issue Contracts of Employment.
- 6.32 Where the Heads of Service further delegate matters listed in this Scheme to nominated officers, the Secretary shall maintain and annually review a list of the scope of such delegation and the officers to whom delegation has been granted.
- 6.33 Charity returns, authorising auditors' reports, signing of cheques & other instructions to bankers, signature for tax liabilities and duties relating to the

Company Secretarial role to be included under Director of Resources & Chief Executive as appropriate.

- 6.34 Following consultation with the relevant Chair, to call additional meetings of the Board, committees, sub-committees, Member/officer working parties and like bodies and informal meetings of the Members of such bodies.
- 6.35 To sign, authenticate and seal formal documents of the Board.
- 6.36 Approve Membership Applications in accordance with the Membership Policy.
- 6.37 To carry out regular reviews of Board Member and Staff Disclosure of Interest Forms.

DIRECTOR OF OPERATIONS

- 7.1 To deputise for the Chief Executive in his absence.
- 7.2 To allocate Partnership housing.
- 7.3 To allocate agency housing in accordance with their Allocations Policy.
- 7.4 To have the day to day responsibility for rent arrears monitoring and recovery including the issue of Notice of Proceedings for Recovery of Possession.
- 7.5 To determine the amount of allowance to be paid to tenants as a result of works carried out to their homes having regard to approved guidelines.
- 7.6 To determine applications from tenants to alter their homes internally or externally, to erect sheds and garages, install driveways and parking areas, and to keep pets and any other appropriate permissions.
- 7.7 To determine applications from tenants to vacate their dwellings for a period of up to six months in any period of 12 months.
- 7.8 To determine applications for transfer outwith the terms of the Partnership's allocation system in cases involving the under-occupancy of Partnership housing.
- 7.9 To transfer tenants of Partnership housing in those cases where it is necessary for their houses to be vacated.
- 7.10 To authorise and, subject to current Partnership policy and procedures, instruct repairs and minor alterations to houses.
- 7.11 To implement and enforce the terms of the Partnership missive of let including repossession and eviction.
- 7.12 To consider and determine applications to sub-let.
- 7.13 To factor property in the Western Isles on behalf of local housing agencies and act as the Partnership's "responsible person" as required by the Property Factors (Scotland) Act 2011.
- 7.14 To manage the homeless service on behalf of the Comhairle in accordance with its statutory obligation.
- 7.15 To arrange for the execution of works in respect of Partnership houses by direct labour or by outside contractors where the estimated cost of the works is less than £50,000.
- 7.16 To repossess houses in pursuance of the Policy on Anti-Social Behaviour and Neighbour Disputes in Housing.
- 7.17 To arrange house management transfers in compliance of the Policy on Anti-Social Behaviour and Neighbour Disputes in Housing

Part 5-Code of Governance



Code of Governance for Board Members

Section	Resources
Date Policy Approved by Committee	
Review Period	Every three years
Review Due	June 2012
Version	4.3(b)

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Policy Change History

Version	Change Applied	Date	By
4.3(b)	Following the consultation process, included a Code of Conduct and Acceptance Form to the Appendice of the report.	10 Sep 2009	Catriona MacLeod
5.0	Updated as part of the Standing Orders review to take account of policy changes at Partnership and Government level.	17 Aug 2012	Dena Macleod

Interpretations & Abbreviations

The following interpretation and abbreviations are used in this policy:

Word	Interpretation
<i>Registered Social Landlord (RSL)</i>	An organisation whose primary purpose is to provide affordable rented housing and which is registered with the Scottish Housing Regulator.
<i>Governance</i>	Describes the arrangements for leadership, direction and control in a Registered Social Landlord.
<i>Code of Governance</i>	A written document that sets out the standards of conduct individuals are expected to meet.
<i>Conflict of Interest</i>	A situation in which a governing body member's personal interests, circumstances or relationships or their outside activities and interests could be perceived by others to affect their independence and objectivity.
<i>HHP or Partnership</i>	Hebridean Housing Partnership
<i>Board</i>	Means the Board of the Hebridean Housing Partnership
<i>Board Members</i>	All Members of the Board including co-opted Members
<i>Close Relative and/or Member of the family</i>	A person is a close relative or a member of the family if: a) he or she is the spouse or he or she cohabits with that person (whether the same or different sexes), or b) he or she is that person's parent, grandparent, child, stepchild, grandchild, brother, sister.
All references to the masculine gender in this policy shall read as equally applicable to the feminine gender.	

If there is a conflict between this Policy and any statutory provision or regulation, the latter shall prevail.

CODE OF GOVERNANCE FOR BOARD MEMBERS POLICY

Aim

- 1.1 The code expects Board Members serving the Partnership to attain the highest standards of integrity. It covers the primary areas of responsibility and activity for a Board of Management.

Introduction

- 2.1 The Partnership recognises that being on a Board of a Housing Association is a big responsibility. We have adopted this Code of Governance for Board Members to help members meet their obligations and attain the highest standards. The Code is based on the model code developed by Scottish Federation of Housing Associations and it takes into account the findings of:
 - a) the NFHA (NHF) Governance Enquiry;
 - b) Scottish Homes' Research into Voluntary Committee Members;
 - c) the Report of the Committee of the Inquiry into Standards in Public Life (Nolan Inquiry); and
 - d) the Langlands Principles published in 2005 by an Independent Commission set up by the Office for Public Management and the Chartered Institute of Public Finance and Accountancy.
- 2.2 The Code is consistent with and complements what the Rules and Standing Orders specify in relation to the roles of Board Members and the Board of Management.

Membership of the Organisation

- 3.1 Board Members shall encourage eligible people to join the organisation:
 - a) membership is determined by the Rules of the organisation; and
 - b) members will be encouraged to participate as much as possible.

The Board of Management

- 4.1 The Partnership recognises that the Board of Management, referred to as the Board, is responsible for the range of functions listed below. The following functions are intended to be consistent with and complimentary to Rule 58.1 and that it receives appropriate information and advice to carry out its duties:
 - a) the risks and legal responsibilities arising from its control;
 - b) ensuring that the objectives of the organisation are in line with the Rules;
 - c) regularly reviewing the objectives;
 - d) ensuring there is a mechanism for regular performance reviews;
 - e) ensuring there is a balance of skills, experience and diversity of equality on the Board, if necessary by making use of co-options and casual vacancies; and

- f) decision making related to the range of subjects listed in the "Schedule of Decisions Reserved to the Board".
- 4.2 The core functions of the Board are to ensure that the organisation:
- i) operates within the law;
 - ii) operates according to its rules and procedures;
 - iii) meets the standard laid down by the Scottish Federation of Housing Associations, the Scottish Government and other regulatory bodies;
 - iv) establishes business and financial objectives;
 - v) protects the assets of the organisation;
 - vi) recognises its duty to tenants, applicants and other service users;
 - vii) develops, operates and regularly reviews policies designed to achieve these objectives;
 - viii) approves each year's budget, exercising financial management and managing responsibly both financial and non-financial risks;
 - ix) oversees and exercises control over the organisation's work and services;
 - x) delegates authority to and monitors the work of committees, sub-committees and staff;
 - xi) is responsible for employing staff to carry out the work of the organisation and setting their terms and conditions;
 - xii) monitors performance against objectives and performance standards;
 - xiii) ensures standards of performance are set by the organisation;
 - xiv) monitors the achievements of performance targets; and
 - xv) is assured that the information collected is used to amend targets, policies and/or procedures as necessary.

The Responsibilities of Office Bearers

- 5.1 There are three office bearers: the Chair, the Vice-Chair and the Secretary.
- 5.2 The principle of the Chair being 'first among equals' rather than a 'controller' is an important strength.
- 5.3 The relationship between the Chairperson and the Chief Executive, as leaders of the Board and of the staff group respectively, is vital to the effective governance of the Partnership. The relationship must be based on good and regular communication, mutual trust and support and an understanding of the respective roles and responsibilities.
- 5.4 The responsibilities of the Chair shall include:
- a) providing leadership to the governing body:
 - (i) represent the Partnership and present constructive views on its behalf;
 - (ii) keep the composition, skills and effectiveness of the Board under review, and recommend action to remedy any deficiencies;
 - (iii) ensure that the Board receives appropriate professional advice;

- (iv) ensure, in the event of a vacancy, in conjunction with other members of the Board, that the post of Chief Executive is filled in a timely and orderly fashion, in accordance with employment legislation, good practice and the Partnership's own recruitment policy;
 - (v) ensure, in conjunction with other members of the Board, that the remuneration of the Chief Executive is considered, and recommendations made to the Board;
 - (vi) arrange, with other members of the Board, for the annual appraisal of the Chief Executive, and report results to the Board; and
 - (vii) provide ongoing support and guidance to the Chief Executive and (where necessary) initiate any disciplinary action.
- b) Ensuring the efficient and proper conduct of the Board's business:
- (i) chair all general meetings of the Partnership in accordance with its constitution;
 - (ii) chair all meetings of the Board, in accordance with its Standing Orders, and ensure the efficient and proper conduct of the Board's business;
 - (iii) ensure that the views of all Board members are sought before any important decision is taken at meetings;
 - (iv) decide on any points of order arising at any meetings of the Board;
 - (v) keep order and make sure that every member has a fair hearing and an opportunity to express their views on the subject under discussion;
 - (vi) decide all matters of order, relevancy and at his/her discretion, alter the order of business at any stage of the meeting; and
 - (vii) exercise a second and deciding vote in the event of a tie in the vote of the Board.
- c) Acting under delegated authority on behalf of the governing body:
- (i) initiate any investigation under the terms of the Partnership's Code of Conduct;
 - (ii) ensure that the Partnership's business is efficiently and accountably conducted between Board meetings;
 - (iii) act as the final authority in relation to appeals and complaints, in accordance with the Partnership's policies;
 - (iv) sign cheques and documents requiring the Board or the Chairperson's authorisation;
 - (v) take decisions on behalf of the organisation in the event of emergencies that occur outwith the regular Committee cycle, reporting these back to the main Committee for ratification.
- 5.5 The responsibilities of the Vice-Chair shall be to deputise for the Chair as required and when so doing, to undertake the responsibilities of the Chair listed above.
- 5.6 The Chair and the Vice-Chair shall be elected Board Members.

- 5.7 Responsibilities of the Secretary shall include:
- a) calling, attending and keeping the minutes of general and Board meetings;
 - b) circulating the relevant papers for these meetings;
 - c) preparing and sending all necessary reports to The Scottish Government, the Financial Services Authority and other regulatory bodies;
 - d) keeping the Register of Members, the Organisation's Seal and accounts; and
 - e) ensuring that the organisation acts legally and constitutionally within its Rules.
- 5.8 As a member of staff, the Secretary shall not take part in Board decisions and the role shall remain advisory.

The Conduct of the Board's Business

- 6.1 The Partnership recognises that the Board has a duty to:
- a) the organisation;
 - b) its Members;
 - c) its tenants;
 - d) its staff; and
 - e) the wider community.
- 6.2 New and prospective Board Members will be given an induction programme so they can learn the workings, policies and procedures of the organisation. They will receive information on what is expected of them.
- 6.3 Consistent with Standing Order 12.4, the responsibilities of Board Members shall include:
- a) the range of subjects listed in the "Schedule of Decisions Reserved to the Board";
 - b) ensuring that the Partnership complies with The Scottish Government's guidance, funding conditions and performance standard;
 - c) ensuring that the Partnership conducts its activities to the highest standards and in a manner which is open and accountable;
 - d) ensuring that decisions are taken in the best interests of the Partnership, taking into account the views of the Board Members, its tenants and the wider community;
 - e) ensuring that the policies of the Partnership are approved and reviewed, taking into account the views of Board Members, its tenants and the wider community.

- f) ensuring that the structure and cycle of meetings is appropriate and that the remits of any committees are clearly defined and recognised;
- g) adopting and monitoring the Code of Governance for Board Members;
- h) appointing Office Bearers;
- i) appointing an executive management team;
- j) any matters referred to it by a general meeting;
- k) upholding the values, objectives and policies of the organisation;
- l) contributing to and being responsible for Board decisions;
- m) preparing for meetings;
- n) attending meetings punctually;
- o) attending relevant training and events;
- p) representing the organisation positively;
- q) declaring any relevant interests;
- r) respecting confidentiality of information; and
- s) upholding the Codes of Conduct and Statement of Common Values of the SFHA.

6.4 Board Members shall:

- a) be given a regularly updated list of all the available policies and procedures that the organisation is required to have;
- b) ensure that professional advice is sought when it is required to inform decisions;
- c) ensure that committees, sub-committees, working groups and staff are, subject to adequate reporting back, delegated the authority to enable the business of the organisation to be carried on between meetings, where there is urgent business, and during emergencies; and
- d) ensure that a regular training plan is prepared for the Board and individual Board Members to support continuing effectiveness.

The Partnership's Staff

7.1 The Board shall ensure that staff are employed in line with current legislation and in accordance with good practice. Board Members shall also:

- a) understand the complementary but distinctive roles of Board and staff;
- b) recruit staff fairly, impartially and with regard to Equal Opportunities;

- c) allow staff access to any policies relating to their employment;
- d) implement a system of appraisal for staff; and
- e) avoid undue familiarity.

Co-optees

- 8.1 In relation to Rule 39 and Standing Order 11.1, where there is a shortage of particular skills, expertise or experience, the Board may co-opt to bring such skills to the Board in respect of particular or general aspects of the Board's work.
- 8.2 To meet such a shortage, up to three persons may be co-opted in the following type of circumstances:
- a) as a substitute for a Member with particular skills, who may be absent for a prolonged period on special leave;
 - b) to assist with a substantial, complex undertaking for which the Board's skill base is deficient; or
 - c) to assist with a major overhaul of an aspect of Board activities that is in crisis.
- 8.3 Co-optees do not need to be Members of the Partnership, but they can only serve as co-optees until the next Annual General Meeting or until removed by the Board. Co-optees may take part in Board discussions and vote at meetings on all matters except those that directly affect the membership of the Partnership or the election of office bearers to the Board. Co-optees may not stand for election as one of the office bearers of the Board nor be elected as one of the office bearers.

Committees

- 9.1 One Standing Committee has been established Audit & Risk. The following principles apply:
- a) the committee and its chair has clear written terms of reference and levels of referred and delegated authority stated in the Standing Orders which have been approved by the Board;
 - b) the committee reports regularly to the Board;
 - c) the committee meet regularly to complement the work of the Board and to carry out the organisation's business; and
 - d) the committee, its terms of reference and levels of authority shall be reviewed annually.

Openness and Accountability

- 10.1 Openness and accountability are part of the ethos of the voluntary housing movement. Providing full information to the public is especially important given that associations receive public funds. Information shall be withheld only if there is an issue that requires confidentiality - only information of a personal or commercially sensitive nature will be withheld or where disclosure is covered by legislation.
- 10.2 The Board's Openness and Confidentiality policy covers the following areas:
- a) ensuring that all information is made available to the public unless it is personally confidential, commercially sensitive or where disclosure is restricted by legislation;
 - b) holding an annual conference to provide an opportunity for tenants to ask questions about performance, service standards and other general matters;
 - c) ensuring a range of mechanisms for the dissemination of handbooks, leaflets, newsletters, survey results and posters;
 - d) ensuring that wherever possible and practicable, documents are written in plain English and available on request in a variety of information formats and in translation;
 - e) ensuring that requests for information are met, unless it is personally confidential or commercially sensitive;
 - f) allowing Members of the Partnership and the public to attend non-confidential parts of the meetings, and making publicly available on the internet, non-personal or non-commercially sensitive Board papers and minutes;
 - g) ensuring a well-publicised complaints policy that is accessible at the Partnership's offices and on the website which is easy to use;
 - h) Customer surveys will be carried out on a regular basis and the results of these surveys will be used to inform policy and service reviews. Tenant newsletters will update tenants with how HHP has responded to survey feedback; and
 - i) ensuring a review of the organisation's policy and practice on openness and confidentiality is carried out every three years unless there is a need to respond to new legislation/policy guidance.

Tenant Participation

- 11.1 The Partnership recognises that a variety of people will use its services, including tenants, residents and other members of the community. The Board's Tenant Participation Strategy in Partnership with the Western Isles Forum of Residents and

Tenants Association (WIFTRA) aims to further develop the participation of Island communities in housing related matters.

- 11.2 The Tenant Participation Strategy outlines how tenants can be involved, apart from in membership of the Board. Its key objectives include:
- a) improving the geographic spread of tenant participation;
 - b) agreeing a strategy by which the Forum and HHP can increase the membership of existing tenant/resident associations, and improve current levels of communication between each organisation;
 - c) ensuring the empowerment of the Forum by the continued provision of a dedicated budget;
 - d) identifying the training needs of tenants and staff in relation to the development of tenant participation, and to establish an ongoing and responsive training programme;
 - e) improving procedures for information sharing between tenant/resident associations and the community councils;
 - f) inviting community councils to appoint a named person to liaise on matters of tenant participation, where there is no tenant/resident association in operation;
 - g) keeping all individual tenants and Tenant/Resident Associations informed and updated; and
 - h) promoting the concept of “village voices” for small rural housing estates.

Equal Opportunities

- 12.1 The Partnership is intent on ensuring people or communities do not face discrimination or social exclusion due to the following personal characteristics:
- (a) age;
 - (b) disability;
 - (c) gender;
 - (d) race or ethnicity;
 - (e) language;
 - (f) faith;
 - (g) religion or belief;
 - (h) sexual orientation; or
 - (i) gender identity.

- 12.2 This policy complies with the Partnership's Equal Opportunities Policy.
- 12.3 The Partnership will regularly review this policy for equal opportunities implications and take the necessary action to address any inequalities that result from the implementation of the policy.

Audit

- 13.1 The Board will develop an Internal Audit policy and annual audit plan for the Partnership. The policy and plan will consider risk management and risk assessment. The Audit policy will cover:
- a) standards of performance;
 - b) procedures;
 - c) service delivery; and
 - d) compliance with standards and legislation.
- 13.2 The audit will involve closely examining internal procedures and putting them to the test using an 'internal auditor', who will make reports and recommendations to the Audit and Risk Committee.

Financial

- 14.1 The Board will ensure at all times that they have financial control of the Partnership and that they comply with legislation, performance standards and good practice issued by SFHA, The Scottish Government and other regulatory bodies.

Financial Audit

- 15.1 The Board will ensure that its accounts are audited externally. The Board is responsible for record keeping, setting and selecting appropriate accounting policies and preparation of the financial statements. The Board will provide a statement in its audited accounts about the organisation's system of internal financial control. The statement shall cover:
- a) acknowledgement of the Board's responsibility;
 - b) an explanation of the extent of the assurance against financial loss;
 - c) a description of key procedures;
 - d) confirmation that the Board has reviewed the effectiveness of the system; and
 - e) information about weaknesses in financial control that have led to losses.
- 15.2 External auditors will be appointed to comment on the statement of internal financial controls. Auditors will be independent and will be appointed through a proper selection procedure. The appointment will be subject to review every year

taking account of output, quality, cost effectiveness and whether the terms of engagement have been fully met. Re-appointment will be based on the results of the review. The Board will conduct a formal tendering process for their external auditor at least every seven years.

Performance Audit

- 16.1 The Partnership recognises that the Board is responsible for ensuring the organisation is in compliance with Performance Standards for Social Landlords published by The Scottish Government, SFHA and COSLA. The Board will ensure that:
- a) Standards of Performance are set by the organisation;
 - b) the achievement of performance targets is monitored; and
 - c) the information collected is used to amend targets, policies and procedures as necessary.

Conduct of Board Members

- 17.1 The Partnership recognises that Registered Social Landlords must act to maintain their reputation for high standards of conduct. Some of these standards are enshrined in legislation others are set out in the organisation's Rules and Code of Conduct for Staff.
- 17.2 In order to ensure that Board members are promoting values for the whole organisation and demonstrating the values of good governance through behaviour, every new member will be asked to sign a Code of Conduct and Acceptance Form (Appendix 2) prior to their attendance at a meeting of the Partnership.
- 17.3 The Board will keep a register of interests of individual Board Members which discloses at a minimum, their employment, positions of public responsibility, membership of other registered social landlords and any financial interest which they may have relating to the work of the organisation. Board Members shall be guided by the following principles:
- a) do nothing that cannot be justified to the Board, tenants, the membership or the public;
 - b) actively avoid situations that could cause suspicion of improper conduct;
 - c) declare and record any conflict of interest and make the record available for public scrutiny. If the conflict of interest is substantial, you should offer, or be invited by the Chair, to withdraw from the meeting. Alternatively, you should not vote on the matter. If there are frequent conflicts of interest you should consider resigning. Board Members are expected to comply with the policy on the Disclosure of Interests;

- d) Board Members are expected to comply with the policy on Gifts and Hospitality. The following points are included:
 - (i) gifts of significant value should be refused. 'Significant' is defined in the policy on Gifts and Hospitality as above £30.
 - (ii) hospitality that could be seen as improperly influencing the Board's decision should be refused; and
 - (iii) other gifts and hospitality, including offers that are refused, should be formally recorded in a register.
- e) Board Members should ensure that the facilities of the organisation are used only in line with their duties as Board Members;
- f) Board Members should ensure that confidential information acquired as a result of their position is not disclosed to anyone other than those who have a right to the information. Members should also ensure that such confidential information is not used for personal advantage; and
- g) the use of office e-mail is subject to the Internet and e-mail usage policy that will be developed by the Partnership.

Review of Policy

- 18.1 The Partnership's Code of Governance and any revision of it will be drawn to the attention of every Member of the Board. The contents of the documents produced under the policy will be brought to the attention of all Board Members to which the contents are relevant.
- 18.2 The policy and any documentation produced under it will be added to or modified as required and will be reviewed every three years.
- 18.3 The Board of Management or relevant committee will receive the annual reports on the working of this policy.

Breaches of Policy

- 19.1 If a Board Member knowingly breaches the conditions of this Code or is unable to confirm acceptance of it, the Board will take appropriate action commensurate to the seriousness of the breach, including removal from office in accordance with the Partnership's procedures for the removal of a Board Member.
- 19.2 A protocol indicating how breaches of rule 43.3 can be dealt with is shown in Appendix 1.

APPENDIX 1

PROTOCOL FOR BREACH OF THE CODE OF GOVERNANCE

Introduction

- 1.1 This procedure details how a breach of the Code of Governance by Board Members shall be dealt with.

Reporting A Breach

- 2.1 If the Chief Executive receives a complaint or otherwise becomes aware that a Board Member has allegedly breached the Code of Governance by:
- a) failing to perform to the published standards laid down by the SFHA or The Scottish Government that have been adopted and operated by the Partnership;
 - b) failing to sign or otherwise comply with the Partnership's Code of Governance for Board Members; or
 - c) committing a serious breach of the Partnership's Rules or Standing Orders;
 - d) the Chief Executive shall commence an informal investigation of the alleged breach and notify the Chair of the Board accordingly.
- 2.2 Where the suspected breach involves the Chair, any reports should be made to the Vice-Chair, who will thereafter undertake all of the duties assigned to the Chair in the protocol.

Informal Investigation

- 3.1 The Chief Executive and the Secretary shall define precisely the terms of the alleged breach, send a copy of it to the Board Member implicated, and invite the Board Member to respond to the allegation within seven days.
- 3.2 If the Board Member satisfies the Chief Executive that there has been no breach, the informal investigation will go no further and the complainant and the Chair will be informed accordingly.
- 3.3 If no response is received from the Member, or if the response supplied by the Member is not considered to be satisfactory, the Chief Executive shall instruct the Secretary to convene a meeting with at least seven days notice to investigate the complaint further.
- 3.4 The purpose of the meeting will be to give the Member the opportunity to provide further evidence with any supporting documentation that there has been no breach of the Code of Governance.

- 3.5 A letter shall be sent to the Member advising of the:
- a) time and place of the meeting;
 - b) purpose and informal nature of the meeting; and
 - c) Member's right to be represented at the meeting with a person of his/her choice.
- 3.6 At the meeting, the Member and/or his/her representative will be given the opportunity to provide any evidence considered to be in support of their case. The meeting will be attended by the Chief Executive and the Secretary, who will be present solely to keep a Note of the meeting. At the end of the meeting, the terms of the Note will be agreed with the Board Member for accuracy. A written copy will be forwarded to the Board Member as soon as possible. A copy of the Note will be placed on the Board Member's correspondence file.
- 3.7 The Chief Executive will consider the information provided and decide whether a breach has occurred.

Action To Be Taken Following Informal Investigation

If The Conclusion Is That No Breach Has Occurred

- 3.8 If the conclusion of the Chief Executive is that no breach of the Code of Governance has occurred and that there is no case to answer, the Chief Executive will inform the Board Member immediately by telephone. Within seven days of the meeting, the Secretary will confirm this in writing.
- 3.9 The Secretary shall also inform the complainant and the Chair of the Board of the decision and the reason for it. In the absence of any fresh information, this shall be deemed to be the end of the matter.

If The Conclusion Is That A Breach Has Occurred

- 3.10 If the conclusion of the Chief Executive is that a breach of the Code of Governance has occurred, the Chief Executive shall:
- a) immediately inform the Board Member accordingly, by telephone;
 - b) give the decision in writing and the reasons for it to the Member within seven days and advise the Member that there will be an opportunity for the matter to be considered further at a Hearing at a special meeting of the Board soon to be convened;
 - c) inform the complainant and the Chair of the Board of the decision and the reason for it; and

- d) instruct the Secretary to convene a special meeting of the Board for the purpose of a Hearing. The only agenda item will be to consider the alleged breach as clearly spelled out in the notice of the meeting. The guidelines and procedures at paragraphs 4 & 5 below shall be followed for the Hearing, and any decision of the meeting shall have regard to Rule 43.3.2 as referred to in paragraph 4.9 below.
- 3.11 Where the suspected breach involves the Chair, any reports should be made to the Vice-Chair, who will thereafter undertake all of the duties assigned to the Chair in the protocol.

General Guidelines For A Hearing At A Special Meeting

- 4.1 The Member who is the subject of an alleged breach of the Code of Governance shall be invited to a Hearing which will be conducted at a Special Meeting of the Board. At least 14 days notice shall be given of the Hearing. The Member shall be entitled at his/her own expense to be represented at the Hearing by someone of his/her own choice.
- 4.2 The Director of Resources shall ensure that appropriate legal advice is available for the Hearing.
- 4.3 Any Board Member involved in the formulation of the complaint before the Hearing or any Board Member formally supporting either party at the Hearing shall not take part in the Hearing as a Board Member. Any such Member may, however act as a witness and be cross-examined at the Hearing.
- 4.4 The parties to the Hearing shall be:
 - a) the Board Member allegedly in breach of the Code of Governance and his/her representative; and
 - b) the Chief Executive and any support specified before the Hearing.
- 4.5 The parties to the Hearing shall enter the room together and shall leave the room together.
- 4.6 Questions put by the Board to any of the parties will be made in the presence of the other party, as will all answers.
- 4.7 A Hearing is not a judicial process and the Board is not bound by any rules of evidence or the like. Provided there is fair disclosure, Board Members are entitled to consider any and all evidence they consider relevant to the determination of a complaint.
- 4.8 Board Members should not form a view on whether a breach of the Code of Governance has occurred until they have heard and considered all the materials, information and representation brought to their notice.
- 4.9 Where the conclusion of the Hearing is that a breach and/or a failure to follow the Code of Governance has occurred, the Board shall then be entitled to vote on the

sanctions or penalties to be imposed on the Board Member being complained against. However, a decision that the Member in breach shall be required to leave the Board may only be taken “*if two thirds of the remaining Board Members vote in favour of this at the special meeting convened for the purpose*” as specified in rule 43.3.

Procedures For A Hearing At A Special Meeting Of The Board

- 5.1 The Chair will welcome the participants to the Hearing and ask the Secretary to state fully the details of the alleged breach.
- 5.2 The Chair will ask the Chief Executive to present evidence and call any witnesses to support the alleged breach. The Member and/or his/her representative followed by other Members of the Board will be given the opportunity to question the Chief Executive and any person acting as a witness or otherwise in support of the case presented by the Chief Executive.
- 5.3 The Chair will invite the Member or his representative to speak and call any witnesses against the alleged breach. The Chief Executive followed by Members of the Board will be given the opportunity to question the Board Member, his/her representative and any person acting as a witness or otherwise in support of the case presented by the Member.
- 5.4 The Chair shall invite the Chief Executive to sum up his/her case and advise that no new information should be introduced in the summing up.
- 5.5 The Chair shall invite the Board Member or his representative to sum up their case and advise that new information should be introduced into the summing up.
- 5.6 The parties to the case shall withdraw whilst the Board considers the matter and makes a decision.
- 5.7 When the Board comes to a decision, the parties to the Hearing shall be invited back into the Hearing room. The Chair will give the Board’s decision, reminding the parties that the decision is final, with no right of appeal.
- 5.8 The Secretary shall write to the Member within seven days of the meeting giving the Board’s decision and advising of any consequences.

APPENDIX 2

CODE OF CONDUCT AND ACCEPTANCE FORM

Code of Conduct

Each individual member is expected to contribute constructively to the work of the Hebridean Housing Partnership. The effective collective performance of the Board depends on members recognising and fulfilling their individual responsibilities.

All members share and must accept collective responsibility for the decisions properly made by the Board. All members are equally responsible in law for the decisions made. Each must act only in the interests of the housing association and its customers, and not on behalf of any constituency, other organisation or interest group. Although members may have been elected, nominated or appointed by a particular stakeholder group, their overriding loyalty must be to the housing association as a whole.

It is an expectation of the Hebridean Housing Partnership that members of the Board consider and sign that they accept the expectations and obligations of the Code on an annual basis.

Every individual member is expected to:

- ✓ **Uphold the values, objectives and policies of the Hebridean Housing Partnership**
Members should always act in accordance with the values, objectives and policies and should never be seen to undermine them in any way.
- ✓ **Contribute to and accept responsibility for the governing body's decisions**
Members should take a full and active part in the discussion at Board meetings and accept responsibility for decisions taken. If a decision is taken that the Board member cannot agree with and support publicly, they should consider resignation.
- ✓ **Uphold and promote the principles of equality and diversity in the governance of the Hebridean Housing Partnership**
Board members should display no discriminatory behavior in their dealings with fellow Board members, staff, tenants and service users or other stakeholders in the organisation.
- ✓ **Treat all colleagues with consideration, and foster mutual respect and trust**
Board members must not indulge in any bullying or offensive behavior and always respect the Chair in meetings.
- ✓ **Prepare for meetings and attend regularly and punctually**
Preparation for meetings is vital if Board members are to make informed decisions at meetings. Board members should also ensure that they are able to attend the

majority of meetings during the course of the year so that they are making a positive contribution to the organisation.

- ✓ **Attend relevant training sessions and events**
The housing and business environment is constantly evolving with new legislation, regulation and initiatives. Board members should keep abreast of these developments so that they can bring informed opinions to Board discussions.
- ✓ **Attend and participate in reviews of the performance and effectiveness of the Community Liaison Groups**
It is an important part of The Scottish Housing Regulator's regime that services are constantly managed for improvement. This applies as much to the operations of the Board, which should be subject to regular review.
- ✓ **Represent the Hebridean Housing Partnership positively and appropriately**
All Board members are ambassadors for the organisation and thus at all times should present the Partnership in a positive light through their statements and behaviour.
- ✓ **Be aware of the restrictions on payments and benefits and follow the Hebridean Housing Partnership's policy on managing these restrictions**
Board members must be aware of any legislation which governs payments and benefits to staff and Committee members and have a familiarity of the Hebridean Housing Partnership's own policy.
- ✓ **Not accept any offers of gifts and hospitality which could be seen as a way of exercising an improper influence over decision making**
While small gifts from third parties may be acceptable (but must always be declared and recorded), Board members should always be mindful of how their actions will appear to the outside world, and not bring the organisation into disrepute.
- ✓ **Declare any personal or other interests which could potentially conflict with those of the Hebridean Housing Partnership.**
In all of their dealings, Board members must be conscious of any interests or relationships that may appear incompatible with their role on the Board to the general public. If in doubt, these interests should be declared to the Board so that a decision can be taken over the best form of action in each case.
- ✓ **Not engage in any activity which could be detrimental to the interests of the Hebridean Housing Partnership.**
Board members are ambassadors for the Partnership and are bound by the collective responsibility of the Board. It would therefore be highly inappropriate to indulge in any activity that undermined the Partnership.

- ✓ **Respect confidentiality of information where appropriate**
Board members will be privy to highly sensitive information, about tenants and about commercial matters. It is vital to the trust that is placed in the Partnership by tenants, other service users and partner organisations that confidential information is not divulged outside of the meeting.

- ✓ **Keep his or her own learning and knowledge of their local and national operating environment and the impact that this has on the Partnership, as up to date as possible, in order to make well informed decisions.**
In addition to training, there is an onus on each Board member to keep up to date with the operating environment of their housing association, 'scanning' the environment for changes that may affect the organisation. This may involve keeping abreast of changes in the local national and housing press, checking relevant websites occasionally.

- ✓ **Adhere to the principles and the expectations set out in The Scottish Housing Regulator's Code of Governance and other regulatory codes that apply to the RSL.**

In the event that the Board member is alleged to be in breach of the Code, then the matter will be referred to the Chair or suitable sub-committee of the Partnership for investigation. In the event of a serious breach of the Code a Board member could be censured or required to leave the Board. For further details, see the Hebridean Housing Partnership's Code of Governance policy.

ACCEPTANCE FORM

I have read and understood the above Code of Conduct, and accept the expectations and obligations contained within it. I understand that action may be taken by the Partnership in the event of any breach of the Code.

Name (In capitals) _____

Signature _____

Date _____