



hebridean housing
partnership



▶ Composite Standing Orders

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COMPOSITE STANDING ORDERS

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 23 June 2020.

MEMBERSHIP

MEMBERSHIP OF THE PARTNERSHIP

- 4.1 The Board has delegated responsibility for assessing and approving applications from Community or Tenants members, to the Company Secretary.
- 4.2 Before an application for either Community or Tenant Membership is approved, the Company Secretary will ensure by appropriate checks that the applicant fulfils the respective membership criteria.
- 4.3 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.

- 4.4 Each application for Community or Tenant Membership shall be considered by the Company Secretary as soon as reasonably practicable after receipt of the written application and any additional information required.
- 4.5 If the Company Secretary 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 decision being taken and give reasons in the case of a refusal.
- 4.6 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 Outer Hebrides and having lived or operated in the Outer Hebrides for period of three consecutive 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.
- 4.7 If a Community Member ceases to maintain a local connection with the Outer Hebrides, the Board will end that person’s membership and cancel their share.
- 4.8 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.
- 4.9 If a Tenant Member ceases to be a tenant of the Partnership but meets the qualifying criteria to become a Community Member, 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 Partnership’s Rules and the Code of Governance.
- 5.2 Membership of the Board is not transferable and shall cease on resignation, retirement or on death for Tenant 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 In accordance with Rule 43.1.11 the Board must determine whether to let Board Members serving for a continuous period of nine years or more continue in service. Any Board Member fulfilling this criteria and who wishes to remain on the Board will be asked to complete a self-evaluation questionnaire to demonstrate their continued effectiveness, and a report will be prepared by the Company Secretary which the Board will then assess.

- 5.4 If the Board is not satisfied of the Board Member's continued effectiveness in terms of Rule 37.9, the Board must not allow the Board Member to stand for re-election or re-appointment.
- 5.5 The Board shall have up to twelve Board Members and up to three co-opted Members.
- 5.6 Other than co-opted Members, Board membership at all times shall be divided into four categories: the three main Board Member Categories are the Council Category comprising of up to three members, the Tenants Category comprising of up to four members, and the Community Category comprising of up to five members. The fourth category is that of Appointed Board Members in which one member may be appointed should there be a need or requirement to appoint a Board member with a particular skill or experience to the Board. Board Membership of the Partnership is governed by Rules 37 to 44 of the Partnership's Rules and the Partnership's Membership Policy.
- 5.7 The Tenant and Community Board Members are subject to change on a regular basis and are elected in conformity with Rule 40.1 – 40.7. 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.
- 5.8 In accordance with Rule 37.2.4 the Board may use one of the three co-opted Board Member places to appoint an Appointed Board Member whom the Board considers will enhance the skills, knowledge, diversity and/or objectivity of the Board and its decision-making. The appointee must be a Member of the Partnership. The manner of identifying, selecting and appointing an Appointed Board Member shall be determined by the Board from time to time. When appointing an Appointed Board Member the Board must determine the proposed duration of the appointment, which must be no longer than three years. A retiring Appointed Board Member may be re-appointed accordingly.
- 5.9 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.
- 5.10 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 44.6 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 organisation for the purposes of the Rules) that is eligible by having sufficient "local connection" with the Outer Hebrides, 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 £1.00.

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, a nomination may be received and accepted from a tenant of another Tenant Membership Group in accordance with Rule 37.3.

Council Board Membership

- 8.1 The Council category is represented by up to three council representatives and shall be nominated by the Council in terms of Rule 40.8 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)
 - b) A Board Member shall not be eligible for election or re-election (Rule 43)
 - c) A Board Member shall no longer be a Board Member; (Rule 44) and
 - d) Board Membership shall cease, including retirement by rotation. (Rules 39.1 to 39.4 and 43.1.11)
- 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 Chair 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 64 and 65 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 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, Committee or Working Group 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; or
 - d) As an Appointed Board Member in accordance with Rule 37.2.4.
- 11.3 Such persons shall be appointed in accordance with Rule 42 and the Code of Governance for Board Members, following a recruitment process.

RECRUITMENT OF BOARD MEMBERS

- 12.1 If a skills gap becomes apparent on the Board, an exercise will be carried out by the Company Secretary and Executive Office to identify potential candidates and make recommendations for approval in line with the procedure.

THE ROLE AND REMIT OF THE BOARD

- 13.1 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.
- 13.2 The Schedule of Decisions Reserved to the Board shall be subject to an annual review to be completed before the Annual General Meeting.
- 13.3 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 47 and the Code of Governance for Board Members.
- a) The direction and control of the organisation;
 - 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; and
- h) Decision making related to the range of subjects listed in the "Schedule of Decisions Reserved to the Board".

13.4 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 Federation of Housing Associations, The Scottish Housing Regulator and other regulatory bodies.
- d) Establishes business and financial objectives;
- e) Protects the assets of the organisation;
- 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, working groups and staff;
- k) Is responsible for employing staff to carry out the work of the organisation and setting their terms and conditions;
- l) Monitors performance against objectives and performance standards;
- m) Ensure standards of performance are set by the organisation;
- n) Monitors the achievements of performance targets; and
- o) Is assured that the information collected is used to amend targets, policies and/or procedures as necessary.

13.5 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.

13.6 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

- 14.1 In accordance with Rule 59.1 the Partnership shall have three officer bearers: the Chair, the Vice-Chair and the Secretary. The role of the Chair is outlined in Rules 59.5 to 59.10 and the duties relating to this post are shown at paragraph 23.1 to 23.6 of the Standing Orders. In the Chair's absence the Vice-Chair will perform the same role and duties as the Chair.
- 14.2 The Head of Executive Office, in accord with the job description of that post, shall undertake the duties of Company Secretary listed in Rule 59.
- 14.3 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.
- 14.4 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.
- 14.5 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.
- 14.6 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 MEETING

FREQUENCY

- 15.1 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 first Board Meeting following the AGM.
- 15.2 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

- 16.1 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

- 17.1 The Secretary shall ensure that each meeting of the Board and its committees shall be called by written notice posted, or sent by email, and that the agenda, minutes and reports relating to each meeting shall be made available to Board Members for downloading to their Tablet device at least eight days before the date of the meeting.
- 17.2 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, on the Partnership's website and social media platforms.

- 17.3 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.
- 17.4 Prior to the agenda of a meeting being finalised, the Secretary shall contact the appropriate Chair to discuss the matters that will appear on the agenda and to confirm the order of business.
- 17.5 Depending on prevailing circumstances, meetings may be convened remotely using the Partnership's video conferencing facilities. The Secretary shall take all reasonable steps to ensure that all Board Members are able to access and participate in the meeting if it is being held in this manner.

ATTENDANCE AT BOARD MEETINGS

- 18.1 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 authorisation of special leave has been tabled at the Board meeting by the Secretary to enable the matter to be approved.
- 18.2 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; or
 - e) Public transport being unavailable as a result of bad weather or technical failure.
- 18.3 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.
- 18.4 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

- 19.1 The Board will have two standing Committees, the Audit and Risk Committee and the Joint Consultative Committee. The detail regarding the Audit & Risk

Committee and the Joint Consultative Committee is in Part 3 of the Standing Orders: the Scheme of Administration for Committees.

19.2 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.

19.3 The Audit and Risk Committee must meet at least quarterly.

19.4 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.

19.5 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

19.6 The Board will also appoint a Gaidhlig spokesperson to assist the Chief Executive respond to media enquiries.

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

QUORUM FOR BOARD, COMMITTEES AND WORKING GROUPS

20.1 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.

20.2 Co-opted Members will not count for the purpose of determining a quorum.

20.3 Consistent with the terms of Rule 48, no item of business shall be transacted at a meeting of the Board unless at least four Board Members, who must represent at least two of the three different Board Member Categories, are present and entitled to vote on that item.

20.4 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 different main Board Member Categories, are present and entitled to vote on that item.

20.5 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

21.1 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.

21.2 No item of business shall be transacted at an Annual General Meeting or a Special General Meeting unless:

- a) At least seven Members, including at least one Member from each of the three main Board Member Categories, are present and entitled to vote on that item; or
 - b) Where the membership exceeds 70 persons, at least one tenth of the membership, including at least one Member from each of the three main Board 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.
- 21.3 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.
- 21.4 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 29.1, 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.
- 21.5 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

- 22.1 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

- 23.1 The appointment of the Chair and the procedure for chairing Board meetings will be in accordance with Rule 59.5.1 to 59.5.12.
- 23.2 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.
- 23.3 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) Ensuring 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.
- 23.4 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.
- 23.5 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.
- 23.6 The same principles shall apply to the chairing of 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

- 24.1 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. If no Members who were present at a meeting are available to approve the minute, e.g., following resignations or retirements, officers who were present at the meeting can confirm the Minute is an accurate record of the meeting's proceedings which will enable the Board to approve the minute.

- 24.2 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.
- 24.3 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.
- 24.4 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.
- 24.5 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.
- 24.6 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.
- 24.7 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.
- 24.8 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

- 25.1 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.

- 25.2 Minutes, with any confidential items omitted, may be viewed on the Partnership's Website or by the general public.
- 25.3 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.
- 25.4 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

- 26.1 The AGM of the Members of the Partnership will be held 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.
- 26.2 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

- 27.1 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; and
 - c) no item shall be withdrawn from the Agenda.
- 27.2 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.

- 27.3 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

- 28.1 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.
- 28.2 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.
- 28.3 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.
- 28.4 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; and
 - 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.

- 28.5 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.
- 28.6 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.
- 28.7 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”.
- 28.8 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 28.4 (f) and (g) and the question shall be put to the meeting.

ORDER OF DEBATE

- 29.1 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.
- 29.2 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; and
 - g) The mover of the motion in reply to points and to sum up.

- 29.3 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; or
 - d) To exclude a Member or Officer from the meeting.
- 29.4 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.
- 29.5 The movers of a motion and amendments in their right of reply in terms of Standing Order 28.4 (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.
- 29.6 The Chair shall decide when the resolution or motion is to be put to the vote after debate has concluded.

ENTERING OF DISSENT

- 30.1 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

- 31.1 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.
- 31.2 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.
- 31.3 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.
- 31.4 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

- 32.1 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

- 33.1 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.
- 33.2 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.
- 33.3 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.
- 33.4 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

- 34.1 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.
- 34.2 The Chair of a meeting may invite officers of the Board or external advisors to speak to an item of business.
- 34.3 The Chief Executive and Secretary shall attend all meetings of the Board and Standing Committees unless statute or the constitutional documents indicate otherwise.

POLICY SAFEGUARDS

- 35.1 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.

- 35.2 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

- 36.1 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.
- 36.2 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.
- 36.3 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.
- 36.4 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.
- 36.5 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.
- 36.6 The Standing Orders shall be subject to an annual review to be completed before the Annual General Meeting.

USE OF THE COMMON SEAL

- 37.1 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.
- 37.2 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; and
 - e) Any other class or type of deed, or individual deed specifically authorised by the Board.
- 37.3 When the seal is used, the deed or document shall be signed by the Secretary and one Member of the Board duly authorised to subscribe the deed or document on the Partnership's behalf and recorded in the register as required by Rule 63.
- 37.4 Each use of the seal must be recorded in the relevant register.
- 37.5 In cases where it is necessary that a document is sealed, the Seal shall be affixed in the presence of the Secretary and one Board Member duly authorised in accordance with Rule 63. In exceptional circumstances the Chief Executive 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 £100,000;
- 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 Decisions 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; and
 - 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 £50,000, 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) Appointment of Chief Executive and Directors;
- g) Financial and performance reporting arrangements, with compliance with published standards and other key performance indicators being reported to the Board;
- h) Internal Audit appointments;
- i) Treasury Management Policy;
- j) Service Agreements and contracts with a value greater than £100,000;
- k) Review of complaints and any reports from the Ombudsman in line with Ombudsman's requirements;
- l) Approval of the annual report and accounts;
- m) The creation and dissolving of Committees and the referral and delegation of business to them;
- n) The annual review of the "Schedule of Decisions Reserved to the Board"; and

- o) 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 23 June 2020, 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 Committees 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 & WORKING GROUPS

COMMITTEES

- 4.1 The Board shall have two standing Committees: Audit & Risk Committee and Joint Consultative Committee.
- 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 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 committees 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; and
 - 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 Bulletin. 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 committees, 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 committees 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; and
 - b) The Chair of a working group should be the Chief Executive or other Head of Service.
- 8.2 The term of office of the Chair of any committee 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 committees 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; or
 - 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 main Board 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 main Board 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. After the Board has appointed the membership of the Committee following the AGM, at the first meeting of the Committee, the Chair of the Committee shall be appointed.
- 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 or 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 in accordance with 24.5.
- 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 adequacy 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; and
- z) Reviewing Accounts Commission and Audit Scotland reports and recommending any necessary action within the Board in response to such reports.

JOINT CONSULTATIVE COMMITTEE

TERMS OF REFERENCE

OBJECTIVES

To establish a workable and effective arrangement for good industrial relations, for the avoidance of any misunderstanding and for the promotion of joint participation in all matters of common interest and concern on a genuine consultative and negotiating basis at Organisation level, as outlined in Clauses 7.3 and 7.4 of the Recognition and Procedural Agreement.

CONSTITUTION

- 1.1 There shall be an employer's side and a Union side.
- 1.2 The employer's side shall consist of 3 persons nominated by the Board; at least 2 of whom shall be members of the Board.
- 1.3 The Union side shall consist of 3 representatives of the Union who shall be members of staff and elected by the UNISON membership within the Organisation.
- 1.4 Each side shall confirm the names of its representatives on an annual basis and inform the other immediately of any changes in the interim period.
- 1.5 Each side shall make every effort to send its confirmed representatives to each meeting but substitution will be permitted on both sides where it cannot be avoided.
- 1.6 Staff and management will be entitled to have advisors in attendance who will have speaking rights. Except in the case of special meetings each side shall give a minimum of seven days' notice to the other side of its intention to invite such advisors to the meeting.

QUORUM

- 2.1 Meetings shall be judged to be quorate if 2 members of both sides are present.

COMMITTEE CHAIR

- 3.1 The Chairperson for each meeting of the JCC shall be nominated alternately by the Union side and the Management side, or as otherwise agreed in writing by both sides.
- 3.2 The two sides shall jointly appoint a secretary who will be responsible for convening meetings, preparing agenda in consultation with both sides, and taking and circulating minutes. Minutes shall be subject to the agreement of the Committee and will be signed by the Chairperson of the meeting at which they are agreed.

FREQUENCY

- 4.1 Meetings of the JCC shall be every 6 months with a prepared agenda which shall be issued fourteen days before each meeting. The agenda shall provide for any other business of an urgent nature to be discussed.
- 4.2 Special meetings may be called by either the Union or the Board. Such meetings must be convened within fourteen days, unless the side requesting the meeting agrees otherwise, but always within twenty-eight days.

STATUS OF RESOLUTIONS

- 5.1 Resolutions of the JCC shall not be binding on either side but shall be recommendations only to the respective parties (the Board and the Union) whose ratification shall be required before an agreement is deemed to be reached.

COMMUNICATIONS

- 6.1 Members on both sides shall be afforded reasonable facilities to visit and communicate with all offices and staff of the Partnership.

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.
- 1.6 Where an area would prefer to make use of a Community Council rather than set up another group, views from the Community Council on housing matters can be submitted and reviewed by the Board in the same way as Community Liaison Group minutes.

WORKING GROUP REMITS

ASSET MANAGEMENT WORKING GROUP REMIT & TERMS OF REFERENCE

- 1.1 The Asset Management Working Group's Remit is:
- To consider potential sites for acquisition;
 - To assess and review project and site plans;
 - To review HHP's 5 Year Development Plan;
 - To represent the Partnership at openings of developments;
 - To consider in depth any issues that might arise whilst developments are underway;
 - To liaise with partners re the Local Housing Strategy (LHS);
 - To prepare responses for consultations relating to local and national development issues;
 - To consider any additional matters requested by the Board in respect of the Partnership's development service;
 - To contribute to and review the Asset Management Strategy;
 - To contribute to and review the Affordable Warmth Strategy and matters pertaining to fuel poverty;
 - To review updates to the Investment Programme prior to Board approval being requested;
 - To consider the Procurement Framework & procurement matters pertaining to investment work prior to Board approval being requested;
 - To consider and review any major updates to the Repairs & Maintenance Policy, Asbestos Policy, Estate Management Policy and Gas Safety Management Policy;
 - To review the Grounds Maintenance & Garden Assistance Scheme prior to Board approval being requested;
 - To monitor progress against Scottish Housing Quality Standard (SHQS) and the Energy Efficiency Standard for Social Housing (EESH);
 - To consider any additional matters requested by the Board in respect of investment in the Partnership's housing stock; and
 - To feed back to the Board in respect of achieving the best asset management service for tenants and the Partnership alike.

MEMBERSHIP

- 2.1 The Asset Management Working Group is made up of five Board Members appointed by Board, the Chief Executive, and the Director of Operations. Other officers, including the Development Manager or the Fixed Asset Accountant, the Investment Manager or the Assets and Contracts Manager will attend where their skill and expertise is required. To provide continuity and build up skills the Board Members will serve for up to three years from

appointment. Where vacancies occur new members will be appointed at the next Board meeting.

- 2.2 The Director of Operations will chair the Working Group and in their absence the Chief Executive will act as Chair.
- 2.3 Action points will be agreed at the end of each meeting and a minute will be drawn up and held as a record of what was discussed and agreed at the meeting.
- 2.4 Working Group meetings cannot proceed unless three Board Members are present.

FREQUENCY OF MEETINGS

- 3.1 The Working Group will meet a minimum of twice a year or more frequently if there is a requirement.

FINANCE WORKING GROUP REMIT & TERMS OF REFERENCE

- 1.1 The Finance Working Group's Remit is:
- To review the Budget Strategy and rent setting process, including consultation with tenants;
 - To review Draft Financial Statements;
 - To stress test the long term and short term financial plans which support the Business Plan;
 - To contribute to and review the Value for Money Strategy (VFM);
 - To consider any additional matters requested by the Board in respect of finance; and
 - To give views based on achieving the best financial services for tenants in accordance with the requirements of the Partnership

MEMBERSHIP

- 2.1 The Finance Working Group is made up of five Board Members appointed by the Board, the Director of Finance & Corporate Services, Finance Manager and Chief Executive. Other officers will attend from time to time where their skill and expertise is required. To provide continuity and build up skills the Board Members will serve for up to three years from appointment. Where vacancies occur new members will be appointed at the next Board meeting.
- 2.2 The Director of Finance and Corporate Services will Chair the Working Group and in his absence the Finance Manager will act as Chair.
- 2.3 Action points will be agreed at the end of each meeting and a minute will be drawn up and held as a record of what was discussed and agreed at the meeting.
- 2.4 Working Group meetings cannot proceed unless three Board Members are present.

FREQUENCY OF MEETINGS

- 3.1 The Working Group will meet once a year or more frequently if there is a requirement.

HOUSING MANAGEMENT WORKING GROUP REMIT & TERMS OF REFERENCE

- 1.1 The Housing Management Working Group's Remit is:
- To review legislation in relation to housing management and implement the requirements and recommendations of, for example, the Housing Scotland Act 2014;
 - To oversee the review of the Allocations Policy, to include any consultation required;
 - To investigate and consider how the Partnership might address difficult to let properties;
 - To liaise with the Tenant Participation Officer where required;
 - To consider rent structure along with the Finance Working Group;
 - To consider any additional matters requested by the Board in respect of the management of the Partnership's housing service; and
 - To give views based on achieving the best housing management service for tenants and the Partnership alike.

MEMBERSHIP

- 2.1 The Housing Management Working Group is made up of five Board Members appointed by the Board, Director of Operations, Area Managers, Service Development Manager and Chief Executive. Other officers will attend from time to time where their skill and expertise is required. To provide continuity and build up skills the Board Members will serve for up to three years from appointment. Where vacancies occur new members will be appointed at the next Board meeting.
- 2.2 The Director of Operations will Chair the Working Group and in his absence the Chief Executive will act as Chair.
- 2.3 Action points will be agreed at the end of each meeting and a minute will be drawn up and held as a record of what was discussed and agreed at the meeting.
- 2.4 Working Group meetings cannot proceed unless three Board Members are present.

FREQUENCY OF MEETINGS

- 3.1 The Working Group will meet once a year or more frequently if there is a requirement.

REMUNERATION WORKING GROUP REMIT & TERMS OF REFERENCE

- 1.1 The Remuneration Working Group's Remit is:
- To recommend to the Board how the Annual Pay Award will be carried out;
 - To consider recommendations from the Chief Executive for the Annual Pay Review for all staff with the exception of the Chief Executive;
 - To recommend to the Board an Annual Pay Award for the Chief Executive on condition the % awarded does not exceed the % awarded to the staff;
 - To review on a regular basis the grading and salary framework to enable a robust review of the grading of all approved posts;
 - To manage the grading appeals mechanism to deal with grading appeals; and
 - To review when consultancy support is required and to select appropriate consultants within approved budgets.
- 2.1 The Remuneration Working Group is made up of five Board Members appointed by the Board. To provide continuity and build up skills the Board Members will serve for up to three years from appointment. Where vacancies occur new members will be appointed after the AGM or at the next Board Meeting if necessary.
- 2.2 The Chief Executive will provide advice to the Working Group except where external expertise and knowledge is required or a decision is required on the remuneration or terms and conditions of the Chief Executive.
- 2.3 Action Points will be agreed at the end of each meeting and held as a record of what was agreed at the meeting. The Action Points will be tabled at the Board Meeting following the Working Group meeting.
- 2.4 At the first meeting of the Working Group after the AGM a Chair of the Working Group will be appointed.
- 2.5 The meetings cannot proceed unless three Board Members are present.

FREQUENCY OF MEETINGS

- 3.1 There will be a minimum of one meeting a year.
- 3.2 There may be a requirement to meet more frequently if the grading and salary framework is being reviewed but these meetings will be agreed at least a month in advance.

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.

PART 4 – SCHEME OF DELEGATION

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, any Director or Head of Service, 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; and
- 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 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.
- 4.2 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 and is in line with the approved Training Plan, after consultation with the Chief Executive.
- 4.3 To authorise the purchase of goods and services in accordance with any Board approved purchasing and sourcing policies.
- 4.4 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; or
 - 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.
- 4.5 The Head of Service will determine the following in line with our Attendance & Absence Policy and Special Leave Policy:
 - a) To determine annual leave arrangements of employees they are responsible for consistent with any standing instructions issued by the Chief Executive.
 - b) 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.
 - c) To grant up to one week's unpaid leave for reasons not covered by the Special Leave Policy.
 - d) To grant paid paternity leave in line with statutory allowance to an employee on the birth or adoption of a child
- 4.6 To approve essential overtime working in consultation with the Chief Executive and in accordance with the Board's policy on overtime working.
- 4.7 To determine applications from contractors for permission to assign or sub-let a contract or any part thereof.
- 4.8 To prepare and submit statutory and other returns except where there is a specific requirement for Board approval prior to submission.

- 4.9 Subject to prior consultation with the Director of Finance and Corporate Services 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.
- 4.10 To vire expenditure between Budget Heads subject to a maximum of total annual virement of 5% of the total budget or up to a maximum of £100,000 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 appoint staff subject to the written approval of the Director of Finance and Corporate Services that adequate budgetary funding is available, and of the Head of Executive Office regarding the remuneration and other terms and conditions of the post.
- 5.3 To authorise official hospitality.
- 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 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.
- 5.6 To authorise, subject to prior consultation with the Chair of the Board, attendance by Members at seminars, conferences and like events
- 5.7 To determine applications for the release of vacant posts.
- 5.8 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.
- 5.9 To grant wayleaves or servitudes over property owned by the Hebridean Housing Partnership.
- 5.10 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.
- 5.11 To institute and defend any proceedings on behalf of the Board.
- 5.12 To obtain the opinion or other services of Counsel and/or other legal or financial practitioners up to a maximum cost of £10,000.
- 5.13 To settle claims against the Board up to a figure of £10,000, excluding interest and judicial expenses.
- 5.14 To ensure the implementation and regular revision of the Board's general policy on Health and Safety.
- 5.15 To ensure that all complaints are dealt with in conformity with the Board's Complaints Procedure.
- 5.16 To approve the award in writing of agreements and contracts.
- 5.17 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.

- 5.18 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.
- 5.19 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.

DIRECTOR OF FINANCE & CORPORATE SERVICES

- 6.1 To open tenders in the presence of another officer of the Board.
- 6.2 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.
- 6.3 To draw down and sign for cash from the Scottish Government in accordance with the Board's funding allocation.
- 6.4 To approve applications for financial assistance from outside bodies up to a maximum of £2,500.
- 6.5 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 in the Information & Communication Technology Strategy.
- 6.6 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.
- 6.7 To determine arrangements for the payment of debts to the Partnership.
- 6.8 In relation to sundry debts, to select and implement appropriate methods of recovery of arrears.
- 6.9 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.
- 6.10 To determine requests from directors or officers for advance payment of expenses or allowances.
- 6.11 To determine at what stage the police should be contacted having regard to the terms of the Partnership's Fraud and Corruption Policy.
- 6.12 To determine the type and level of resource to be used in the investigation of suspected fraud.
- 6.13 To undertake all responsibilities under the terms of the Partnership's Fraud and Corruption Policy.
- 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 authorise the arrestment of wages or salaries in respect of Partnership employees.
- 6.20 To open bank accounts as required, in the name of the Hebridean Housing Partnership and in the name of Hebridean Community Housing Limited.
- 6.21 To apply for purchasing cards for approved users.
- 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 Authorising auditors' reports, signing of cheques & other instructions to bankers, signature for tax liabilities.

DIRECTOR OF OPERATIONS

- 7.1 To deputise for the Chief Executive in her 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 6 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 Outer Hebrides 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 arrange for the execution of works in respect of Partnership houses by direct labour or by outside contractors, within agreed programmes where the estimated cost of the works is less than £50,000.
- 7.15 To repossess houses in pursuance of the Policy on Anti-Social Behaviour and Neighbour Disputes in Housing.
- 7.16 To arrange house management transfers in compliance of the Policy on Anti-Social Behaviour and Neighbour Disputes in Housing.
- 7.17 To initiate Court Proceedings leading to Recovery of Possession of a tenancy at the Sheriff Court following Executive Team approval.
- 7.18 To approve applications for financial assistance from outside bodies up to a maximum of £2,500.
- 7.19 To apply for planning permission and approve the terms for licences of wayleaves.
- 7.20 To invite and accept tenders for house construction and improvements subject to financial provision and approved budgets.

HEAD OF EXECUTIVE OFFICE

- 8.1 To act as the Company Secretary and carry out all duties associated with this role and as set out at Item 9.1 - 9.8.
- 8.2 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.
- 8.3 To authorise Board Members' expenses claims.
- 8.4 To determine the suitability of a particular post for job share, in consultation with the relevant Head of Service.
- 8.5 To implement the Pay Model approved by the Board and ensure any new posts are assessed and graded in line with the Pay Model.
- 8.6 To interpret conditions of service and to authorise the implementation of revised conditions of service, such as Islands Allowance and First Aid Allowance, and as approved by the Board in respect of employees of the Partnership.
- 8.7 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 and has met the requirements of the Competency Framework.
- 8.8 To determine applications for leave with pay to employees to attend meetings of Trade Unions recognised by the Board.
- 8.9 To determine applications for leave with pay to employees to attend examinations related to recognised qualifications within the Training Policy.
- 8.10 To determine applications for leave with pay to employees to serve on a jury, subject to the deduction of the allowance received.
- 8.11 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.
- 8.12 To issue Contracts of Employment.
- 8.13 To determine requests for training in line with the approved Training Plan.
- 8.14 To apply for Air Discount Scheme Cards for approved Staff and Board Members.
- 8.15 Implement a Performance Management System.
- 8.16 To develop and implement a Corporate Risk Assessment framework.

- 8.17 Authorising Charity returns and any other returns relating to the Company Secretarial role.
- 8.18 To apply for Regulator's consent where it is required.
- 8.19 To authorise the implementation of agreed salary and wage awards in respect of employees of the Partnership.
- 8.20 To determine and approve authorised car users for the Partnership.
- 8.21 To determine and approve the allocation of mobile phones to posts within the Partnership.
- 8.22 To oversee the Partnership's compliance with Data Protection and Freedom of Information legislation.

COMPANY SECRETARY

- 9.1 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.
- 9.2 To authorise, subject to prior consultation with the Chair of the Board, attendance by Members at seminars, conferences and like events.
- 9.3 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.
- 9.4 To keep the Partnership's Common Seal in a secure location and ensure that it is only used when the Board so decides.
- 9.5 To sign documents upon which the Seal has been used, in conjunction with one Board Member, and to record the details in the register as required by Rule 63.
- 9.6 To approve Membership Applications in accordance with the Membership Policy.
- 9.7 To carry out regular reviews of Board Member and Staff Disclosure of Interest Forms.
- 9.8 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.

AREA MANAGER

- 10.1 To have the day to day responsibility for rent arrears monitoring and recovery including the issue of Notice of Proceedings for Recovery of Possession
- 10.2 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.
- 10.3 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.
- 10.4 To determine applications from tenants to vacate their dwellings for a period of up to 6 months in any period of 12 months.

INTRODUCTION

- 1.1 We attach the greatest importance to ensuring that high standards of governance and ethical behaviour are demonstrated by all of our people and in all of our activities.
- 1.2 This Code of Conduct sets out the requirements and expectations which are attached to your role as a member of our Governing Body. You have a personal responsibility to uphold the requirements of this Code. You cannot be a member of the Governing Body if you do not agree to adopt this Code of Conduct. To confirm that you understand its requirements and accept its terms, you must review and sign this Code annually.
- 1.3 As a Registered Social Landlord (RSL), we are required to adopt and comply with an appropriate Code of Conduct. This Code is based on the Model Code of Conduct produced by the Scottish Federation of Housing Associations. The Scottish Housing Regulator (SHR) has confirmed that this Code fully complies with its Regulatory Standards and their input during the production of this code is acknowledged.
- 1.4 This Code of Conduct is an important part of our governance arrangements. Members of the Governing Body are responsible for ensuring that they are familiar with the terms of this Code and that they always act in accordance with its requirements and expectations. Governing Body Members must always ensure their actions accord with the legal duties of the RSL and with regulatory guidance. You must also ensure you are familiar with any policies which are linked to this code.
- 1.5 If a member of the Governing Body appears to have breached any part of this Code, the matter will be investigated in accordance with the procedures set out at (Appendix 2). A breach of this Code may result in action being taken by the Governing Body to remove the member(s) involved.

WHO THE CODE APPLIES TO

- 2.1 This Code of Conduct applies to all elected, appointed and co-opted members of our Governing Body and its committees and to the governing bodies of all subsidiaries.

HOW THE CODE IS STRUCTURED

- 3.1 The Code is based on the seven principles which are recognised as providing a framework for good governance. They demonstrate honesty, integrity and probity.

Each principle is described, as it applies to the activities of a RSL and its Governing Body Members, and supporting guidance is offered for each to provide more explanation of the Code's requirements. The guidance is not exhaustive and it should be remembered that Governing Body Members and RSLs are responsible for ensuring that their conduct at all times meets the high standards that the RSL sector is recognised for upholding.

THE PRINCIPLES

- 4.1 The seven principles and what they mean for the purposes of this Code are:
- Selflessness;
 - Openness;
 - Honesty;
 - Objectivity;
 - Integrity;
 - Accountability; and
 - Leadership.

SELFLESSNESS

- 5 You must act in the best interests of HHP at all times and must take decisions that support and promote our strategic plan, aims and objectives. Members of the Governing Body should not promote the interests of a particular group or body of opinion to the exclusion of others.**
- 5.1 You must always uphold and promote our aims, objectives and values and act to ensure their successful achievement.
- 5.2 You should exercise the authority that comes with your role as a Governing Body member responsibly and not seek to use your influence inappropriately or for personal gain or advantage.
- 5.3 You must accept responsibility for all decisions properly reached by the Governing Body (or a committee or working group with appropriately delegated responsibility) and support them at all times, even if you did not agree with the decision when it was made.
- 5.4 If you are unable to support in public a decision that has been properly reached by the Governing Body, you should resign.
- 5.5 You must consider the views of others and be tolerant of differences.
- 5.6 You must not seek to use your position to influence decisions that are the responsibility of staff (e.g. granting a tenancy, ordering a repair, awarding a contract).
- 5.7 You must not seek to use your influence for the benefit of yourself or your business interests, or the benefit of someone to whom you are closely connected or their business interests.
- 5.8 Mobile phones should be switched off during meetings, seminars, training courses etc.

OPENNESS

- 6 You must be transparent in all of your actions; you must declare and record all relevant personal and business interests and must be able to explain your actions.**
- 6.1 You should exercise reasonable skill and care in the conduct of your duties.

- 6.2 You should avoid any situation that could give rise to suspicion or suggest improper conduct.
- 6.3 You must declare any personal interest(s) and manage openly and appropriately any conflicts of interest and observe the requirements of our policy on the matter.
- 6.4 You must not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create – or be capable of creating – an impression of impropriety, influence or place you under an obligation to these individuals or organisations. You must comply with our policy on the matter.
- 6.5 You must ensure that you are informed about the views, needs and demands of tenants and service users and that your decisions are informed by this understanding.
- 6.6 You must ensure that the organisation is open about the way in which it conducts its affairs and positive about how it responds to requests for information.
- 6.7 You must not prevent people or bodies from being provided with information that they are entitled to receive.

HONESTY

- 7 You must ensure that you always act in the best interests of the organisation and that all activities are transparent and accountable.**
- 7.1 You should always act in good faith when undertaking your responsibilities as a Member of our Governing Body.
- 7.2 You should use your skills, knowledge and judgement effectively to support our activities.
- 7.3 You should ensure that decisions are always taken and recorded in accordance with our Rules and procedures.
- 7.4 You must ensure that the organisation has an effective policy and procedures to enable, encourage and support any staff or Governing Body member to report any concerns they have about possible fraud, corruption or other wrongdoing.
- 7.5 You must report any concerns or suspicions about possible fraud, corruption or other wrongdoing to the appropriate senior person within the organisation in accordance with our whistleblowing policy.
- 7.6 You must not misuse, or contribute to or condone the misuse of our resources and must comply with our policies and procedures regarding the use of its funds and resources.
- 7.7 We forbid all forms of bribery, meaning a financial or other advantage or inducement intended to persuade someone to perform improperly any function or activity. You are not allowed to accept or give bribes from/to anyone, and must comply with our policy on bribery. You are also obliged to report any instances of suspected bribery within the organisation or any of its business partners.
- 7.8 You, or someone closely connected to you (see Appendix 1), cannot as a result of your role with us receive preferential treatment relating to any services

provided by the organisation or its contractors/suppliers, and you should be able to demonstrate this.

OBJECTIVITY

8 You must consider all matters on their merits; you must base your decisions on the information and advice available and reach your decision independently.

- 8.1 You must ensure that the decisions that you take are consistent with our aims and objectives and with the relevant legal and regulatory requirements (including those of the Scottish Housing Regulator, the Office of the Scottish Charity Regulator, the Financial Conduct Authority and the Care Inspectorate).
- 8.2 You must prepare effectively for meetings and ensure you have access to all necessary information to enable you to make well-informed decisions.
- 8.3 You must monitor performance carefully to ensure that the organisation's purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures.
- 8.4 You should use your skills, knowledge and experience to review information critically and always take decisions in the best interests of the organisation, our tenants and our service users.
- 8.5 You should ensure that the Governing Body seeks and takes account of additional information and external/independent advice where necessary and/or appropriate.
- 8.6 You should ensure that effective policies and procedures are implemented so that all decisions are based on an adequate assessment of risk, deliver value for money, and ensure the financial well-being of the organisation.
- 8.6 You should contribute to the identification of training needs, keep your housing and related knowledge up to date, and participate in training that is organised or supported by us.

INTEGRITY

9 You must actively support and promote our values; you must not be influenced by personal interest in exercising your role and responsibilities.

- 9.1 You must always treat your Governing Body colleagues, our staff and their opinions with respect.
- 9.2 You must always conduct yourself in a courteous and professional manner; you must not, by your actions or behaviour, cause distress, alarm or offence.
- 9.3 You must declare any personal interests in accordance with this Code (see Appendix 1); in the event that you have a continuing personal interest which conflicts with our activities, values, aims or objectives, you should resign.
- 9.4 You must ensure that you fulfil your responsibilities as they are set out in the relevant role description; that you maintain relationships that are professional, constructive and that do not conflict with your role as a member of the Governing Body.
- 9.5 You must uphold our equality and diversity, whistleblowing and acceptable use policies.

- 9.6 You must respect confidentiality and ensure that you do not disclose information to anyone who is not entitled to receive it, both whilst you are a member of the Governing Body and after you have left.
- 9.7 You must observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information.
- 9.8 You must not make inappropriate or improper use of, or otherwise abuse, our resources or facilities and must comply with our policies and procedures regarding the use of its funds and resources.
- 9.9 You must not seek or accept benefits, gifts, hospitality or inducements in connection with your role as a member of our Governing Body, or anything that could reasonably be regarded as likely to influence your judgement. You must not benefit, or be perceived to benefit, inappropriately from your involvement with the organisation and must comply with our policies on the matter.

ACCOUNTABILITY

- 10 You must take responsibility for and be able to explain your actions, and demonstrate that your contribution to our governance is effective.**
- 10.1 You must observe and uphold the principles and requirements of the SHR's Regulatory Standards of Governance and Financial Management, guidance issued by the SHR and other regulators, and ensure that HHP's legal obligations are fulfilled.
- 10.2 You must ensure that we have effective systems in place to monitor and report its performance and that corrective action is taken as soon as the need is identified.
- 10.3 You should contribute positively to our activities by regularly attending and participating constructively in meetings of the Governing Body, its committees and working groups.
- 10.4 You should always be courteous and polite and behave appropriately when acting on our behalf.
- 10.5 You must participate in and contribute to an annual review of the contribution you have made individually to our governance.
- 10.6 You must ensure that there is an appropriate system in place for the support and appraisal of our Senior Officer and that it is implemented effectively.
- 10.7 You must not speak or comment in public on our behalf without specific authority to do so.
- 10.8 You must co-operate with any investigations or inquiries instructed in connection with this Code.
- 10.9 You recognise that the Governing Body as a whole is accountable to its tenants and service users, and you reflect this in your actions as an individual.

LEADERSHIP

- 11 You must uphold our principles and commitment to delivering good outcomes for tenants and other service users, and lead the organisation by example.**

- 11.1 You must ensure that our strategic aims, objectives and activities deliver good outcomes for tenants and service users. You must ensure that you make an effective contribution to our strategic leadership.
- 11.2 You must ensure that our aims and objectives reflect and are informed by the views of tenants and service users.
- 11.3 You must always be a positive ambassador for the organisation.
- 11.4 You must participate in and contribute to the annual review of the Governing Body's effectiveness and help to identify and attain the range of skills that we need to meet our strategic objectives.
- 11.5 You must not criticise the organisation or our actions in public.
- 11.6 You must not criticise staff in public; any staffing related matters should be discussed privately with the Chair and/or Senior Officer.
- 11.7 You must not use social media to criticise or make inappropriate comments about the organisation, its actions or any member of the Governing Body, staff or other partners.
- 11.8 You must not act in a way that could jeopardise our reputation or bring us into disrepute.^{7.1}

DECLARING AND MANAGING PERSONAL INTERESTS

- 12.1 Where you have a personal, business or financial interest in any matter that is relevant to our activities or is being considered (or is likely to be considered), or you know that someone to whom you are closely connected has such an interest, you must declare it promptly and record it in our Register of Interests.
- 12.2 You must keep your entry in the Register of Interests complete, accurate and up to date.
- 12.3 More details and examples are included at Appendix 1 (p11).

BREACH OF THIS CODE

- 13.1 Each member of the Governing Body has a personal and individual responsibility to promote and uphold the requirements of this Code. If any member of the Governing Body believes that they may have breached the Code, or has witnessed or has become aware of a potential breach by another member, they should immediately bring the matter to the attention of the Chair.
- 13.2 Alleged breaches of the Code of Conduct will be dealt with by the Chair, with the support of the Senior Officer where appropriate. Where the allegation of a breach is against the Chair, the Vice-Chair will be responsible for leading the investigation. The procedure for dealing with alleged breaches is described in the accompanying protocol.
- 13.3 Each member of the Governing Body has a duty to co-operate with and contribute to any investigation relating to the Code of Conduct

REVIEW

- 14.1 This Code of Conduct was adopted by the Governing Body on 29 August 2018. It will be reviewed not later than August 2021.

CHANGE HISTORY

Version	Change Applied	Date	By
V6.0	Full review and update on previous Standing Orders	August 2012	DML
V7.0	Part 4 Scheme of Delegation for Officers, amend Para 6.19 to incorporate changes made to Rent Arrears policy	18 Feb 2015	DML
V8.0	Full review and update on previous Standing Orders following Rule change	11 Aug 2015	ACS
V8.1	Amendments agreed at Board on 10 February 2016 incorporated in respect of Scheme of Delegation: 4.12 re special leave, 6.21 re opening subsidiary bank accounts and 6.38 re applying for regulatory consents.	10 Feb 2016	ACS
V8.2	Following appointment of new Chief Executive, Company Secretarial Role aligned to that post - amendments at 13.2, and 6.32 – 6.38 accordingly. References to Director of Resources amended to Director of Finance and Corporate Services, and Finance Manager amended to Finance Controller throughout.	6 Sep 2016	ACS
V8.3	Following approval at Board meeting on 15 March 2017, Working Group Remits incorporated at page 35.	17 Mar 2017	ACS
V9.0	Full review and update on version 8.3 following Rule change.	14 Feb 2018	ACS
V10.0	Full review and update on previous Standing Orders	19 June 2019	IF
V11.0	Full review and update on previous Standing Orders	5 June 2020	AC

INTERPRETATIONS & ABBREVIATIONS

The following interpretation and abbreviations are used in this policy:

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 Outer Hebrides and having lived or operated in the Outer Hebrides for a period of three consecutive years.
<i>Rules</i>	The Rules of the Partnership incorporated under the Co-operative and Community Benefit Societies Act 2014 and registered with the Financial Conduct Authority.
<i>The Council</i>	Comhairle Nan Eilean Siar
<i>The Partnership</i>	Hebridean Housing Partnership
<i>Three Main Board Member Categories</i>	The three main Board Member Categories are the Tenant, Community and Council Board Member Categories.
<i>Tablet Device</i>	Or equivalent electronic device
<i>Head of Service</i>	A Director, Head of Executive Office or the Chief Executive
<i>Local Press</i>	Any local paper and/or local news website
<i>The Act</i>	Housing (Scotland) Act 2010 and 2014, and the Housing (Amendment) (Scotland) Act 2018.
Except as otherwise provided, the Standing Orders of the Board with the appropriate changes shall also be the Standing Orders of the committees of the Board.	
All references to the masculine gender in this policy shall read as equally applicable to the feminine gender	



HHP is a registered society under the Co-operative and Community Benefit Societies Act 2014, Registered Number: 2644R(S), Registered Office: Creed Court, Gleann Seileach Business Park, Willowglen Road, STORNOW AY, Isle of Lewis HS1 2QP. It is a charity registered in Scotland, Charity Number: SC035767, registered as Registered Social Landlord with the Scottish Housing Regulator, Registration Number: 359 and registered as a Property Factor, Registration Number PF000183

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