



STANDING ORDERS	
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OSPREY GROUP STANDING ORDERS

The Standing Orders are an essential part of the Osprey's Governance Framework and assist with the delivery of our Core Values.

- **Ambition and Achievement** – we are a high performing organisation delivering through innovation and challenge
- **Equality and Respect** – we recognise and celebrate the unique value in everyone
- **Quality and Professionalism** – we strive to deliver high standards
- **Agile and Responsive** – we are flexible and quick to deal with change without diminishing our delivery

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Related Documents

Scheme of Delegated Authority (SoDA) <https://ospreyhousing.sharepoint.com/sites/SPD-CorporatePrivate/Shared%20Documents/Policy%20and%20Procedure%20Masterfile/Strategies,%20Policies,%20Procedures/2.%20GCS%202.2%20Schedule%20of%20Delegated%20Authority%20APPROVED%20August21.pdf>

1. Introduction

The Osprey Group has established a Governance Framework which recognises:

- The Statutory & Regulatory Framework including advice & guidance published by the Scottish Housing Regulator, the Office of the Scottish Charities Regulator and the Financial Conduct Authority.
- The Osprey Articles of Association

This document comprises the Osprey Group Standing Orders. The Standing Orders reflect the provisions set out in the Osprey Articles: in the event of any uncertainty or apparent contradiction, the Articles will prevail. The remits for each committee established by the Board form part of the Standing Orders and are incorporated into the Scheme of Delegated Authority (SoDA). The SoDA, which specifies the authority retained by the Board and that which is delegated to its committees and to the Chief Executive, forms part of these Standing Orders.

These Standing Orders should be applied with reference to Osprey's Articles and the SoDA.

Osprey Housing has a non-registered, non-charitable subsidiary, Osprey Initiatives Ltd (OIL), to which these Standing Orders also apply. The remit for OIL is set out at Appendix 2 of the SoDA.

The application of these Standing Orders is intended to support and ensure compliance, in relation to the Board's exercise of governance, delegated authority and the management of meetings, with legislative and regulatory requirements, OH's and OIL's respective Articles and the Intra-Group Agreement.

Nothing in these Standing Orders (or any subsequent alterations of them) shall allow or be taken to allow the Board, Committees, or member of staff to act in contravention of OH's Articles or in respect of any statutory or regulatory obligations.

The Scheme of Delegated Authority is a 'related document' to these Standing Orders, of which it forms part.

2. Aims of the Standing Orders

The aims of this document are to:

- define the remits of the Boards and Committees
- set out the roles and responsibilities of Board members and office bearers

- specify, by means of the Scheme of Delegated Authority (SoDA), the levels of authority which are retained by the Boards and those which are delegated to the Chief Executive
- ensure the efficient and effective conduct of all meetings of the Boards, committees and working groups
- ensure the efficient and effective conduct of all general and special meetings of members

3. Principles

The following principles apply to the Standing Orders:

Clarity – the Standing Orders are succinct and as straightforward as possible.

Fairness – the Standing Orders support the Core Values of Respect and Equality.

Compliance - with Regulatory Standards including the Scottish Housing Regulator's Regulatory Standards of Governance and Financial Management - which are:

- The Board leads and directs the RSL to achieve good outcomes for its tenants and other service users.
- The RSL is open and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of those priorities.
- The RSL manages its resources to ensure its financial wellbeing and economic effectiveness, while maintaining rents at a level that tenants can afford to pay.
- The Board bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation's purpose.
- The RSL conducts its affairs with honesty and integrity.
- The Board and senior officers have the skills and knowledge they need to be effective.
- The RSL ensures that any organisational changes or disposals it makes safeguard the interests of, and benefit, current and future tenants.

4. The Standing Orders

4.1 Notices of Meetings and Meeting Agendas

(a) The remit for the Board is set out in the SoDA.

(b) The OH Board will meet at least six times per year and the OIL Board will meet at least four times a year: a governance calendar will be agreed by each Board for the forthcoming year at [the meeting before the AGM/the first meeting following the AGM]. Agreed dates will only be varied by agreement with [the Chair/office-bearers].

(c) At least seven days' notice of the date, time, venue and agenda for all Board Meetings shall be given, in writing, by the Principal Adviser, to all Board (or committee) Members entitled, or invited, to attend the meeting. Notice will usually be transmitted electronically, by means of the electronic platform used to support Osprey's governance.

(d) Notice of a meeting will be accompanied by all relevant reports relating to the business to be conducted, unless the Chair has approved the issue of a 'late' paper, in which case this will be noted on the Agenda at the relevant item. All reports will be prepared in accordance with the format set out at Appendix 2 and will be posted on Decision Time, in accordance with the terms of these Standing Orders.

(e) Reports which have not been available to Board Members for at least 24 hours before the start of the meeting will not be considered, unless with the consent of not less than two thirds of the Members present.

(f) No business other than that on the Agenda (Appendix 3) shall be considered unless with the consent of not less than two thirds of the Members present.

(g) The Chief Executive will act as Principal Adviser to the Board and each committee shall have a named Principal Adviser, who will normally be a member of the Senior Leadership Team. A schedule of principal advisers is included in the SoDA. The role of Principal Adviser is to provide executive support and advice to the Board/committee: principal advisers will be appointed/allocated by the Chief Executive.

4.2 Duration of Meetings

Meetings will close no more than three hours from the scheduled start unless a motion to suspend Standing Orders in this respect has been approved by a two thirds majority of those present. This Standing Order may only be suspended twice within a meeting for a period of thirty minutes on each occasion.

4.3 Quorums

The quorum for a meeting of the OH Board is four.

The quorum for a meeting of the OIL Board is four.

The quorum for a meeting of a committee is three.

The quorum must be achieved by elected Board members: co-opted members cannot be counted as part of the quorum.

The quorum for a general or special meeting of members is seven.

4.4 Chair and Office Bearers

(a) The Chair of the Board will be elected, by Board members, at the first meeting following the AGM. Until that meeting, the previous Chair will continue in the role,

unless they have retired from the Board, in which case the Vice Chair will act in the Chair's place until the successor is elected. The Chair may be re-elected annually but may not serve for longer than five years continuously. The duties of the Chair are set out in the SoDA.

(b) The Vice Chair will also be elected, by the Board members, at the first meeting following the AGM. The duties of the Vice Chair are set out in the SoDA.

(c) Neither the Chair nor the Vice Chair may also chair any committee.

(d) The Chairs of the Resource and Governance, Housing and Corporate Services committees, together with the Chair and Vice Chair, constitute the office bearers of Osprey Housing and will be members of the Emergency Cabinet Board, in the event that it is convened.

(e) The Chairs and Vice Chairs of the Committees will be elected by the Board. The Vice Chairs will act and fulfil all of their responsibilities, in the absence of the Committee Chair. They may be re-elected annually but may not serve for longer than five years continuously.

(f) The Chair and Vice Chair of the Board plus the Chairs of the Resource and Governance committees shall be the members of the Remuneration Committee.

(f) The duties of Secretary will be undertaken by the Director of Corporate Services, who is not a member of the Board.

4.5 Conduct of Meetings

(a) The Chair is responsible for leading all meetings, in accordance with the Agenda: items may be re-ordered to support e.g. availability of key personnel. All contributions must be directed to/through the Chair, who is responsible for determining the order of discussion and for ensuring that debate is inclusive. The authority of the Chair must be respected at all times.

(b) If the Chair is not present at a meeting of the Board, the vice-chair will chair; if neither is in attendance, members may appoint one of their number to chair that meeting.

(c) If the Chair or the Vice Chair of a committee are not in attendance, the members of the committee will appoint one of their number to chair that meeting.

(d) Meetings will not be open to the public. Minutes of Board meetings, once approved, will be published on the website, in accordance with Osprey's Guide to Information. Where confidential business is recorded, the published minute will be redacted accordingly.

(e) It is the Chair's responsibility to determine any points of order and to rule on the interpretation and application of these Standing Orders, where required.

4.6 Declarations of Interest

Any member who has an interest in any matter to be discussed at a meeting which they attend must declare the interest at the start of the meeting and, when the item is to be discussed, shall withdraw and play no part in the discussion or decision-making

relating to that matter. The minute shall record the declaration and the withdrawal and return of the member.

4.7 Decision Making

Decisions will normally be reached by consensus, unless the Chair determines that a vote is required, or a vote is called for by one member attending the meeting. Votes will normally be by show of hands. A decision reached by a majority of those participating in the meeting and entitled to vote on the matter under consideration shall be binding. All matters considered at a meeting of the Board or its sub-committees shall be treated as confidential.

4.8 Motions

(a) Except as provided for under (d) below, a Board member shall not be entitled to propose any motion other than one arising directly from the discussion of a subject properly before the Board unless they have given prior notice of such motion. Every such notice shall be given to the Chief Executive in writing at least 10 days before the meeting at which it is to be considered.

(b) The Chair of any meeting has the power to rule out of order any motion or amendment as irrelevant or incompetent.

(c) If a member of the Board who has given notice of a motion is absent from the meeting at which the motion is submitted or does not move the motion when called by the Chair, then the notice of motion shall fall. If, however, a member of the Board, who has given due notice of the motion, is unavoidably absent from the meeting at which the motion is submitted (and has submitted apologies) it shall be competent for them to request another member of the Board to move the motion when called on by the Chair. Such a request must be handed in writing to the Chair prior to the commencement of a meeting at which the motion is to be submitted.

(d) Notwithstanding the preceding provision, it shall be competent for a Board member to propose at the end of any meeting that, as a matter of urgency, a motion of which no prior notice has been given, be considered at that meeting, which proposal shall be moved and seconded without discussion and put to the meeting and shall be held to have been accepted if supported by not less than two thirds of those present.

4.9 Alterations or Revocation of Previous Decision

(a) Decisions shall not be reviewed or reconsidered within six months of a matter having been decided, unless new information becomes available or there is a material change to the criteria / conditions which formed the basis for the original decision.

(b) No resolution shall be altered or revoked within six months of its adoption except with the consent of not less than two thirds of the Members present.

(c) The alteration or revocation of any decision shall not affect or prejudice any proceedings, outcome or liability competently done or undertaken under any such decision, prior to its alteration or revocation.

4.10 Emergency/Urgent Decision Making

(a) Where a decision is likely to be required between meetings of the Board or sub-committee, the Board/committee may delegate authority as provided for in these Standing Orders/SoDA to facilitate the effective conduct of Osprey's business and governance.

(b) In the event that an urgent or emergency decision is required between meetings, which has not been anticipated, the Chair and vice-chair of the Board/relevant sub-committee will, in consultation with the CEO (and, if the matter falls within the remit of a sub-committee, the relevant Principal Adviser) determine whether the necessary action/decision can be taken, by the Chair and vice-chair, without further reference to the Board/relevant sub-committee or whether further consultation is required with members, as set out at Section 3.1 of the SoDA. All such decisions and actions must be taken in accordance with that section of the SoDA.

4.11 Emergency Governance Arrangements

(a) The Schedule of Delegated Authority (SoDA) establishes the authority arrangements for the Boards of OH and OIL, OH Committees and Staff. For the purposes of these Standing Orders, the SoDA is a related document and can be accessed [here]. The SoDA also sets out the arrangements for emergency decision making, including the establishment of the Emergency Cabinet, where necessary, in order to maintain effective governance.

(b) A decision to trigger the Emergency Cabinet Board can be taken in exceptional circumstances, where it is essential to ensure the continuation of Osprey's effective governance and the normal governance arrangements are not feasible. The decision to trigger the ECB must be taken by the Chair and CEO of Osprey, with the written agreement (by e-mail, if necessary) of, at least, a majority of all Board members. A request to trigger the ECB will be made by means of a written notification, which will include the reasons for the request and the anticipated duration of the emergency arrangements. Any extension beyond the initial notified period will require the further written agreement of a majority of Board members.

(c) The remit and delegated authority for the ECB is set out at Appendix 8 of the SoDA.

4.12 Adjournments

(a) In the event that the business to be conducted at a meeting of the Board or a committee cannot be completed within the duration stated at 4.2, the meeting will be adjourned to such date, time, place as the members think fit.

(b) A motion for the adjournment of a meeting may be made at any time during a meeting and shall have precedence over all other motions. The motion shall be moved and seconded without discussion and shall be forthwith put to the meeting.

(c) When an adjourned meeting is resumed the proceedings shall be commenced at the point at which they were broken off at the adjournment and shall not include consideration of any business not stated on the original Agenda.

4.13 Attendance at Meetings

The Chief Executive will normally attend all meetings of the Board, as will the members of the Senior Leadership Team. Other staff may be invited to attend a meeting as required by the relevant Agenda and/or the CEO. In the event that a confidential item requires to be discussed during a 'closed' session, all staff, apart from the CEO, will normally withdraw. If the matter to be discussed relates to the CEO, s/he will be also be required to withdraw.

5. Voting

- (a) Where a vote has been called for, unless otherwise as directed by the Chair, voting will be by show of hands.
- (b) The Chair may determine that a secret ballot should be held; in such circumstances, the arrangements for the conduct of the secret ballot will be agreed between the chair and the relevant Principal Adviser. The Principal Adviser shall oversee the conduct of any ballot when it is called and regardless of how it is conducted.
- (c) The number of votes cast for or against the motion or the amendment shall be recorded in the Minutes of the meeting. Any abstentions will also be recorded.
- (d) In the case of any equality of votes the Chair has a second and casting vote.

6. Appointment of Committees

(a) The OH Board has established four committees to support its exercise of good governance. The committees are:

- Housing
- Resources and Governance
- Corporate Services
- Remuneration

(b) Membership of the committees will be approved by the Board at its first meeting following the AGM. Membership of the committees will be drawn from the membership of the Board. Additionally, committees may seek approval from the Board to co-opt [not more than two] members who are not Board members to provide specific experience, insight and/or expertise that is relevant to the committee's remit. Any such additional member(s) shall not have voting rights and shall not contribute to the establishment of a quorum. For the avoidance of doubt, co-opted Board members who are members of a committee will have voting rights but may not be appointed as chair or vice-chair and their presence will not contribute to the establishment of a quorum.

A member of the Senior Leadership Team will be identified as the Principal Adviser for each of the committees.

The remits of the committees are set out in the SoDA which forms part of these Standing Orders (Appendices 3-6).

(c) The provisions of these Standing Orders shall apply to committees and working groups as stated or as far as practicable and appropriate.

7. Establishment of Working Groups

The Board may establish short-life working groups, from time to time, to take forward a specific issue, idea or proposal and report back to the Board on completion. Working groups will not, normally, have decision-making powers but may be tasked with making recommendations to the Board. The Board may allocate financial (and other) resources to support a working group. The remit and membership of a working-group will be approved by the Board in the form specified at Appendix 4. A member of staff will be identified to provide support to any working group.

8. Minutes

(a) Minutes of proceedings of the Board and all committees shall be recorded and copies provided to members. The Principal Adviser is responsible for ensuring that a draft of the minute is prepared and provided to the Chair within ten working days of the meeting. The minutes shall be submitted to the next meeting of the Board or Committee and, if proposed and seconded, they will be accepted as a true record of the meeting and shall be signed by the Chair of the meeting at which they were accepted. Electronic signatures may be applied with the approval of the Chair, in accordance with Osprey's policy on the use of electronic authorisation. The minutes, in the form they were approved and signed, shall then be conclusive evidence of any fact and decision recorded in them.

(b) Where a confidential item(s) of business is/are discussed during a closed session of the meeting, a separate, confidential minute shall be produced, which will be presented for approval to the next meeting.

(c) Minutes are not a verbatim record of discussions at a meeting. They will record the item under discussion, amendments and the decisions taken. Minutes will identify all agreed actions.

(d) Minutes of Board Meetings and decisions taken will be made available to the public, however the content may be redacted to protect confidential or sensitive matters.

9. Equality & Diversity

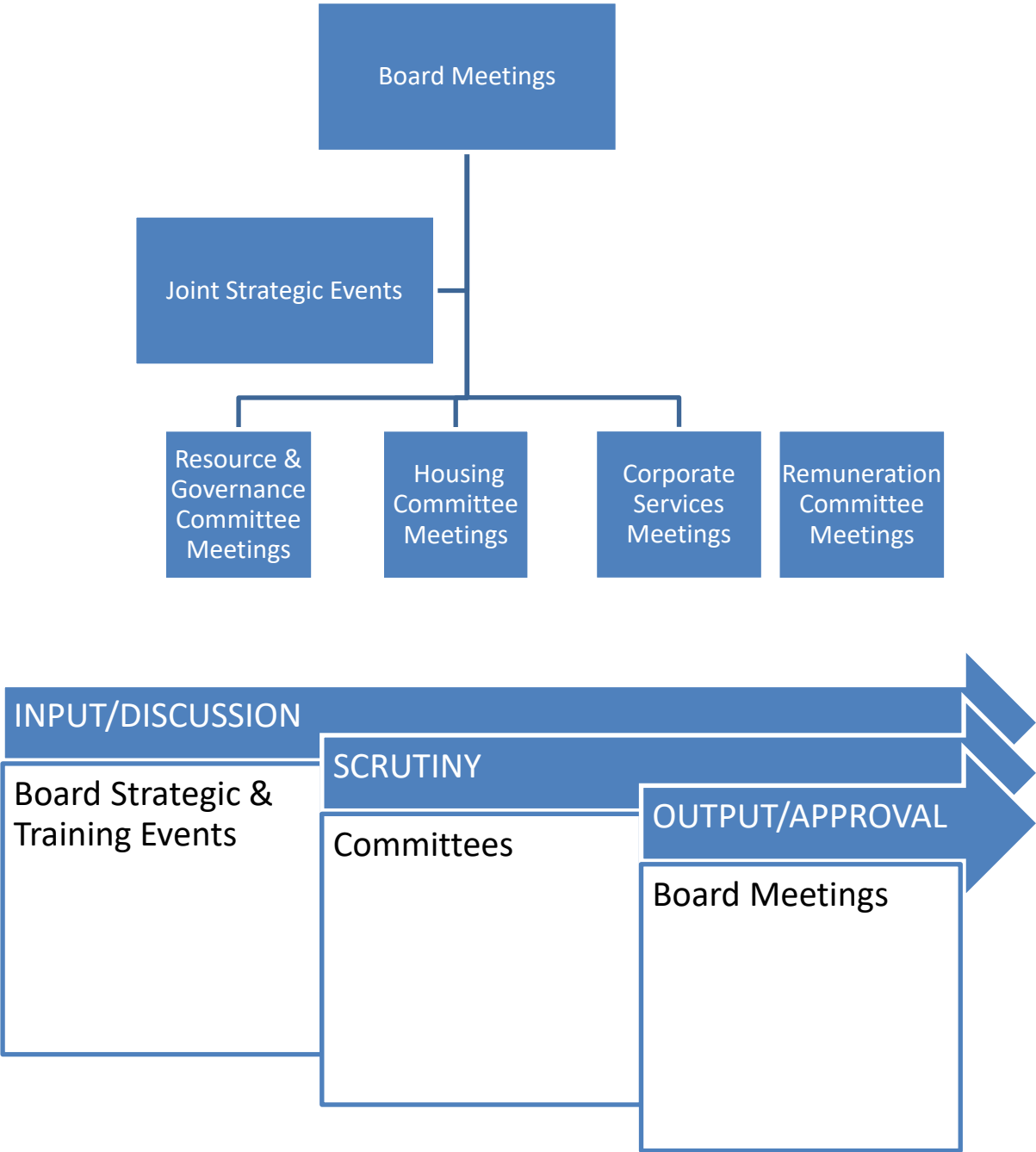
Osprey is committed to ensuring and promoting diversity and equality of opportunity in all its business and governance. The Group will treat all people equally and in accordance with the Equality & Diversity Policy.

10. Review

This policy will be reviewed every 3 years unless the following criteria dictate that it would be best practise to review sooner:

1. applicable legislation, rules, regulations and guidance, both those which affect the Group directly and those which affect the resources available to significant numbers of our customers to enable them to sustain tenancies
2. changes in the organisation
3. continued best practice

Appendix 1
GOVERNANCE STRUCTURE AND STANDARD DOCUMENTS



Appendix 2

GOVERNING BODY REPORT TEMPLATE

Board		Item Number
Date		
Subject		
Status	Assurance <input type="checkbox"/> Information <input type="checkbox"/>	Decision <input type="checkbox"/> Discussion <input type="checkbox"/> Confidential <input type="checkbox"/>
Discussion at previous Committees	R & G <input type="checkbox"/> Remuneration <input type="checkbox"/>	Housing <input type="checkbox"/> Corporate Services <input type="checkbox"/>
Author		
Declarations of Interest		
Purpose of the Report		
Strategic Ambition		Be a stronger organisation

1. Impact

Financial & VFM Implications (including whether costs within budget)		
Key Risks & Risk Appetite		For all decision/approval reports , note and confirm whether the proposal/item is within the stated risk appetite and if not – why still recommending to progress. Note relevant risk from Risk Register and shade box with colour of the risk assessment for each risk e.g. red, amber or green
Compliance Implications (including Regulatory Standards and		Consider all including SHR Governance Standards, Data, Environmental and Sustainability, Reputational etc

Legislative implications)		
Customer Implications		Consider how customers are impacted as a result of the content your report/ proposal.
Equality, Diversity and Inclusion Implications		Consider whether any specific groups will be impacted as a result of the content your report/proposal and whether an Equality Impact Assessment has been completed or needs to be completed.
Background documents		Note/include links to any background documents related to this report Make sure you attach any appendices listed in the report.
Recommendations		The Committee is asked to: <ol style="list-style-type: none"> 1. Consider and discuss the contents of the report 2. Support the recommendation to progress with 3. Note the report

2. Analysis

2.1 Introduction

The first page of the report needs to have an introduction. Explain the problem and show readers why the report is being made.

You need to give a definition of terms and explain how the details of the report are arranged e.g. "The following paragraphs set out our current position, actions to date and recommendations for moving forward"

2.2 Body

This is the main section of the report. Information is usually arranged in order of importance with the most important information coming first.

2.3 Conclusion

This is where everything comes together.

Appendix 3 Agenda Template



MEETING OF THE OSPREY HOUSING BOARD

Date and time

The remit of the Osprey Housing Board is to maintain full and effective control over the business and management of the two organisations

LEGEND: D=Decision, A=Assurance & Challenge, V= Views Sought, I= Information/Attention

1	Administration		
2	Welcome & Apologies	Chair	I
3	Declaration of Interests	Chair	D
4	Minutes of meeting _____	Chair	D
	Matters Arising	Chair	D
5	Items for Decision		
	Performance		
6	Strategy/Policy		
7	Governance		
8	Items for Assurance/Information		
	Performance		
9	Strategy/Policy		
10	Governance		

11	Any Other Business
12	Items Previously Circulated to Members (Indicate how and when circulated)
13	Date of Next Meeting

*Our vision is “making a difference every day”.
Our mission is to “provide high quality affordable housing and services to people in
the communities we serve”*

Appendix 4

The Remit and Membership of a Working Group Template

Name of Sub Group
Terms of Reference
Date

1. Introduction

The following Terms of Reference set out the scope and areas of responsibility for the Ideas Sub Group:

2. Membership

3. Quorum

4. Frequency of Meetings

5. Duties & Responsibilities

The Sub Group will:

6. Authority

The Sub Group is authorised to: