



STANDING ORDERS	
Policy Number	GCS 2.11
Prepared by	Clare Ruxton, Corporate Services Manager
Date of Last Review	May 2020
Date of Next Review	October 2021
Reviewed and Approved by	OH Board and OHM Committee of Management

OSPREY GROUP STANDING ORDERS

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

✓ **AMBITION**

empowering through innovation and challenge

✓ **(E)QUALITY**

doing the best for individuals and communities in a fair and equal way

✓ **RESPECT & PROFESSIONALISM**

towards each other, the people we work with; the people we serve and our environment

✓ **ACHIEVEMENT**

delivering outcomes that matter and make a real difference – now and in the future

CONTENTS PAGE

Section	Content	Page
1	Introduction	4
2	Policy Aim	4
3	Policy Principles	4
4	Policy Objectives	5
	4.1 Notice of Meetings & Meeting Agendas	5
	4.2 Duration of Meetings	6
	4.3 Quorums	6
	4.4 Chairperson	6
	4.5 Decisions inc. emergency decisions	7
	4.6 Adjournment	7
5	Voting	7
6	Motions	7
7	Suspension of Standing Orders	8
8	Appointment of Sub-Committees	9
9	Minutes	9
10	Equality & Diversity	9
11	Review	9
Appendix 1	Governance Structure	11
Appendix 2	Governing Body Report Template	12
Appendix 3	Agenda Template	14

1. Introduction

The Osprey Group has established an 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 Articles of Association (Osprey Housing – OH) and Rules (Osprey Housing Moray - OHM).
- The Intragroup Agreement (between OH & OHM)

This document comprises the Osprey Group Standing Orders. The Group comprises Osprey Housing (OH) which has the status of parent organisation and Osprey Housing (OHM) which is a subsidiary.

OH& OHM Governing Bodies have decided to operate a system of Joint Governing Body Meetings, including Joint Sub-Committee Meetings. On occasion OH and OHM will also hold separate meetings, including Annual General Meetings, throughout the year.

OH has another subsidiary, Osprey Initiatives Ltd, to which these Standing Orders do **not** apply.

The Standing Orders ensure compliance, in relation to the management of meetings, with legislative and regulatory requirements as well as OH and OHM's respective Articles, Rules and the Intragroup Agreement.

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

Related documents are identified in the Appendices of this policy.

2. Policy Aim

To ensure that Governing Body Meetings and the arrangements for meetings are carried out in such a manner that all business is conducted efficiently, effectively and that decisions taken are in the best interest of the Group or Group Members.

3. Policy 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, which are;

- The Governing Body 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.
- The Governing Body 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 Governing Body has the skills and knowledge they need to be effective

4 Policy Objectives

The Standing Orders Objectives are:

4.1 Notices of Meetings and Meeting Agendas

At least seven days' notice of the date, time, venue and agenda for all Governing Body Meetings shall be given, in writing, by the Chief Executive, to all relevant Governing Body Members.

The Agenda will be ordered in such a way as to ensure that business is transacted to reflect:

- Matters that relate to both OH& OHM with both parties exercising their responsibilities in accordance with their statutory and regulatory obligations.
- Matters that relate to one party only with decisions being taken by that Party – albeit with input, at the Chairs discretion, from Members from the other Party.

Reports which have not been in the hands of Governing Body Members for at least 24 hours will not be considered unless with the consent of not less than two thirds of the Members present.

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

4.2 Duration of Meetings (Governing Body Meetings & Committee)

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

	OH	OHM
Joint Governing Body Meetings	4	4
OH Board Meeting	4	N/A
OHAGM	7	N/A
OHM Committee of Management	OH Parent Representative	4 (Rule 48) including Parent/Parent appointee unless they have given apologies in writing beforehand.
OHM AGM	OH Parent Representative	7 + Parent, if there are more than 70 Members at least 1/10 th and the Parent must be present or represented (Rule 24)
Sub-Committees	3	3

4.4 Chairperson

The Chairperson of the Joint Governing Body Meetings will be a Member of the OH Board, normally the Chairperson, or in their absence the Vice-Chairperson.

The Chairpersons of the Sub-Committees will be elected by the Governing Body Members of those Committees.

The Chairperson for the purposes of dealing with OH matters only will be a member of the OH Board, normally the Chairperson of the Board.

The Chair, for the purposes of dealing with OHM matters only, will be a member of the OHM Committee of Management, normally the Chairperson of the Committee of Management.

4.5 Decisions including Emergency Decisions

The Group's Schedule of Delegated Authority establishes the authority arrangements for the Board of OH, OHM Committee of Management, the Sub-Committees and

Staff. The Schedule also sets out the arrangements for emergency decision making, which for ease of reference is included here:

Extract from Schedule of Delegated Authority:

Procedures for Emergency or urgent decisions (where the Emergency Cabinet Board is not required)

In an emergency and where an urgent decision must have Board approval before the date of the next Board meeting the procedures for emergencies must be followed.

Decisions which must have Board approval are:

- *Decisions which would be contrary to the Standing Orders or adopted policies of OH;*
- *Decisions which would be contrary to Board decision(s) which still stand; or*
- *Decisions where staff, Members, Sub Committees or Working Groups do not have the necessary delegated authority.*

Any matters which are thought to require an urgent decision of the Governing Body must be referred to the Chairperson and/or Vice Chair of the relevant Governing Body(s) and/or the Chief Executive. Any two of these three will have the authority to determine whether Governing Body approval is required by reference to the Governance Framework. If it is determined that Governing Body approval is required then the matter must be referred to as many Governing Body Members as possible for their consideration. Members may be contacted by telephone or in writing including email, text etc, depending on the time available. A decision made by this mechanism, which may be a majority decision, will be submitted to the next full Governing Body Meeting for ratification.

If no majority decision can be reached by contacting as many Governing Body Members as possible then the Chairperson, or Vice Chairperson in his/her absence, must call an emergency meeting. If it is impossible to give seven days written notice of the meeting then the emergency meeting must be arranged to suit as many Governing Body Members as possible giving at least 24 hours notice. Decisions made at

meetings where seven clear days written notice has not been possible, will require to be ratified at the next scheduled Governing Body Meeting.

In all such instances of emergency/urgent business the Chief Executive or in their absence the most senior and appropriate staff member, must be fully consulted.

4.6 Adjournments

Either Governing Body may at any of their meetings adjourn the same to such date, time, place as they think fit. The relevant Chairperson may thereafter fix a date, time and place for the adjourned meeting.

A motion for the adjournment of the meeting may be made at any time 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.

When an adjourned meeting is resumed the proceedings shall be commenced at the point at which they were broken off at the adjournment.

For the avoidance of doubt a motion for an adjournment may apply to one or both Governing Bodies, in the event that it applies to one then the other Governing Body may determine to proceed with the meeting and consider matters relating to its authority.

5 Voting

Unless otherwise as directed by the Chairperson, voting will be by show of hands.

The number of votes cast for or against the motion or the amendment shall be recorded in the Minutes of the meeting.

In the case of any equality of votes the Chairperson has a second and casting vote. Matters relating to one Party will only be voted on by the Governing Body Members of that Party.

OH has a position of ascendancy, as Parent, on matters set out in the Intragroup Agreement & OHM Rules and nothing in these Standing Orders transcends that position.

6 Motions

Except as provided for under Standing Order 6.6.5 hereof, a member of the relevant Governing Body(s) shall not be entitled to propose any motion other than one arising

directly from the discussion of a subject properly before the Governing Body unless he has given prior notice of such motion.

The Chairperson of any meeting has the power to rule out of order any motion or amendment as irrelevant or incompetent.

Every such notice shall be given to the Chief Executive at least 10 days before the meeting at which it is to be considered.

If a member of the Governing Body 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 Chairperson, then the notice of motion shall fall. If, however, a member of the Governing Body, who has given due notice of the motion, is unavoidably absent from the meeting at which the motion is submitted it shall be competent for them to request another member of the Governing Body to move the motion when called on by the Chairperson. Such a request must be handed in writing to the Chairperson prior to the commencement of a meeting at which the motion is to be submitted.

Motions of Which Notice is Not Given. Notwithstanding the terms of Standing Order No 6.6 it shall be competent for a member of the relevant Governing Body to propose at the end of any meeting of the Governing Body 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.

Alterations or Revocation of Previous Resolution No resolution of a Governing Body shall be altered or revoked except by a subsequent resolution made by the relevant Governing Body of which prior notice has been given in accordance with Standing Order No. 6

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 relevant Governing Body Members present and an absolute majority of the relevant Governing Body
The alteration or revocation of any resolution of a Governing Body shall not effect or prejudice any proceedings, outcome or liability competently done or undertaken under any such resolution prior to its alteration or revocation.

7 Suspension of Standing Orders

A motion to suspend one or more particular provisions of Standing Orders may be proposed and seconded and shall be carried if supported by two thirds of those present. The Chairperson may not refuse to accept such a motion, but may

postpone putting it to the meeting until the completion of any discussion which is in progress when such suspension is moved.

8 Appointment of Sub-Committees

The Governing Bodies have powers to establish Sub-Committees and have determined that these be Joint Committees comprising Governing Body Members from both Parties *and any other person that the Sub-Committee considers suitable – such co-optees will not have voting rights.* The appointment of Sub-Committee Members will take place annually following the Group AGMs.

The provisions of the Standing Orders for Governing Body Meetings shall apply to Sub-Committees as stated or as far as practicable and appropriate.

9 Minutes

Minutes of proceedings of the Governing Body and all Sub-Committees shall be recorded and copies provided to Governing Body members. The minutes shall be submitted to the next meeting of the same Committee and if proposed, seconded and signed by the Chairperson of the meeting at which they were accepted. This shall be taken as a correct and accurate record with or without amendment. The minutes shall then be conclusive evidence of any fact recorded in them.

Minutes are not a verbatim record of discussions at a meeting. They will record the item under discussion, amendments and the decisions taken.

Minutes of Governing Body Meetings and decisions taken will be made available to the public, however the content may be censored to protect confidential or sensitive matters.

10 Equality & Diversity

The Group is committed to ensuring and promoting diversity and equality of opportunity in housing, employment and provision of services for all people within its range of work. The Group will treat all people equally and in accordance with the Equality & Diversity Policy.

11 Review

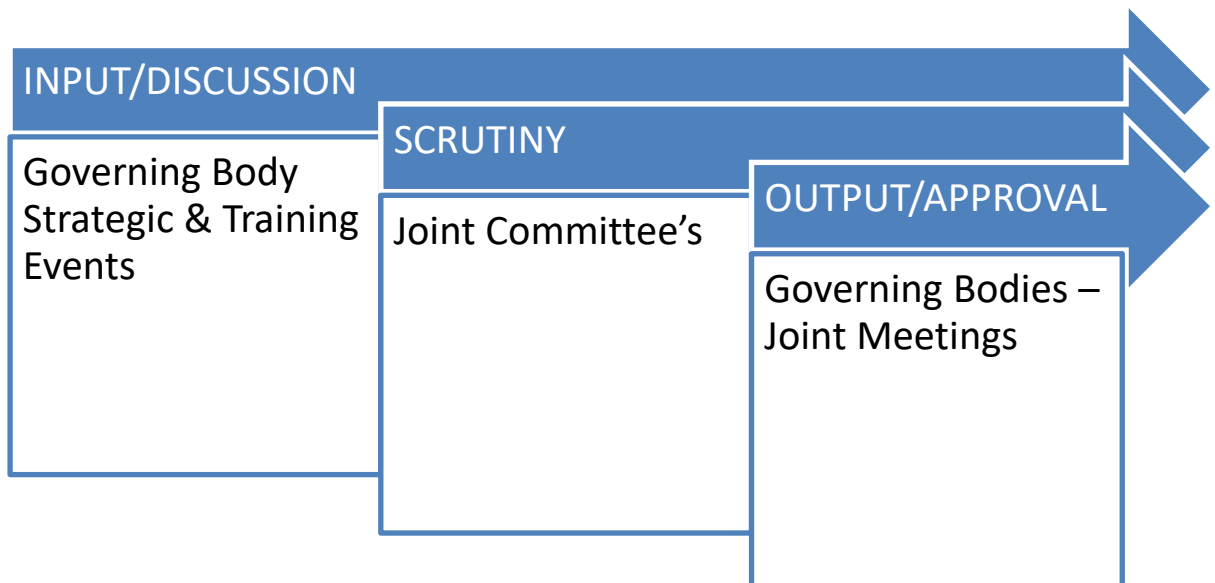
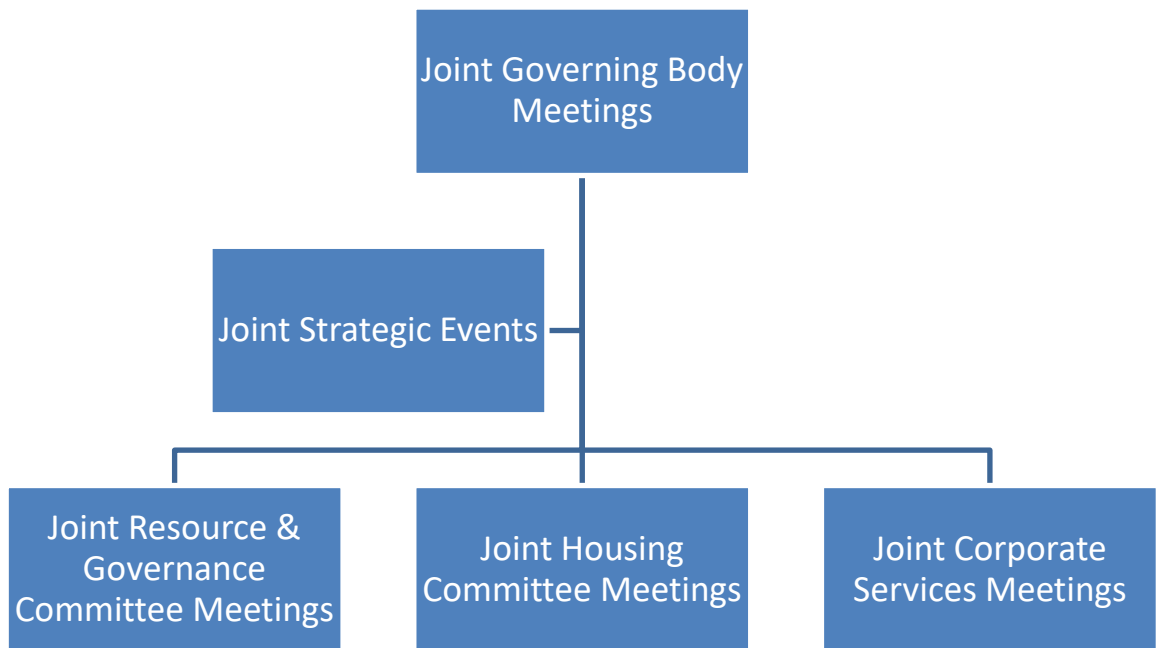
This policy will be reviewed every 3 years unless the following criteria dictate that it would be best practise to review sooner:

- i. applicable legislation, rules, regulations and

guidance, both those which affect the Group directly.

- ii. significant changes in the Group
- iii. continued best practice

Appendix 1
GOVERNANCE STRUCTURE AND STANDARD DOCUMENTS



Appendix 2 GOVERNING BODY REPORT TEMPLATE

Joint Meeting of Governing Bodies of Osprey Housing & Osprey Housing Moray	Item__
<p>Date:</p> <p>Subject:</p>	

1. Recommendation

The Governing Bodies are asked to:

- i - consider and discuss the contents of the report
- ii - support the recommendation to progress with
- iii - note the report

2. Purpose of Report

The purpose of this paper is to

3. Analysis

4. Implications/Impact

Consideration	Relevance	Comments
Financial/Business Plan	√	Addressed in Section 4.1 above
Strategic Risk Assessment and Regulatory	×	No specific relevance
Implications for Tenants/SSHC/Policy		
Staffing/HR		
Environmental Impact		
Equality and Diversity		
Data		
Consultation		

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5. Discussions at Committees

Committee	Discussed	Comments
Resource & Governance		
Housing		
Corporate Services		

Author
Role Title

**Appendix 3
AGENDA TEMPLATE**



MEETING OF THE GOVERNING BODIES OF OH & OHM

_____ **2018 at 10.00 am at**
22 Abercrombie Court, Westhill AB32 6FE

AGENDA

The remit of the Governing Bodies of OH and OHM 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	Bitesize Briefing			
2	Administration			
2.1	Welcome & Apologies	Joint	Chair	I
2.2	Declaration of Interests	Joint	Chair	D
2.3a	Minutes of meeting 29 November 2017	OHM	Chair	D
2.3b	Matters Arising	OHM	Chair	D
2.4a	Minutes of meeting 29 November 2017	OH	Chair	D
2.4b	Matters Arising	OH	Chair	D

3	Items for Decision			
3.1	Performance			
3.2	Strategy/Policy			
3.3	Governance			
4	Items for Assurance/Information			
4.1	Performance			
4.2	Strategy/Policy			
4.3	Governance			
5	Any Other Business			
6	Items Previously Circulated to Members (Indicate how and when circulated)			
6.1				
7	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”