

1.0 INTRODUCTION

1.1 GWHA's MC will ensure robust governance by ensuring compliance with the Scottish Housing Regulator's (SHR) regulatory framework. These Standing Orders describe GWHA's governance structures and procedures for effective and accountable decision-making and for ensuring that the association can demonstrate its governance and financial arrangements are such as to allow the SHR to regulate effectively and exercise its full regulatory powers.

2.0 GWHA GOVERNANCE STRUCTURE

2.1 Management Committee

2.1.1 The Management Committee (MC) is GWHA's governing body. Its terms of reference are:

1. To ensure that GWHA is well-governed.
2. To set and ensure compliance with GWHA's values and objectives.
3. To set long and short-term plans to achieve those objectives.
4. To oversee and exercise effective control over the quality of GWHA's service delivery and over GWHA's use of resources and financial viability.
5. To approve and monitor GWHA's business plan and annual budget.
6. To protect GWHA's assets and reputation and be assured that risks are being managed appropriately.
7. To establish delegations to GWHA's Sub Committees and senior management, incorporating responsibilities for risk management, assurance and control.
8. To ensure that GWHA meets its legal obligations and regulatory standards.
9. To set group objectives and maintain effective strategic oversight of the GWHA's subsidiary, GWEn.

2.1.2 The MC will meet at least 10 times in a year, usually monthly, with a recess period in the summer. The meetings will have either a Governance/Finance or Services focus.

2.1.3 The MC will adopt a Remit and Plan, which will be subject to annual review. The MC's Remit and Plan will cover each of the functional areas described at 2.1.1, setting out the MC's functions and its priorities for the year ahead.

2.2 Sub Committees

2.2.1 The MC has established two Sub Committees, **Audit** and **Staffing**. Each Sub Committee will also adopt a Remit and Plan. The Audit Sub Committee Plan will be approved by the MC and reviewed annually; Staffing Sub Committee will normally present an annual plan to the MC for approval.

2.2.2 Sub Committees will work in accordance with GWHA's Delegated Authority Policy which sets out the decision-making powers the MC has delegated to the Sub Committees and to the Executive Team.

2.2.3 The overall terms of reference for each Sub Committee are as follows:

2.2.4 Staffing Sub Committee

1. To oversee the human resources and organisational management aspects of GWHA's business on behalf of the MC.
2. This will include terms and conditions of employment, staff remuneration, health and safety management, committee involvement in recruitment/selection and disciplinary matters, where required.
3. To ensure GWHA compliance in the Sub Committee's areas of responsibility comply with the law, regulatory requirements and other good practice guidance.

2.2.5 Audit Sub Committee

1. To ensure that GWHA and GW Enterprises have effective systems for management, control and risk management.
2. To monitor implementation of approved recommendations contained in internal audit reports, external audit reports and management letters.
3. To provide the MC with assurance about how GWHA's key risks are being identified and managed.
4. To ensure alignment, initiate reports and investigations into any aspect of the activities of the Association or GW Enterprises

5. While the Audit Committee is ultimately accountable to the MC, it shall be empowered to carry out its role with independence and objectivity

2.2.6 The MC will:

1. Decide the membership of Sub Committees.
2. Review and amend the committee structure and delegations to sub committees, as necessary.
3. Appoint working groups from time to time, if this would be an efficient way of examining a particular issue before reporting back to the MC with recommendations for approval.

2.2.7 Training needs will be discussed as part of annual appraisal reviews of MCM¹s' contributions to the work of GWHA.

2.3 Role of the Executive Team

2.3.1 Subject to those matters reserved to the MC and Sub Committees for decision, as set out in the Delegated Authority Policy, the Chief Executive (CE) and Executive Team shall be empowered to manage GWHA's operations, while remaining accountable to the MC and the relevant Sub Committees.

2.3.2 The CE will act as the MC's principal adviser. The MC will also receive independent professional advice and/or assurance, as recommended by the Executive Team or as the MC directs.

2.3.3 The MC has delegated to the CE all matters concerning the staff and their conduct of the activities of GWHA, subject only to a right of appeal to the Staffing Sub Committee on matters of discipline.

2.3.4 The CE and Executive Team shall be responsible and accountable to the MC for the implementation of the MC's decisions and policies. In turn, the MC shall ensure that relationships with the Executive Team are positive, professional, supportive, and based on mutual trust and respect.

3.0 OFFICE BEARERS

3.1 GWHA's Office Bearers are the Chairperson, Vice Chairperson, Secretary and Treasurer

3.2 In accordance with GWHA's Rules, the Office Bearers shall be controlled, supervised and instructed by the Committee. The Office Bearers shall carry out their leadership role in a manner that reflects these requirements; the MC's status as GWHA's governing body, and the collective leadership and decision making the MC provides.

3.3 There will be an annual election for each Office Bearer position at the first meeting after each AGM. In addition, each Sub Committee will elect a convenor, to preside at its meetings.

3.4 Potential Office Bearers must be full members of the Management Committee and free from any formal conflict with GWHA (including rent arrears). Appointed Committee Members and Co-optees may not be Office Bearers.

3.5 Role descriptions for MCMs, Office Bearers and Sub Committee convenors are provided in the Governance Handbook.

4.0 DECLARING AND MANAGING INTERESTS

4.1 Declaration of Interests

4.1.1 All MCMs and employees must comply with the **requirements stated in GWHA's Codes of Conduct** and should:

1. Declare openly and promptly any personal, financial or business interests you or people closely connected to you (as defined in the Codes of Conduct) may have that are relevant to GWHA's business or future decisions.
2. Record these interests in the Register of Interests and keep your entry in the Register accurate and up to date.
3. Not play any part in discussions or decisions relating to an interest that you have declared or that has otherwise been identified (see exceptions stated at 4.1.4 below).

4.1.2 Each MC and staff member will be given a **declaration of interests form** to complete and then update annually. MC and staff members are personally responsible for keeping declared interests up to date at all times, notifying the Corporate Officer of any changes as soon as they arise.

¹ Management Committee Members

- 4.1.3 Declarations of interest will be a standing agenda item at all **GWHA committee meetings**.
1. If a matter covered by an existing declaration of interest is to be discussed at a meeting, the CE will normally advise the affected MCM prior to the meeting. The MCM should withdraw from either all or part of the meeting.
 2. If attending part of the meeting, the Member should notify the Chairperson that they have an interest in a matter to be discussed and then withdraw when the agenda item is reached.
 3. If a member only becomes aware of a potential conflict of interest when an agenda item is underway, they should notify the Chairperson and withdraw from the meeting at the earliest opportunity.
- 4.1.4 MC members who are tenants or factored owners can take part in discussions and vote on all general policy and performance matters, unless the matters being discussed relate specifically to their own tenancy or factoring agreement, or to the tenancy/factoring agreement of someone they are closely connected to.
- 4.1.5 If an interest that has been declared relates to a **potential payment or benefit** (such as a tenancy, job, purchase/sale of property or award of a commercial contract), the matter will be decided in accordance with GWHA's **Policy on Payments and Benefits**. GWHA will apply the special controls described in the Policy and if the payment or benefit is granted, it will be recorded in the Register of Payments and Benefits.
- 4.1.6 The Corporate Director will be responsible for maintaining the Register of Interests and the Register of Payments and Benefits. GWHA will make the Registers available as required to our auditors and regulators.

4.2 Minimising the Potential for Conflicts

- 4.2.1 MC members are often members of other groups or have other responsibilities in the community. This brings many benefits to GWHA but can also create potential conflicts of interest.
- 4.2.2 MC members should observe the following guidelines:
1. You must not show or impart to anyone else information about GWHA that you have been told is confidential.
 2. You should withdraw from GWHA committee meetings during any business relating to another organisation in which you are also involved.
 3. If attending external or public meetings at which GWHA is discussed:
 - a) You should declare your involvement with GWHA but should not speak on our behalf unless you have permission to do so.
 - b) MC members should remember that they determine the policy of GWHA and are in a position to change it. You must not support unreasonable criticism of GWHA, undermine GWHA staff who are present, or make negative or derogatory comments regarding GWHA or its policies.
 - c) If you anticipate any difficulties in adhering to these guidelines, you should consider absenting yourself from the meeting concerned and/or seek guidance from the Chairperson.

4.3 Serious Conflicts of Interest

- 4.3.1 If a MC member has a major or ongoing conflict of interest that impairs their objectivity or their ability to act in GWHA's best interests, they should consider resigning. Alternatively, the remaining members of the MC may seek the Member's resignation.

5.0 COMMITTEE MEETINGS

5.1 Frequency

- 5.1.1 The MC will normally meet monthly on a day and time suitable to the majority of members.
- 5.1.2 Meetings are normally planned annually, avoiding Bank/Public and school holidays.
- 5.1.3 There will be a summer recess of approximately six weeks and a winter recess of approximately four weeks.
- 5.1.4 Other meetings may be convened in accordance with Rule 56.1.

5.2 Notice of Meetings/Agendas

- 5.2.1 The Secretary will normally give written notice of all standing meetings on an annual basis, following agreement of the calendar of future meetings.
- 5.2.2 Where possible, seven days' notice of special meetings or ad hoc committees will be given to members.
- 5.2.3 Priorities for the year will normally be agreed at the first meeting of the committee cycle and will feed into the Corporate Planning framework.

- 5.2.4 Agendas and Reports will normally be issued one week prior to any meeting. Reports shall not normally be discussed if tabled at a meeting, unless they relate to a matter of urgency or two-thirds of those present agree to consider the report.
- 5.2.5 No business, other than on the Agenda, will be considered without the consent of two thirds of those present.
- 5.2.6 Immediately prior to each meeting, the CE should meet with the Chairperson/Convenor to confirm the order and focus of business, etc.
- 5.2.7 Where a member is unable to attend a meeting, he/she should submit apologies prior to the meeting. Where a member absents him/herself from four consecutive meetings, he/she will be removed from the management committee.
- 5.2.8 The MC will consider requests for leave of absence. Where such absence is approved, in advance, the member may continue to hold office.

5.3 **Quorum**

- 5.3.1 Minimum of four members (excluding Co-optees) at MC meetings, three at Sub Committee meetings.

5.4 **Chairing of meetings**

- 5.4.1 The Chairperson will chair all MC meetings. In his/her absence the Vice Chair will do so. If both are absent, the meeting will appoint a temporary Chair for the duration of the meeting.
- 5.4.2 The Chairperson shall:
1. Preserve order and ensure that every Member has a fair hearing.
 2. Ensure that those who wish to are allowed to contribute and that no Member may speak more than once on any motion until every other Member has had an opportunity to speak.
 3. Determine the order in which Members may speak.
 4. Impose a time limit on any business.
 5. Rule on any point of order unless challenged by at least three Members.
 6. Instruct any Member(s) whose behaviour is disruptive or unacceptable to desist. If the behaviour continues, the Chairperson may call a vote to exclude the Member(s), the vote being decided a majority of the MCMs present excluding the Member(s) complained about.
 7. Where formal voting takes place at a committee meeting, ensure that voting procedures are followed correctly (see section 8).

6.0 **SUB COMMITTEES**

- 6.1 Members of the Sub Committees will be appointed at the first MC meeting of the committee cycle to serve until the following AGM. The Sub Committees, when appointed, will decide their cycle of meetings.
- 6.2 The Chairperson will be an ex officio member of each standing Sub Committee, but will not have voting rights.
- 6.3 At either the first MC meeting of the cycle or the first meeting of each Sub Committee, each year, a Convenor will be elected by the members of that Sub Committee. Co-opted members may not be appointed as Convenor or take part in the election of Convenor. GWHA's Chairperson may not act as Convenor of the Audit Sub Committee.
- 6.4 Each Sub Committee will consist of at least three members and normally up to five members, plus the Chairperson as an ex officio member and any co-optees.
- 6.5 Appointed Committee Members and Co-optees: Not more than one-third of the total number of Sub Committee members may be Appointed Committee Members and Co-optees.

7.0 **MINUTES OF MEETINGS**

7.1 **Sub Committees**

- 7.1.1 Minutes of Sub Committee meetings will be recorded by the staff member servicing the meeting.
- 7.1.2 Minutes of meetings of Sub Committees will be submitted for adoption to the first meeting of the MC held thereafter.
- 7.1.3 The Convenor of each Sub Committee will, if present, have the right to move the approval of the Minute of any meeting of that Sub Committee, or any part thereof.

7.1.4 Staffing Sub Committee (SSC) minutes are held to be personal to the SSC. Copies of the Minutes will be signed by the SSC Convenor or Chairperson and held by the Chief Executive.

7.2 Management Committee

7.2.1 A Minute of the MC meeting will be taken by the CE/Director, under delegated authority from the Secretary.

7.2.2 A Minute of the MC meeting will be submitted to the next meeting for adoption.

7.2.3 Any member may move the adoption of the minutes.

7.2.4 In line with The Freedom of Information (Scotland) Act 2002, a copy of management committee meeting minutes shall be uploaded to GWHA website in the spirit of openness and transparency.

7.3 All Meetings

7.3.1 Only members in attendance for the full meeting may move adoption of the Minute.

7.3.2 A motion for the approval of a Minute of a meeting, or any part of such a Minute, will be considered as an original motion.

7.3.3 Any motion involving alteration or rejection of a Minute shall be dealt with as an amendment.

7.4 Minutes of Confidential Proceedings

7.4.1 A separate minute will be prepared for any items of business discussed in closed session. Minutes for these items shall only be available to committee members and to those members of staff who need access to the minutes to implement the committee's decisions.

7.4.2 As per 7.1.4, SSC minutes are confidential proceedings.

8.0 VOTING/DECISIONS

8.1 Decisions at committee meetings will normally be made by consensus or failing this by majority voting.

8.2 Matters may be put to a formal vote and decided by the MCMs present if:

1. The Chairperson, convenor or any other MCM proposes that a vote be taken to decide a matter that cannot be agreed by consensus, and the proposal to hold a vote is supported by at least two MCMs present. **OR**
2. A motion is proposed by one MCM and seconded by another MCM, and a third MCM states directly their opposition to the motion.

8.3 Co-opted Members can vote at Committee and sub-committee meetings on all matters except those which directly affect the Rules, the membership of GWHA or the election of GWHA's Office Bearers.

8.4 Voting shall be by a show of hands, unless otherwise directed by the Chairperson or Convenor.

8.5 The number of votes cast for and against the motion or amendment, and the number of any abstentions, shall be recorded in the Minute.

8.6 In the event of a tie, the Chairperson or convenor will have a casting as well as a deliberative vote.

8.7 Any member may ask for his/her dissent from any motion to be recorded within the Minute. Other than this, all MCMs are bound by their duty of collective responsibility once a decision has been made, i.e. they must accept and abide by the committee's decision and they must not undermine the decision in any way either within GWHA or externally.

8.8 Decisions made by the MC will stand on record for at least six months and will not be discussed, questioned or put to a second vote within that period unless there are exceptional circumstances/material change and only then with the consent of 2/3rds of those present. The same shall apply to decisions made by Sub Committees, unless the MC wishes to review and/or amend a decision made by a Sub Committee.

9.0 ADJOURNMENT OF MEETINGS

9.1 The MC may adjourn meetings, and a motion for adjournment will take precedence over all other motions.

9.2 When an adjourned meeting is resumed, proceedings will commence at the point at which they were broken off at the adjournment.

10.0 TIME MANAGEMENT OF MEETINGS

10.1 The Minutes of previous meetings will be taken as read, except those items that appear on the Agenda.

- 10.2 The decision of the chairperson or convenor at a meeting is final on length of speeches, debate and closure of debate.
- 10.3 Proceedings at MC and Sub Committee meetings should not exceed **two** hours.
- 10.4 In exceptional circumstances, a meeting may be extended but only if supported by 2/3rds of those present. Otherwise a special or extra meeting may be called to allow for further consideration of a particular topic.

11.0 SERVICING OF MEETINGS

- 11.1 The CE will attend meetings as required and/or necessary.
- 11.2 The CE and/or Corporate Director will usually attend and service the core governance and finance functions at MC meetings. The CE and/or the Services and Technical Directors will normally service and attend services and technical functions.
- 11.3 The CE and/or Corporate Director will normally service and attend the Audit Sub Committee, with the external or internal auditors attending as required or as requested by the Audit Sub Committee.
- 11.4 The CE and the Corporate Director or Governance/HR Manager will normally service and attend the Staffing Sub Committee.

12.0 EMERGENCY BUSINESS

- 12.1 Any matter out with the authority of GWHA's senior staff that requires urgent or immediate action, but which cannot wait until the next meeting, may be referred (via the CE) to the Chairperson or another Office Bearer for decision. Any such matter and the action taken shall be reported to the first meeting thereafter.
- 12.2 Any question as to the interpretation of the delegated authority functions of a Sub Committee will be determined in an emergency situation by the Chairperson or Secretary, on the advice of the CE.

13.0 ANY OTHER BUSINESS

- 13.1 Any other competent business should be intimated to the Chairperson/Convenor prior to the start of the meeting.
- 13.2 At the discretion of the Chairperson/Convenor, business that requires a Committee decision urgently should be dealt with under Any Other Business
- 13.3 Other business will be referred to a future meeting or delegated through the appropriate committee plan or staff member. "Items for Future Agendas" will be incorporated within the standard format of Agenda.

14.0 CONFIDENTIALITY

- 14.1 Proceedings at all MC and Sub Committee meetings, together with agendas, reports and other documents submitted to such meetings should be treated as confidential unless otherwise agreed.
- 14.2 Members should ensure that confidential information is not used for the personal advantage of either themselves or anyone they know. Such use of confidential information would constitute a grave betrayal of trust and a serious disciplinary offence. If a MCM believes that confidential information must be disclosed to address wrongdoing, they should act in accordance with GWHA's Policy on Whistleblowing.
- 14.3 GWHA has a legal duty to protect the confidentiality of personal information. With the exception of matters falling within the Payments and Benefits and/or Gifts and Hospitality Policies where disclosure may be required, information presented at Committee meetings shall not divulge personal information (such as name, address, property reference, gender, etc.) relating to an individual, and personal information shall be processed in accordance with GWHA's Policy on Data Protection.

15.0 PERSONAL CONDUCT AT MEETINGS

- 15.1 When attending meetings, committee members must ensure that their personal conduct meets the standards set out in GWHA's Code of Conduct and related governance policies. Failure to do so may result in action being taken against a committee member, as described in the Code of Conduct.
- 15.2 When attending meetings, committee members must always:
 1. Conduct themselves in a courteous and business-like manner.
 2. Declare any personal, financial or business interests, including any interests they are aware of on the part of people they are closely connected to.

3. Not use committee meetings to bring up personal matters.
4. Embrace the values described in the Code of Conduct, including those relating to personal integrity and equality and diversity.
5. Show respect for the authority of the chairperson of a meeting.
6. Show respect and consideration towards other members, staff members and anyone else present;
7. Respect confidentiality.
8. Accept shared responsibility for all decisions that have been properly made by the committee.

16.0 DELEGATED AUTHORITY

16.1 The MC has delegated authority to Sub Committees and to staff members in accordance with the GWHA's Policy on Delegated Authority. All members of the Management Committee will operate within this policy.

17.0 REVIEW

- 17.1 The Standing Orders will be reviewed at the MC's first business meeting after the AGM, to identify any changes required. Change will require a two thirds majority of those present.
- 17.2 The MC will monitor the implementation of Sub Committee remits and delegated powers and will implement any changes that may be needed.
- 17.3 The MC shall conduct an overall review of the Standing Orders in five years' time. It may vary the Standing Orders at any time where this would improve the governance role of the MC and/or any Sub Committee.

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