



Standing Orders for the Board and Committees

1. Introduction

- 1.1 The powers and operation of the Board are governed by the Rules (or Constitution) of Blackwood, as well as by statute and by guidance on good practice issued by the Scottish Housing Regulator (SHR).
- 1.2 The Standing Orders contained in this document are intended to further define the proceedings to be adopted at Board and Committee meetings, how the Board will use its powers to carry out its responsibilities, deal with emergencies, and record its decisions. If any conflict in interpretation between the Rules and Standing Orders should arise, the Rules will take precedence.
- 1.3 Standing Orders may be suspended at a Board or Committee meeting providing it is quorate and not less than two thirds of those present and voting agree. Suspension should be a rare occurrence and if it were used frequently would indicate that the Standing Orders need to be reviewed and amended.
- 1.4 The Chair's decision on the interpretation of Standing Orders will be final. The assumption is made that, should the Chair be unable to fulfil their duties as per these Orders, they will be undertaken by the Vice Chair.

2. Operation of the Board

2.1 Purpose

- 2.1.1 The Board is the main decision-making body of Blackwood and is accountable through its Rules to the members of Blackwood.
- 2.1.2 The Board is responsible for monitoring and controlling the activities of Blackwood to ensure that it operates as efficiently and effectively as possible, in the best interests of tenants and service users, members, employees, funders and the wider community.

2.2 Frequency and Composition

- 2.2.1 Board meetings will be held at least six times a year.
- 2.2.2 Four members will form a quorum at each Board meeting.

2.2.3 Special meetings of the Board can also be called, in accordance with Rules 56.1 to 57.

2.3 Appointment of Board Office Bearers and Co-optees

2.3.1 At the first meeting of the Board following each Annual General Meeting (AGM), members of the Board will elect the Chair and Vice Chair of Blackwood, who will hold office until the first Board meeting after the next AGM. Contested elections will be determined by secret ballot. The Chair can be re-elected but must not normally hold office continuously for more than five years.

2.3.2 At the same meeting the Board will confirm the appointment of the Secretary, who will normally be a paid member of staff. The Secretary's duties are set out in Rule 59.3.

2.3.3 The Board may appoint persons as co-opted members in accordance with Rules 42.1 to 42.3. Their appointment will last until the next AGM.

2.3.4 At the first Board meeting after each AGM, the Board will also elect or re-elect its representatives to any external bodies to which it is affiliated, for example the Scottish Federation of Housing Associations, and to any other bodies to which it is entitled to elect representatives.

2.4 Removal of Office Bearers

2.4.1 In the exceptional circumstance of a Board member wishing to move a motion of no confidence in an office bearer, this will not be moved unless it is seconded by another member. The Secretary will be given no less than 15 days' notice of intention to move such a motion. The Secretary will then give the person who is the subject of the no-confidence motion no less than 12 days' notice of the motion.

2.4.2 This will be debated at a Board meeting or special meeting, as per Rule 44. The person who is the subject of the no-confidence motion cannot chair this meeting while the motion is debated. No staff will be present while a no-confidence motion is being discussed.

2.4.3 Voting on a no-confidence motion will be by secret ballot.

2.5 Appointment of Committees

2.5.1 The Board may delegate its powers to Committees comprising some of its members. These Committees will carry out such functions as may be referred to them in writing by the Board in accordance with their Terms of Reference.

2.5.2 The members of Committees will be appointed at the first Board meeting following the AGM each year, to serve until the first Board meeting after the next AGM. At least four Board members will be appointed to each Committee.

2.5.3 The Board may also appoint working groups to carry out particular tasks for a limited period. The composition of such time limited groups is at the discretion of the Board.

3. Responsibilities of the Board

3.1 The Board must ensure that Blackwood complies with:

- Its Rules.
- Relevant legislation and statutory regulations including the European Convention on Human Rights and those required through registration with the Financial Conduct Authority (FCA), the Scottish Housing Regulator (SHR), the Care Inspectorate, and the Office of the Scottish Charities Regulator (OSCR).
- Performance standards and best practice as determined by the Scottish Housing Regulator, the Care Inspectorate, local authorities and other regulators.
- Conditions imposed by grant-giving bodies and lenders, and other contractual obligations.

3.2 In carrying out its duties, the Board may exercise any or all of the powers listed in paragraph 47 of the Rules, or take any action it deems necessary within the law. It may not make decisions on matters reserved to the members of Blackwood either by the Rules or by statute.

3.3 Powers Reserved to Board

3.3.1 The Board may delegate some of its powers to Committees, Office Bearers, the Chief Executive, or Executive Management Team, as set out in the Scheme of Delegation and Committee Terms of Reference. However, it will retain specific areas of responsibility for itself. These are set out in the table below.

Area	Responsibility
Business Planning	Approve the Strategic Direction, Vision and Values at least every 3 years and on a rolling annual basis.

Area	Responsibility
Financial Planning to support Business Plan	Approve the 5-year Business Plan and Efficiency Targets.
Budget & Management Accounts	Approve the Annual Budget. Receive quarterly management accounts and consider areas of concern, efficiency targets, major variations of spend against budget and agree improvement actions where appropriate
Treasury Management	Approve the Treasury Management Policy. Approve bank loans and other necessary action to ensure funds for investment and management and to maintain adequate reserves. Delegate actions as necessary to Services Committee.
Cash Flow Projections	Approve the quarterly, annual and long term cash flow projections.
Financial Standing Orders	Approve the Financial Standing Orders on an annual basis.
Banking Arrangements	Approve Blackwood's banking arrangements.
Statutory Accounts	Approve the Statutory Accounts and Annual Report to the Board.
Financial Returns	Approve financial and other returns to the regulators / Companies House and recommend Chair's signature, where required.
Procurement	Approve the Procurement Policy. Review the list of Approved Consultants & Suppliers on a bi-annual basis to ensure no conflict of interest arises in line with the Entitlements Payments & Benefits Policy.
Partnerships & Agreements	Approve partnership agreements, management agreements and leases that are for more than 5 years, or that will have an impact on the Strategy of Blackwood.
Asset Management Strategy	Approve the Asset Management Strategy.

Area	Responsibility
New Build & Development	Approve a medium term new build development plan on an annual basis.
	Approve proposals for remodelling or replacing care homes or housing developments.
	Approve Blackwood 's Design Guide and key elements of specification for our housing.
	Approve acceptance of tenders for building contracts. Approve any development expenditure that may be required prior to funding approval.
Rent & Service Charges	Approve the Rent & Service Charge Policy.
	Approve rent and service charge levels for the next financial year.
Care Strategy	Approve the Care Strategy.
Marketing, Communication & PR	Approve major re-branding and marketing direction to support Blackwood's strategic purpose.
Consultations	Participate in consultations if input is required from the governing body.
Compliments, Suggestions & Complaints	Annually review Compliments, Suggestions & Complaints in conjunction with the year-end review of performance.
Customer Engagement	Approve policies and strategies for how we involve customers. Board Member involvement where appropriate in opportunities for Customer Engagement.
	Ensure the results of the Tenant Survey and the improvement action plan are in line with Blackwood's strategic direction.
Policies & Strategies	Approve new or revised policies and strategies where responsibility has been reserved to Board.
Performance Management	Annually review key performance information. Chair signs off Annual Return on the Charter.
	Approve the annual targets for Strategic Key Performance Indicators.

Area	Responsibility
Business Improvement	Approve the Quality & Continuous Improvement Policy.
	Be aware of all inspection reports and action being taken through updates from Audit Committee.
Business Solutions	Approve recommendations on Business Solutions Capital Investment in line with the financial standing orders.
External Audit	Approve Blackwood's response to the External Auditor's management letter.
Appointment of Auditors	Recommend the appointment of the External Auditors for a further year at each AGM.
	Approve the appointment of Internal and External Auditors following tender processes.
Risk Management & Board Assurance	Annually consider and approve Blackwood's Risk Appetite and Strategic Risks through the Board Assurance Framework
People Strategy	Approve the People Strategy.
Recruitment & Structure	Approve the staff structure and complement.
	Appoint to the Chief Executive post (Chair of the Board to chair the selection panel).
Terms & Conditions	Approve proposals for Salary Scales / Annual Salary Change.
	Voluntary Severance Pay Register and Redundancy Payment Register signed off on an Annual Basis by the Chair.
	Approve proposals for pension schemes and associated contributions from Blackwood.
	Approve Trade Union recognition agreements.
Management of Employees	Deal with any matters of discipline, dismissal and grievance in accordance with HR policies for the Chief Executive post.
Health & Safety	Approve the Annual Health & Safety Plan.
	Review an annual report on Health & Safety, including the implementation of the plan.

Area	Responsibility
	Review & approve all Health & Safety Policies.
Governance	Periodically review the Rules, approve any changes and recommend them for further approval from relevant regulatory bodies.
	Ensure the Board's business is conducted in accordance with the Rules.
	Ensure Blackwood complies with its Rules, law, statutes, performance standards, best practice and contractual obligations through appropriate scrutiny of relevant reports and documents.
	Approve the appointment of Secretary.
	Review the Committee structure at least every 2 years. Approve the Scheme of Delegation, Standing Orders and Terms of Reference.
	Receive an annual report of each Committee and take action as necessary. Receive an update on the work of each Committee at the next appropriate Board meeting, including a copy of the minutes.
Governance Policies	Approve key Governance policies which affect Board e.g. the Membership Policy, Code of Conduct for Board Members, and Entitlements, Payments and Benefits Policy. Chair signs off associated registers annually.
Statutory Policies	Approve the Whistleblowing, Fraud, and other key governance policies.
	Chair to sign off registers associated with these policies on an annual basis.
Data Management & Protection	Receive and review reports as necessary that confirms Blackwood has met its statutory obligations under the Data Protection Act and our policy.
	Approve the appointment of a Data Protection Officer.
Subsidiaries	Appoint the required number of members for the Board of each of Blackwood's subsidiary bodies.
Short Term Working Groups	Approve any short term working groups, agree membership, scope and purpose

Area	Responsibility
Board Recruitment	Seek new Board Members, conduct interviews and approve the appointment of new Board members in line with the Board Recruitment and Succession Policy.
	Approve the Board Recruitment & Succession Policy.
Board Learning & Development	Approve the Board Learning & Development Policy and the Board Learning & Development Plan.
	Ensure that members are equipped to fulfil Board member responsibilities by undertaking training as required and carrying out Annual Reviews.
Board Expenses	Review the level of expenses paid to Board members on an annual basis. Approve the Board Member Expenses Policy.
In the Absence of Chief Executive	Chair to approve delegated powers in the absence of the Chief Executive.
In the Absence of the Secretary	Responsibility will lie with the Chief Executive to undertake the Secretary duties.

4. Operation of Committees

- 4.1 Each Committee has authority to vary the date and time of its meetings, subject to the agreement of two thirds of its members. A Committee may also call additional meetings if required to enable it to carry out its functions.
- 4.2 In carrying out its responsibilities each Committee will have authority to take all necessary action to achieve its objectives efficiently and effectively. It may:
- Co-opt additional members providing the number of co-optees does not exceed one third of the total number of members.
 - Seek any information that it requires from staff who are directed to cooperate with all reasonable requests.
 - Obtain outside assistance from legal or other independent professional advisers.
 - Establish time-limited working groups to investigate specific issues and report back.
- 4.3 Each Committee will report to the Board on its work through prompt circulation of the minutes, in accordance with the Rules. It will be the

responsibility of the Committee Chair, or in their absence the Vice Chair or appropriate EMT Member, to highlight issues for decision at Board meetings. In addition, they will provide the Board with an annual report of their activities, including any recommended changes to the Terms of Reference.

- 4.4 Special working groups will report in writing to the Board when they have fulfilled their remit. Interim reports may be submitted to the Board if requested or if the group seeks further direction from the Board.
- 4.5 Additional information around the purpose and responsibilities of each Committee, their composition, meeting frequency, and quorum requirements, are included in their individual Terms of Reference.

5. Annual Chairs' Meeting

- 5.1 Each year the Chair of Blackwood will hold a meeting with all Committee Chairs. The purpose of this meeting will be to review the last year, consider how well the governance structure is operating, and agree any improvements required for the coming year.
- 5.2 This meeting will take place at a time and date to be agreed by the Board. A short note of the meeting will be circulated to all other Board members.

6. General Orders for all Board and Committee Meetings

6.1 Administration of Meetings

- 6.1.1 A diary of all meetings for the year from 1st September will be issued to Board members in the second quarter of each financial year. This is to ensure the meetings are in line with the governance calendar following the AGM.
- 6.1.2 It will be the responsibility of the Chairs to work closely with appropriate members of the Executive Management Team to finalise each agenda and who will be expected to attend the meeting. Any Board member wishing to place an item on an agenda should provide details to the Secretary servicing the Committee at least 14 days before the meeting. The Chair will determine if the item is to be included.
- 6.1.3 Notices of meetings including date, time, place and agenda will be circulated to all members at least 11 days in advance.
- 6.1.4 Papers supporting the agenda will be sent to members with the notice calling the meeting unless in specific cases this is not possible. Papers sent later will be admissible for discussion unless the Chair decides the notice is insufficient to allow proper scrutiny.

- 6.1.5 Only items of business referred to on the agenda will be considered, unless the majority of members' present agree to consider something additional. However, an extra item may be allowed if the Chair decides it is urgent, and that the matter arose too late to be included on the agenda.
- 6.1.6 It will be the responsibility of the Secretary to ensure that minutes are taken at every meeting. These will record those present and apologies received, the main areas of discussion, and all the decisions made. The draft minutes will be submitted for approval as a correct record at the following meeting.
- 6.1.7 Minutes will also be taken at the AGM. A draft will be sent to the Chair of the Board within one month of the meeting to approve in readiness for the following year.
- 6.1.8 Meetings should last no longer than two hours. After that period a decision will be made by the Chair, in agreement with those present, whether to continue for a set amount of time or adjourn the meeting until another date.

6.2 Powers and Duties of the Chair

- 6.2.1 It will be the duty of the Chair at meetings:
- To keep order and ensure that every member of the Board or Committee has a fair hearing, being mindful of any disability a member may have.
 - To decide whether any matter raised is competent or relevant.
 - To ensure that sufficient opportunity is given to the Board or Committee to deal adequately with the topic under discussion.
- 6.2.2 The Chair will seek and take account of feedback from members of the Board or Committee about the content and conduct of meetings.
- 6.2.3 The Chair may, with the consent of the majority of those present and entitled to vote, alter the order of business at the meeting at any stage.
- 6.2.4 The decision of the Chair on how the meeting is run is final, and other members will respect this decision.
- 6.2.5 If the Chair and the Vice Chair are both unable to attend a Board or Committee meeting, members present at the meeting will choose one amongst them to chair.

6.3 Inquorate Meetings

- 6.3.1 The number of members needed to form a quorum is specified above for the Board, and in each Committee's Terms of Reference.

- 6.3.2 In the event of a quorum not being present within 30 minutes after the scheduled start of the meeting, members present will choose whether to adjourn or to continue with the meeting. If choosing to continue, any decision made must be ratified with those members not in attendance via email and recorded in the minutes of the next meeting.
- 6.3.3 In the event of a meeting becoming inquorate after it has started, the meeting will be suspended for 10 minutes. If still inquorate members will decide whether to adjourn or continue as above.

6.4 Adjournments, Postponements and Cancellations

- 6.4.1 If a Board or Committee meeting has to be discontinued because of a lack of quorum or for any other reason the Chair may, with the consent of the majority of those present, adjourn the meeting to another date, time and place. The arrangements for this meeting will be determined in consultation with the Secretary.
- 6.4.2 A motion of adjournment of the meeting may be made at any time and will be dealt with before any other business.
- 6.4.3 Notice of an adjourned or postponed meeting and business to be transacted will be sent to all members. When an adjourned meeting is reconvened, business will commence at the point at which it was interrupted. No business other than that left unfinished from the original meeting will be dealt with.
- 6.4.4 Alternatively, the Chair, in consultation with the Chief Executive or appropriate EMT Member, may decide to cancel the adjourned or postponed meeting. Business not dealt with may be incorporated into the business of the next scheduled meeting of the Board or Committee. This meeting will consider the minutes of any relevant partial meeting that was adjourned.

6.5 Deputations

- 6.5.1 Members of the public and customers will not normally attend Board or Committee meetings. Requests to receive a deputation will be in writing, signed, and addressed to the Secretary.
- 6.5.2 The Chair will decide whether to hear the deputation and how many people to admit or allow to speak, and for how long.
- 6.5.3 Any member may ask questions of the deputation but no member will discuss or express an opinion on the subject on which the deputation has been heard until the deputation has left.

6.6 Discussion of Business

- 6.6.1 The Chair of the Board or Committee will open and close each item of business and will normally follow the order of the agenda.
- 6.6.2 It is the responsibility of any member who has a dual or conflicting interest in any item of business to declare that interest at the start of the meeting.
- 6.6.3 Where a member has declared an interest, they will not chair that part of the meeting, participate in the discussion of the item, or take part any vote that may be required. The Chair may require that the member leaves the room for that item. However, the Chair may allow the member to be heard on the matter.
- 6.6.4 Any member who wishes to speak on an agenda item will do so when invited by the Chair. Members are expected to conduct themselves in a business-like and courteous manner, in accordance with Blackwood's Code of Conduct for Board Members.
- 6.6.5 A Board or Committee member may provide information, express an opinion, ask a question, propose, second or support a motion or recommendation relevant to each item under discussion, or raise a point of order. This will be subject to the agreement of the Chair.

6.7 Making Decisions and Voting

- 6.7.1 Where a member wishes to propose a course of action or the approval of a recommendation, another member must second the proposal.
- 6.7.2 If no counter proposal or amendment is made, the Chair will then seek the view of those members of the Board or Committee who are entitled to vote.
- 6.7.3 The proposal may be approved by general acclaim but if some dissent is heard a vote may be taken. Decisions will be made by a simple majority of those present and voting. In the event of a tie the Chair will have a second

or casting vote. The minutes of the meeting will provide conclusive evidence of the decision made.

6.7.4 If a counter proposal or amendment is made and seconded this will be considered before the original proposal. If more than one is made they will be considered in turn.

6.7.5 Unless a secret ballot is requested or required, voting will be by a show of hands. The number of votes cast in a ballot for or against a proposal or amendment will be recorded in the minutes of the meeting.

6.8 Alterations to Previous Decisions

6.8.1 No decision of the Board or a Committee will be reconsidered, changed or overturned without:

a) The item being accepted in advance for a Board or Committee agenda by the Chair and / or Chief Executive or appropriate EMT Member.

b) The consent of two thirds of the members present at the meeting and an absolute majority of the Board or Committee as a whole.

6.8.2 If a decision is changed or overturned the Board or Committee will accept the consequences of any competent action taken or liability reasonably incurred as the result of the decision before it was changed or overturned.

6.9 Emergencies

6.9.1 In case of an urgent matter which is beyond the delegated authority of the Chief Executive to deal with, the Chair of Blackwood and Board Secretary will call a special meeting, giving at least four days' notice.

6.9.2 Any matter outside the authority of staff that requires such attention that it cannot wait for a meeting will be referred to the Chair or, if they are unavailable, to the Vice Chair or a Committee chair.

6.9.3 If the Board or Committee anticipates that an urgent decision out with the authority of staff will arise at a time when no appropriate meeting can be scheduled, authority for the decision may be delegated to the Chair of the Board or of the Committee concerned, or to one or more nominated members thereof.

6.9.4 A report on the urgent matter and the action taken will be presented to the next meeting of the Board or Committee concerned.