



Standing Orders & Delegated Authorities Policy

March 2024

POLICY IMPLEMENTATION CHECKLIST	
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Approved by Director:	18 March 2024
Effective From:	27 March 2024
Date of Next Review:	March 2027
Diversity compliant:	YES
Equality Impact Assessment:	LOW
Data Protection compliant:	YES
Health & Safety compliant:	YES
Procedure implemented:	YES
SDM system changes made:	
Training Completed:	
Posted on SharePoint:	
Posted on website:	

1. OVERVIEW

The Co-operative's Standing Orders are largely drawn directly from its Rules and set out how its business will be conducted. The Co-operative is required to operate in accordance with its Rules and that the Committee of Management should conduct its business with honesty and integrity and demonstrate the values of good governance.

The remit of the Committee of Management, and any subcommittees, is set out below. In order to ensure the good governance of the Co-operative the Committee of Management has put in place these Standing Orders to enable its business to be managed efficiently and effectively.

2. THE REMIT OF THE CO-OPERATIVE'S COMMITTEES

The Committee of Management

2.1 The Committee of Management is charged with the following primary responsibilities. To:

- (i) make decisions regarding the Co-operative's aims and objectives, and**
- (ii) oversee and direct business in such a way as to ensure that these aims and objectives are met.**

2.2 The Committee of Management is directly accountable to the membership and is democratically elected every year at the Annual General Meeting.

2.3 The Committee of Management is the Co-operative's governing body and, as the organisation has charitable status, Committee members are also charity trustees. The Committee of Management has ultimate authority and responsibility for all the Co-operative's work. Day to day operational management is delegated to senior staff within the limits set out in the Delegated Authorities

2.4 The Committee of Management is responsible for:

- Ensuring the Co-operative is well governed and achieves its overall purpose;
- Providing leadership to the Co-operative and determining its strategy;
- Controlling the Co-operative's business and ensuring compliance with the Co-operative's Rules and all legal, regulatory and best practice standards;
- Ensuring tenants and other customers receive high quality services that are good value for money;
- Ensuring the Co-operative remains solvent and makes proper use of its money and other resources; and
- Employing, directing and supporting staff and ensuring they are effective in managing the Co-operative's business.

2.5 The Committee of Management's key functions are to:

- Set the overall strategy by approving the Co-operative's Business Plan, Internal Management Plan and overall plans for improving services and business development;

- Approve all major policies on housing services and employment; business changes and new activities;
- Make major financial decisions about the use of resources, including setting the annual budget and rent increase;
- Monitor overall Income and Expenditure and oversee the Co-operative's strategy on borrowing money;
- Oversee the way the Co-operative manages risk; identify major risks and take account of these in making decisions;
- Act as the employer of staff; approve arrangements for pay, conditions of service and pensions;
- Review performance; track how major strategic decisions are put into practice and what results are being achieved;
- Monitor the quality of service tenants receive and levels of tenant satisfaction; and
- Critically examine how efficient and effective the Co-operative is in all activities ensuring it makes best use of resources and provides value for money.

3. THE COMMITTEE STRUCTURE

- 3.1 The Committee structure must reflect the strategic needs of the Co-operative. The Co-operative is of the view that it can operate most effectively by having only one main committee – the Committee of Management. However the Committee of Management can delegate its powers to a sub-committee under documented terms of reference as and when required (per section 58.1 of the Rules).

4. COMPOSITION OF THE COMMITTEE OF MANAGEMENT

- 4.1. The Committee of Management will comprise up to a maximum of 15 members and a minimum of seven.
- 4.2 All meetings require a quorum to be present in order for any business transacted/ decisions made to stand. The quorum is four members (excluding co-opted members whose attendance does not count towards a quorum). The Rules (at section 24.2) state that if a quorum is not present – either in person or by representative – within 30 minutes after the starting time of the meeting, the meeting will be rearranged at a mutually convenient time (if there is any urgent business, an Emergency Powers meeting may have to be called).

At the first meeting following the Annual General Meeting, the Committee of Management will appoint the following Office Bearers for a period of one year:

4.3

- Chairperson;
- Vice Chairperson;
- Secretary; and
- Treasurer

- 4.4 In the event of a tied vote there should be a secret ballot, if this still results in a tie then the issue will be resolved by the drawing of lots.

- 4.5 Retiring Office Bearers may stand for re-election, with the exception of the Chair who may not stand for a sixth successive year.
- 4.6 The Committee may remove any Office Bearer at a Special Committee of Management meeting called for that specific purpose. Any motion in this regard must have a majority of two thirds of those present and eligible to vote (co-optees may not vote on such issues).

Procedures at Meetings

- 4.7 Meetings of the Committee of Management will take place monthly, normally on a Wednesday at 6pm.
- 4.8 Agendas, minutes of the previous meeting and papers for each meeting will be circulated by the Director or Operations Director on behalf of the Secretary. These will be sent out at least five days in advance of the said meeting. Any member wishing a specific item included on the agenda must notify the Director, or Operations Director in their absence, at least seven days in advance of the meeting (failing this, the item may be raised under Any Other Business).
- 4.9 The Chair of the Committee shall preside at all meetings of the Management Committee. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and Vice-Chair, the members of the Management Committee present at the meeting shall elect a Committee member present to be the Chair of that meeting. All questions of order arising at any meeting shall be decided by the Chair of the meeting.
- 4.10 Any member wishing to speak may do so by indicating this to the Chairperson. No member will speak unless invited to do so by the Chairperson.
- 4.11 Where a vote is required, this will normally be by a show of hands, but a secret ballot may take place if a simple majority of the members present vote in favour of this. Where there is a tie, the Chair shall have both a deliberative and a casting vote. Any member who disagrees with a decision of the Committee may ask to have his/her dissent recorded in the minutes.
- 4.12 All Committee business will be recorded in a formal minute which will be prepared by the Director or Operations Director (or other staff member acting on his/her authority), and approved at the next ordinary Committee meeting by being proposed and seconded as an accurate record of the business discussed.
- 4.13 The maximum duration of any meeting will be 2 hours. For the meeting to continue beyond this time period, a motion to suspend Standing Orders must be approved by at least two thirds of those members present. Standing Orders may only be suspended for 15 minutes duration and no more than twice in any one meeting. It is the duty of the Chairperson to ensure that Standing Orders are observed.

5. REMITS AND DELEGATED AUTHORITIES OF SUB-COMMITTEES AND STAFF

- 5.1 In line with the Co-operative's Rules, the Committee of Management can delegate its powers to a sub committee made up of Committee members. The sub committees must follow the written instructions given to them by the Committee of Management.
- 5.2 The remit and delegated authority of the staff is contained in appendix 1.

6. COMMITTEE MEMBERS' CONDUCT

- 6.1 In conducting the Co-operative's business, Committee Members will adhere to these Standing Orders, to the Co-operative's Rules and to the Committee's Code of Governance. The Secretary will ensure that each year, following the AGM, Committee Members are reminded of the Code of Governance and that any new Members sign the Code.

Conflicts of Interest

- 6.2 If any member or officer has a personal or pecuniary interest, direct or indirect, in any matter under discussion at a meeting of the Committee, he/she shall declare that interest as soon as practicable after commencement of the meeting. The Co-operative's Rules (at section 38.2) state that the Committee member will be required to leave the meeting while the matter is discussed. They will not be allowed to vote on the matter, or to stay in the meeting while any vote on the matter is being held.
- 6.3 In order to facilitate this, the agenda for every Management Committee and subcommittee meeting will include a standing item entitled "Declarations of Interest". This item will be placed on the agenda immediately after the opening item "Apologies for Absence".

Confidentiality

- 6.4 All matters discussed at Committee meetings shall be treated in strictest confidence by members and officers in attendance, whether or not a particular matter is specifically described as confidential. Breach of confidentiality will be considered a breach of the Co-operative's Code of Governance for Committee members.

7. EMERGENCY DECISIONS

- 7.1 The situation may arise where the Co-operative has to make an emergency decision, which cannot wait until the next Committee meeting and for which staff do not have delegated authority. Such instances are expected to be rare.
- 7.2 Given that this procedure should be used only for true emergencies, it needs to be invoked quickly. The most senior member of staff present will therefore:
- contact all Committee members by whatever means possible (telephone, home visit) and call a meeting at the earliest practical time. The staff member will have to use some judgement on the urgency of the situation - for example, it may sometimes be acceptable for the meeting to be deferred until the following day, although this will not always be the case;
 - consult with other members of staff as and when required;
 - make all reasonable attempts to contact the Director services if (s)he is not present at the time;

- provide Committee members with as comprehensive a report as time allows (written if possible);
 - ensure that the meeting is appropriately minuted; and
 - ensure that the Committee of Management received a full report at its next meeting.
- 7.3 The Emergency "sub-Committee", by necessity, has no membership and no quorum. The principle is that as many members as possible attend to deal with what is considered to be a genuine emergency. Having a specific membership or quorum would only act to prevent a decision being taken and this may potentially damage the Co-operative.

8. EQUAL OPPORTUNITIES

- 8.1 In implementing this policy, the Co-operative shall ensure that we achieve fairness towards all staff, governing body members and other stakeholders. Our commitment to equal opportunities and fairness will apply irrespective of factors such as gender or marital status, race, religion, colour, disability, age, sexual orientation, language or social origin, or other personal attributes.

9. REVIEW

- 9.1 This Policy should be reviewed every three years, or more frequently if required.

APPENDIX 1

DELEGATED AUTHORITIES TO SENIOR STAFF

Introduction

The responsibility for the overall direction and actions of Forgewood Housing Co-operative lies with the elected Committee of Management. The Committee fulfils this role via a series of regular Committee (and where applicable sub-Committee meetings), as described earlier in this document. On a day-to-day basis, the Committee relies on the professional staff team to ensure that the Co-operative is run in an appropriate manner, consistent with the policies and other objectives agreed by Committee.

The Co-operative's staff team is headed by the following senior staff:

- Director; and
- Operations Director.

This appendix outlines the delegated authorities to those senior staff who, in turn, ensure that tasks are carried out appropriately.

Director

The Director, or in his/her absence the Operations Director, has delegated authority to undertake the duties and responsibilities as detailed in his/her job description, and in the Co-operative's policies and procedures, including the following:

- 1) Ensuring the routine day-to-day pursuit of the Co-operative's business in accordance with all current policies and procedures.
- 2) Sourcing work including pricing and incorporating projects into the work plan.
- 3) Authorising urgent items of revenue expenditure not exceeding £5,000 in any one case - or such other sums as may be approved from time to time by Committee - which are not included in the annual budget (provided that the purpose of the expenditure is consistent with the Co-operative's policies and that the circumstances are reported to the next meeting of the Committee). Unbudgeted expenditure exceeding £5,000 will require to be dealt with as an emergency decision – see Section 7 above.
- 4) Authorising virements between budget headings for amounts up to £1,000 on each item. In each case, the Committee of Management will receive a written report at the next Committee meeting following the virement.
- 5) Approving requests for the purchase of individual items of capital equipment costing up to £5,000 each (excluding VAT).
- 6) Ensuring the implementation of decisions taken by the Committee of Management and sub-Committees.
- 7) Liaising with the media in connection with any area of the Co-operative's activities in pursuit of the Co-operative's interests, in consultation with the Chair or other Committee Members as required.

- 8) Co-ordinating the production/drafting of all new policies and procedures, and ensuring that the policy review programme is achieved.
- 9) Invoking disciplinary action, hearing appeals and grievances, in accordance with the Co-operative's procedures, and in consultation with Employers in Voluntary Housing.
- 10) On behalf of the Secretary:
 - Call all Committee meetings, ensuring that all necessary agendas, papers, reports and minutes are produced and issued in accordance with Standing Orders, to enable all Committees to fulfil their remits;
 - Supervise the security and use of the Seal and advise on use of same;
 - Prepare and submit all necessary reports to the Committee of Management for approval and onward submission to the Scottish Housing Regulator;
 - Maintain the Register of Co-operative Members and other registers required under the Rules and current policies and recommended practice; and
 - Advise the Committee of Management on matters relating to compliance with the Co-operative's Rules.
- 11) Line management of staff.
- 12) Represent the Co-operative at external meetings, such as Programming Meetings with the Regulator, funders, or other partners, such as the Council.
- 13) Close liaison with the Financial Consultant on the financial viability of all proposals being considered.
- 14) Taking such emergency or short-term action as may be necessary to maintain progress on the Co-operative's major works programme, subject to the reporting of appropriate action to the following Committee meeting in accordance with current policies.
- 15) Co-ordinating the process of appointing consultants for particular projects from the current approved list.
- 16) Considering adjustments to building contracts, which add no more than 1% to the works, costs, subject to reporting on the action taken to the Committee.
- 17) Considering adjustments to building contracts, which result in savings to overall project costs, subject to submitting for Committee approval proposed savings, which require a reduction in the current standard specification.
- 18) Authorising appropriate expenditure in accordance with Financial Procedures within specified limits as agreed from time to time by Committee and, for capital payments.
- 19) Ensuring that all reports relevant to his/her area of responsibility are submitted to Committee according to agreed timetables.

Deputy Director

The Operations Director has delegated authority to undertake the duties and responsibilities as detailed in his/her job description, and in the Co-operative's policies and procedures, including the following:

- 20) Deputising for the Director when required.
- 21) Drafting any new policies or procedures required for approval.
- 22) Line management of staff.
- 23) Represent the Co-operative as and when required.
- 24) Liaise with the Financial Consultant as required.
- 25) Ensuring that the Committee of Management is provided with an appropriate range of progress and monitoring reports, as required by the Committee.

Financial Consultant

- 26) The Financial Consultant has delegated authority to undertake the duties and responsibilities as detailed in the Agency Agreement, and in the Co-operative's policies and procedures.
- 27) The Financial Consultant is not an employee of the Co-operative and therefore does not have prescribed delegated authority. Instead, the Financial Consultant's remit will be governed by the terms of the Agency Agreement, as reviewed from time to time.
- 28) Notwithstanding the above, the Financial Consultant will have responsibility for ensuring that he/she does not knowingly act in a way that breaches any of the Co-operative's policies or procedures, nor any legal or good practice requirements.