Albyn Housing Society
Board Standing Orders

Version Control			
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V3.3	Sept 2025	Update to reflect Secretary duties moved to CEO as approve by Board.	N/A
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CONTENTS

Paragraph	Item	Page
1.	Purpose	1
2.	Definitions and Interpretation	1
3.	General Implementation	2
4.	The Role and Remit of the Board	2
5.	Office Bearers	2
6.	Subsidiaries	3
7.	Board Meetings	3
8.	Committees	7
9.	Working Parties	9
10.	Emergency Arrangements	9
11.	Temporary Suspension	9
12.	Delegation	10
13.	Approval and Review	10
Appendix A	Role of the Chief Executive	
Appendix B	Role of the Leadership Team	
Appendix C	Statement of Values	

REFERECED DOCUMENTS	WHERE TO FIND
Board Remit	All referenced documents are available to Board Members within the 'Documents' area of the Govenda Board Member portal: Login to your board portal (govenda.com)
Governing Body Member Code of Conduct	
Governing Body Member Role Descriptions	
Staff Code of Conduct	
Equality & Diversity Policy	
Audit and Risk Management Committee Remit	
Remuneration Committee Remit	
Scheme of Delegation	
Authority & Approval Limits (reviewed annually)	
Financial Regulations (reviewed annually)	

STANDING ORDERS

1. Purpose

1.1 These Standing Orders have been agreed to establish how Albyn Housing Society will conduct its affairs and how authority will be delegated to committees and to the Chief Executive. They should be read in conjunction with Albyn's Rules, the Remits of the Board and committees, the Scheme of Delegated Authority, the Authority & Approval Limits, and the Financial Regulations.

1.2 Albyn is committed to demonstrating good governance and to ensuring that there is clarity about the roles, responsibilities and authorities that are held by the Board, its committees, and the Chief Executive. These Standing Orders make clear that the primary role of the Board is to exercise strategic control and direction and that responsibility for operational implementation and achievement of objectives and targets rests with the Chief Executive and Leadership Team.

1.3 These Standing Orders are, therefore, intended to:

- Supplement the Rules by providing additional details about membership, convening and conduct of meetings
- Describe the responsibilities and level of authority retained by the Board and delegated to committees and staff
- Provide a clear basis for the conduct of Albyn's business and the achievement of its aims, objectives, and targets

2. Definitions and Interpretation

2.1 In these Standing Orders, the "Board" means the governing body of Albyn Housing Society, which retains authority for all of Albyn's activities, actions, and affairs.

2.2 "Committee" means a sub-committee established in accordance with Rule 58 and these Standing Orders.

2.3 In conducting their business, committees will observe the terms of these standing orders and, for this purpose, references to the Board shall be interpreted as including committees and references to Chair shall be interpreted as including Committee Chairs.

2.4 In the event of a conflict between the application of the Society's Rules and these Standing Orders, the Rules will prevail. Where clarification of the interpretation of these Standing Orders is required, the Chair of the Board's opinion will prevail.

3. General Implementation

3.1 The Board delegates operational powers to the Chief Executive who may take whatever action s/he considers necessary to ensure the efficient and effective management of the Society's affairs, without further reference to the Board or any of the Society's committees. All actions must be in accordance with the Society's Standing Orders, Scheme of Delegated Authority, Financial Regulations, and Authority & Approval Limits. The Chief Executive may delegate to the Leadership Team and other senior officers, in accordance with approved job descriptions.

3.2 Nothing in these Standing Orders shall operate to impede the effective implementation of the Society's business continuity/disaster recovery arrangements.

4. The Role and Remit of the Board

4.1 The Governing Body of Albyn Housing Society is the Board. The Board has legal duties in accordance with the terms of the Society's Rules, the Co-operative and Community Benefit Societies Act 2014, and the Housing (Scotland) Act 2010.

4.2 The remit of the Board can be altered only with the approval of the Board.

4.3 Members of the Board are elected in accordance with the Society's Rules (Rules 37-41).The Board will have at least seven and not more than twelve members. All Board members must act in the best interests of the Society, uphold the terms of Governing Body Member Code of Conduct, and demonstrate the Society's corporate values in their behaviour and attitude at all times.

4.4 The Board will meet at least six times each year. Meetings will normally be held either in the Society's registered office or in the Inverness office but may take place in any manner which enables members to hear and contribute to the proceedings.

4.5 The Board will approve a Governing Body Member Code of Conduct, Staff Code of Conduct, Governing Body Member Role Descriptions, Equality and Diversity Policy, and Statement of Values (Appendix C), which all Board members must observe and uphold.

5. Office Bearers

5.1 At its first meeting after the AGM, the Board will elect a Chair and Vice-Chair from its members, in accordance with Rule 59. The responsibilities of the Chair and Vice-Chair are described in the Governing Body Role Descriptions which are approved by the Board.

5.2 The CEO will perform the duties ascribed to the Secretary as set out within Rule 59.3.

5.3 The Chair and other office bearers will not normally hold office for a period of more than five consecutive years.

5.4 The Chair of Albyn Housing Society may not be a member of the Audit and Risk Management Committee. The Chair may not be an office bearer of any of the committees. A co-opted member of the Board may not be elected or appointed as an office bearer.

6. Subsidiaries

6.1 The Board will nominate one member to the Board of the Society's subsidiaries in accordance with the Memorandum and Articles of the Company and these Standing Orders. In the conduct of governance, the Board of the subsidiaries will observe the terms of these Standing Orders.

7. Board Meetings

(a) Conduct

7.1 The Board of Albyn Housing Society will meet at least six times per year. The Chair will preside at all meetings of the Board or, in his/her absence, the Vice-Chair. If neither the Chair nor Vice-Chair are present at a meeting of the Board, members shall appoint one of their number (who may not be a co-opted member) to act as Chair of the meeting. All questions of order shall be decided by the Chair of the meeting.

7.2 The quorum for a meeting of the Board is four elected members.

7.3 An annual calendar of Board and Committee meetings will be considered and approved by the Board at the first meeting after the AGM. In scheduling meetings, consideration will be given to the requirement for adequate time to prepare reports and the demands on Board members' time for preparation and attendance.

7.4 The Chief Executive and Leadership Team will normally attend Board meetings and contribute to the debate and discussion as advisors but will not take part in decisions. The Chief Executive may invite other staff to attend Board meetings to present papers and contribute to discussion. Staff may be asked to withdraw from any part of the meeting, although this is likely to be rare and the Chief Executive will normally be invited to remain.

7.5 The Board may invite consultants and professional or special advisors to attend to contribute to specific items at a meeting, but not to take part in decision making.

7.6 Board meetings will normally last for not more than three hours, unless a two thirds majority of Board members in attendance agree at the end of that time. A meeting

shall be automatically adjourned after three and a half hours and will resume at a date and time agreed by those in attendance. Only the outstanding business identified on the original agenda shall be conducted at any re-convened meeting.

7.7 The Chair will determine all questions of order, including the order of debate and the conduct of votes.

7.8 All Board members will observe and uphold the confidentiality of discussions at meetings.

(b) Declarations of Interest

7.9 Each Board member and officer has a duty to declare any personal or financial interest, direct or indirect, in any matter under discussion at a meeting that they attend. All agendas will identify declarations of interest as a standing item and all declarations of interest should be made at the start of the meeting and be recorded in the minutes. No-one shall take part in any discussion, decision or vote about a matter in which they have an interest and shall normally withdraw from the meeting whilst the matter is under consideration. The minute will record that the member or officer withdrew and/or that they took no part in the consideration of the matter.

7.10 Each Board member is required to make an annual declaration of interests in the Register maintained by the Society and to keep their entry up to date throughout the year.

(c) Resolutions and Voting

7.11 Decisions will normally be reached by agreement and consensus. Where the Chair decides that a vote is required, that will normally be by a show of hands. A simple majority of those present and voting will be sufficient to determine any matter, except in the case of a motion to suspend standing orders, in which case a two thirds majority of those present and voting will be required.

7.12 If a secret ballot is requested by a third or more of the Board members present, the Secretary (or principal advisor) will be responsible for the issue, return and counting of the votes cast.

7.13 All resolutions must be formally proposed and seconded and will normally be put to a vote by a show of hands. Where an amendment to a resolution is proposed and seconded, it should be voted on first and the original resolution considered after the amendment has been determined, normally by a show of hands.

7.14 The Chair may rule that a resolution is out of order or incompetent where it does not relate to a matter under consideration at the meeting. Board members wishing to ensure that a matter is considered should notify the secretary or principal advisor of the resolution in writing not less than seven days before the meeting at which it is to be considered.

7.15 Resolutions which are not seconded will not normally be put to the vote and will fail.

7.16 Each member has one vote, except for the Chair, who has a second and casting vote in the event of a tie.

7.17 Where a member wishes to abstain from voting, the number of abstentions will be recorded in the minutes.

(d) Decisions

7.18 All decisions made in accordance with these standing orders will be binding and Board members will be bound by the principle of collective corporate responsibility. Any member who wishes to record his/her dissent from a decision may require this to be recorded in the minutes but will subsequently be bound by the principle of collective corporate responsibility. This should be an exceptional occurrence.

7.19 The Board will not normally reconsider any item within a period of six months of a decision being reached or resolution carried, unless, in the opinion of the Chair, substantial new information is made available, or a material change in circumstances occurs.

(e) Agendas and Papers

7.20 The agenda and papers for Board meetings will be issued seven days in advance of the meeting. All matters of business to be included in the agenda must be notified to the Secretary or principal advisor not later than 5pm at least two working days before the date on which papers are to be issued. Agendas will normally be prepared by the officer acting as principal advisor, in consultation with the Chair.

7.21 Papers may be issued electronically or on paper, according to the preference of individual Board members. Papers will be provided in alternative formats where required.

7.22 The business at meetings will normally follow the order of the agenda, but the Chair may vary the order at any time. The Board may agree to consider items that have not been included on the agenda, provided that a written paper is available for consideration, and it would not be in the Society's interest for the matter to be deferred. Any such matter must be notified to the Chair by the principal advisor in advance of the start of the meeting and the Chair shall decide whether or not the Board should be asked to consider the matter.

7.23 Where a Board member has requested an item be included on the agenda, but s/he is not present at the relevant meeting, consideration of the item will be deferred until the next meeting and, if the Board member is still absent, the item will be dropped, unless a majority of those present and entitled to vote agree that the matter should be considered.

7.24 It is the duty of Albyn's Chief Executive to ensure that the Board and its committees are properly informed to be able to carry out their responsibilities effectively. All agenda items will be the subject of written reports, presented in an agreed form, which will contain the necessary background information and adequate detail to enable Board members to make informed decisions. All Board papers will identify sources of additional relevant information, as well as the author, who will be available to Board members in advance of the meeting to offer additional clarification where required.

7.25 Reports will be concise and written in a clear style that avoids the use of unnecessary jargon. All papers shall be prepared in a format that will identify:

- The purpose of the report
- Strategic objectives parts of the Regulatory Framework to which the matter relates
- Risk assessment and options appraisal
- Financial, legal, tenant consultation, data protection, and equalities implications
- Notifiable event consideration
- Recommended options and the decisions required

7.26 The principal advisor will ensure that all appropriate specialist and professional advice is obtained and made available to members of the Board to aid their consideration of reports.

7.27 In accordance with the Scheme of Delegated Authority, staff are responsible for ensuring that the Society's strategic direction and operational objectives are achieved in accordance with the Board's decisions and expectations. The Chief Executive has a duty to ensure that all necessary reports (both routine and exception) are presented to the Board timeously and to provide the Board with sufficient information to monitor performance and identify areas of concern. The Leadership Team will review all performance information in advance of it being issued to the Board to ensure that it is comprehensive, accurate and informative.

7.28 All reports will be kept for a period of six years from the date of the meeting at which they were discussed.

(f) Minutes

7.29 The principal advisor is responsible for ensuring that an accurate record of each meeting is produced. Draft minutes should be provided to the Chair within fourteen working days of the meeting and once agreed, should be distributed as a draft record to all members with the papers for the next meeting.

7.30 The record will be submitted for approval to the next meeting and once agreed, shall be signed by the Chair and retained as the official record of that meeting. Items which are regarded as confidential will be recorded separately.

7.31 Minutes of meetings will be retained for a period of six years from the date on which they were approved.

7.32 The Society will post all non-confidential minutes of Board meetings on its website. Committee meeting minutes will be available on request.

8. Committees

8.1 To assist it to carry out its responsibilities effectively, the Board has established committees, in accordance with Rule 58. These committees are the Audit and Risk Management Committee and Remuneration Committee. These remits can be amended only with the approval of the Board. In all activities, the committees must observe the terms of remits and these Standing Orders. At any time, the Board may reconsider any matter included in a reference to a committee; may alter, retract or recall any reference to a committee or any powers delegated to it. The Chair of the meeting shall decide any matter of dispute arising at a meeting of the Board regarding the reference of any matter to acommittee.

8.2 At its first meeting after the AGM, the Board will appoint members to the committees. In appointing members to committees, the Board will be informed by the results of the most recent appraisals and skills audits to ensure that the skills and experiences of Board members are applied effectively, and that members' development priorities are addressed.

8.3 Members will be appointed to serve on committees for one year or until the next AGM, whichever is the sooner. Members shall not normally serve on the same committee for a continuous period of more than three years.

8.4 Committees will elect a Chair and Vice-Chair at the first meeting following the AGM, each of whom must be an elected Board member. The Chairs and Vice-Chairs will act as office bearers for the purposes of these standing orders.

8.5 Board members should not serve as the Chair of more than one committee at the same time.

8.6 Members will not normally serve on more than two committees and working groups at the same time.

8.7 At least one member of the Audit and Risk Management Committee should have previous experience and expertise of the matters covered by the Committee's remit and all new members should be willing to carry out a course of relevant training.

8.8 Neither the Chair nor Vice-Chair may be members of the Audit and Risk Management Committee.

8.9 A co-opted member of the Board cannot be elected or appointed as an office-bearer.

8.10 Committee Chairs and Convenors of Working Groups are responsible for bringing to the attention of the Board any matter which requires Board consideration and/or approval or any matter that falls beyond the remit of the committee. Minutes of committee meetings will be presented to the next meeting of the Board for information. Any matter which requires consideration by the Board will be the subject of a separate written report. In addition, each committee will make an annual report of its activities to the Board.

8.11 Board members may, with the approval of the Chair or Convenor, attend a committee or working group meeting to contribute to discussion of a specific item, where it is considered to be beneficial for them to do so.

8.12 The arrangements for committee meetings shall be the same as those for meetings of the Albyn Housing Society Board.

8.13 The Chief Executive will normally attend all committee meetings, in addition to the principal advisor. Directors may attend as necessary.

8.14 The Audit and Risk Management Committee may meet with the internal and external auditors in the absence of staff.

8.15 The quorum for meetings of the Committees is three elected Board members.

8.15.1 If the meeting is not quorate on the day, those members not in attendance will provide their views on the decision making papers. Their responses will be taken into account alongside the views of those who were in attendance. This will then determine whether papers have been approved by the Committee, or not.

8.15.2 If there is a clear division of views regarding a decision-making paper, then the Chair of the Committee will be asked to make the final decision. The Chair may remit the decision back to the next meeting if necessary.

8.16 Minutes of all committee meetings will be presented to the next available Board meeting for information.

9. Working Parties

9.1 The Board may, from time to time, establish working groups or panels to advise it on specific matters. Membership of such working groups or panels shall be drawn from the Society's Board and staff. The Board may appoint up to four people who are not members of the Society's Board or staff to any working party in order to access specialist advice and expertise.

9.2 The role of working parties is to provide advice and guidance to the Board. The Board will not normally delegate responsibility to act, or take decisions, on its behalf. Working Parties will elect their own convenors who will be a member of the of the Society's Board.

9.3 In establishing a working party, the Board will record the membership, remit, expected outcome(s) and timescale for completion. A working party should not normally be in existence for longer than twelve months. In the event of a longer period being required to complete its deliberations the remit of a working party may be extended by the Board, following a review of the initial remit at the end of twelve months and at intervals of six months until completion.

10. Emergency Arrangements

10.1 Where urgent decisions that have policy or other significant implications become necessary at times when it is impractical to call a meeting of the Board, a written paper must be prepared with the authority of the Chief Executive (or in his/her absence the Director of Finance & Corporate Services) and presented to the Board Chair. The papermust set out the nature of the matter and its significance, together with the options available, the decisions required and their implications.

10.2 The Board Chair (or, in his/her absence, the Vice-Chair) must consult with as many of the office bearers aspossible. The approval of the Board Chair or Vice-Chair; the Chair (or in his/her absence the Vice-Chair) of the relevant committee and the Chief Executive should be obtained before action is taken and recorded by means of their signatures being applied to the written paper previously referred to and dated. Any such actions must be reported to the next Board meeting, to which a copy of the signed report should be circulated.

11. Temporary Suspension

11.1 These Standing Orders may be suspended, in whole or in part, at any meeting of the Board as long as two thirds of the members present and entitled to vote agree. Any such suspension shall apply only to the proceedings of the meeting at which the decision was taken. Committees shall not suspend Standing Orders. The Financial Standing Orders may not be suspended.

12. Delegation

12.1 The Board has agreed a Scheme of Delegated Authority to these Standing Orders. The Board has also agreed Financial Regulations for the effective operation and control of the Society's financial activities.

12.2 The remits of the Board and committees and the Scheme of Delegated Authority identify that the primary functions of Board members are to set the Society's strategic objectives and direction, to monitor performance, to ensure compliance and hold the Leadership Team to account. The Role of the Chief Executive and Leadership Team are detailed in Appendices A and B.

13. Approval and Review

13.1 These Standing Orders were approved by the Board on 05 October 2021 and cannot be amended without its approval. These Standing Orders will be reviewed again no later than October 2026.

APPENDIX A: ROLE OF THE CHIEF EXECUTIVE

1. Subject to the express reservations to the General Meeting, the Board and to the Committees set out in these Standing Orders, the Chief Executive is authorised and empowered to manage the Society, and to direct its operations. The Chief Executive is responsible and accountable to the Board.

2. The Board has approved a job description and profile for the Chief Executive that details the specific responsibilities of the post. In carrying out his/her responsibilities the Chief Executive will be bound by the terms of the job description and these standing orders.

3. The Chief Executive is responsible for all matters delegated to him or her and for the effective implementation and operation of the Financial Regulations.

4. The Chief Executive may, consistent with these Standing Orders, including the Financial Regulations, delegate such powers, responsibilities and authority to such members of staff of the Society as s/he may from time to time determine and must advise the Board accordingly.

5. The Chief Executive, in consultation with the Chair, is responsible for the interpretation of the policies of the Society and the Chief Executive is responsible for their implementation.

6. The Chief Executive is responsible for the preparation and effective implementation and operation of a scheme of delegation under which the Chief Executive will delegate such powers, responsibilities and authority to such members of staff of the Society as he or she may from time to time determine and must advise the Board accordingly. The Chief Executive will provide the Board with such information in respect of this scheme, its implementation and operation as the Board may from time to time reasonably request.

APPENDIX B: ROLE OF THE LEADERSHIP TEAM

1.1 The Leadership Team, which will meet regularly, has corporate responsibility through the Chief Executive for the implementation of the Society's Rules, Policies and Procedures. It also has a responsibility for advising and guiding the Board on all strategy and policy options available and drawing up suggested strategy and policy, as necessary.

1.2 The Leadership Team will comprise the following substantive officers of the Albyn Group:

Chief Executive
Director of Finance & Corporate Services
Director of Customer Services
Director of Assets & Subsidiaries
Head of HR & Operational Development

Other Officers of the Society will attend the Leadership Team meetings to deal with specific issues as and when required.

1.3 The function and remit of the Leadership Team is as follows:

1.3.1 To assist the Chief Executive in the formulation, implementation, review and monitoring of all strategy and policy that will meet and set the aims and objectives of the Society.

1.3.2 To advise and report to the Board, and any of its committees, efficiently, effectively and timeously.

1.3.3 To ensure that the decisions of the Board are actioned efficiently, effectively and in co-ordination across all teams.

1.3.4 To ensure effective communication throughout the Society on all matters relating to the business of the Society.

1.3.5 To performance manage all operational activities for the Albyn Group.

1.3.6 To ensure that the Society complies with the necessary Performance Standards, including the taking of remedial action within agreed delegated authority levels and/or making recommendations to the appropriate Committee or Board.

1.3.7 To develop, implement, review and monitor the Albyn Group's Business Plan, it's Strategy and Development Plans and any other necessary plans, including the setting of appropriate key performance indicators and outcomes.

1.3.8 To co-ordinate agendas for the Board and, as necessary, Committees.

1.4 The Chair of the Leadership Team meetings will be the Chief Executive, and in their absence, a vice chair will be nominated. All decisions of the Leadership Team will be subject to the principles of corporate responsibility.

1.5 Proposed agenda items are to be presented to the Chief Executive at least four working days prior to the meeting. Members of the Leadership Team will be responsible for ensuring that any papers relating to the Leadership Team meeting are made available to the group at least three working days prior to the meeting in order to allow for timely distribution of the agenda. No items other than those notified on the agenda will be discussed, save in exceptional circumstances.

1.6 Action items of the Leadership Team meetings will be taken by the Executive Assistant, who will distribute said action items to the Leadership Team within seven days of the meeting.

1.7 The Leadership Team may also meet informally to ensure that matters continue to be progressed without having to wait for the next formal meeting.

1.8 For the avoidance of doubt, the Leadership Team is not a Committee of the Society but a structure whereby the corporate and operational management of the Albyn Group is undertaken. The Leadership Team will operate within the parameters of the Society's Rules, Policies and Procedures and it has the authority to implement decisions, forthwith, within those parameters and agreed delegated authority levels. Matters outwith those parameters which require a strategic or policy decision must be referred to the Board or the appropriate Committee.

1.9 Key standard items that will form part of the Leadership Team's agenda, on a regular basis, are:

- Business Plan
- Annual Return on the Charter (annual)
- Management Accounts and Performance Reports (quarterly); Annual Budget (annual) and Statutory Accounts Review & Comparison (annual)
- Systems controls and internal audit (according to the agreed plan)
- Human Resources issues
- Regulatory Issues
- Health and Safety

1.10 As Albyn Group's key corporate team, the Leadership Team will continue to review and monitor its effectiveness as a Team and will undertake appropriate development training as and when necessary.

1.11 The Leadership Team may establish short-life, ad hoc working groups to attend to specific tasks. These may include members of staff other than those members of the Leadership Team.

APPENDIX C: STATEMENT OF VALUES

Vision
We are a best in class social landlord that reinvests our surpluses into better quality and more homes for future generations of tenants in the Highlands.

Mission
To provide affordable, high quality homes to people who need them.

Values
1. We are responsible and accountable for our actions
2. We are open and honest in how we conduct our business
3. We are inclusive, fair, and respectful in how we treat each other and our customers
4. We are open to challenge
5. We make a difference and improve the lives of our tenants
6. We listen to our tenants and partners and respond effectively to feedback
7. We celebrate success and recognise our achievements
8. We work together to be the best we can working as a team to drive excellence
9. We will undertake our business and manage our relationships with appropriate reference to ESG (environmental, societal, and governance) criteria.

Strategic Goals (How are we going to get there)
Our homes - We will provide high quality, affordable, sustainable, and energy-efficient homes by implementing an asset management strategy driven by tactical analysis of data and targeted investment.

Customer Experience – We will streamline our customers' journey and improve customer satisfaction by developing a Customer Experience Strategy. Underpinning this strategy will be the delivery of a new housing management system, which will support efficient and effective service delivery, that allows customers to decide how they choose to engage with the Society.

Our people – Our working culture is respectful, effective, engaging, and inclusive and driven by our tenants' needs. We embrace agile and flexible working and the lessons we are learning from COVID 19, enabling cultural change, and driving the people agenda

Our finances – We will be efficient and effective stewards of our tenants' money and charitable resources to enable the delivery of affordable, quality services for our tenants. We will support the business to invest in stock improvement, systems, and our people.

Our partnerships - We will use our expertise to influence social housing policy and develop partnerships across the Highlands that add value to our communities