

## For Approval

Agenda Item: 13.1.2  
Date of Meeting: 30/04/25

To: The Management Committee

From: The Director

Subject: Review of Standing Orders

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### **1. Introduction and Purpose**

- 1.1 Committee will recall that the review of the Standing Orders, originally scheduled for March 2025, had been postponed. This was because I was waiting for feedback from our governance consultant on our Scheme of Delegated Authority (SDA) and due to the link between the Standing Orders and the SDA, it made sense to hold off completion of the review of the Standing Orders.
- 1.2 I have now been able to finish reviewing the Standing Orders and the purpose of this report is to present the revised document for Committee's consideration and approval.

### **2. Review of Standing Orders**

- 2.1 As part of my review of the Standing Orders, I reviewed the documents of a number of other RSLs. Some of which were due for review this year or were overdue for review. The conclusion of my comparison was that by and large the contents of the Standing Orders were very similar.
- 2.2 As standard, the logo and references to Co-operative have been updated. I also removed any reference to the Membership Sub-Committee as this became redundant when we became a housing association. The updating of the numbering of references to our Rules, to reflect the new rules adopted when we became a housing association.
- 2.3 Recently I was able to obtain access to some guidance on Standing Orders which provided useful pointers on what should be included in the document. A lot of the suggested information was already included in our Standing Orders. However, there was information I have now included to strengthen or provide greater clarity on our Standing Orders. This has resulted in significant changes, either amending existing sections or adding new sections. In addition, I also changed the order of some of the sections in the document. This has resulted in the track change version being rather hard to follow. Therefore, for ease of Committee's

consideration of the changes, I have attached a clean version of the Standing Orders but have highlighted in yellow sections where wording has been added or amended or new sections have been added. However, the current version of the Standing Orders and the track change version are available on the Board Portal as follows:

Resources > Policies > Policy Review 2025/26 > Policies for Review April 2025

#### 2.4 Particular proposed changes which are important to draw to Committee's attention are:

- Inclusion of a new section on Special Leave of Absence (Section 10)
- Inclusion of a new section on Written Resolutions (Section 12)
- Inclusion of a new appendix containing the role descriptions for the chair and vice chair (Appendix 2).
- Under [Section 3: Membership of the Management Committee and Sub-Committees](#), sub-section: [Management Committee](#) – the inclusion of additional information including: minimum and maximum numbers for membership of the Management Committee and information about co-opted members and the requirements and restrictions relating to co-opted members.
- [Section 4: Delegation to the Director and the Management Team](#) – additional wording to strengthen references to role of Director and his/her responsibilities to the Committee.
- [Section 5: Arrangements for Calling Committee Meetings and General Meetings](#); sub-section: [Frequency of meetings](#) – updating of frequency of Staffing and Health & Safety Sub-Committee meetings to twice a year, following the recent decision of the sub-committee. A suggested change to the frequency of the Audit & Risk Sub-Committee meetings from quarterly to 3 times a year. The Sub-Committee will consider this at its next meeting.
- Recognition of digital governance requirements with particular reference to sections “Quorum Requirements”, “Format of Meetings” and “Confidentiality”
- [Section 6: Proceedings at Committee Meetings \(including Sub-Committee meetings\) and General Meetings](#) – inclusion of the following new sub-sections:
  - Committee Papers
  - Preparations for Meetings
  - Chairing Meetings
  - Submitting Apologies
  - Declarations of Interest
  - Adjournment

- **Section 7: Minutes of Committee Meetings**, paragraph 7.3 - The proposed reverting to having two committee members propose and second the approval of Committee Minutes. This is following advice obtained from our Governance Consultant.
- **Section 8: Role and Remit of Rosehill's Office Bearers**, new para 8.1 – to recognise that following the AGM the Chair will continue to act as Chair until the next meeting of the Management Committee, when the election of the office bearers will take place.
- **Section 11: Urgent or Time Sensitive Business and Emergency Situations** – strengthening of powers of delegated authority to the Director in emergency situations. This reflects the new section (numbered 9) in the Scheme of Delegated Authority about Emergency Powers
- **Section 13: Execution and Signing of Documents** – all references to use of seal have been deleted, following Committee's decision to no longer use the seal.
- **Appendix 1: Remits of Sub-Committees** – some changes to the responsibilities of the Audit & Risk Sub-Committee to reflect what is contained in the Scheme of Delegated Authority

2.5 In addition to the revised Standing Orders, there are appendices, which are attached, that also require approval as follows:

- Remits of Sub-Committees – some amendments have been made to ensure they cross reference with what is set out in the Scheme of Delegated Authority
- Role Description for Committee Members – based on model role description, as part of guidance I was able to access
- Role Descriptions for Chair and Vice Chair – based on model role description, as part of guidance I was able to access

2.6 Committee is advised that, based on the guidance, a role description has not been produced for the role of Secretary as I perform that role. The guidance states that, if the position is held by a senior staff member (usually the Director) it is sufficient to just include the main duties of the role within the Standing Orders, which I have done. However, if at some point in the future Committee wishes to appoint a Committee Member to the role, a role description can be produced based on the model role description.

### 3. Risk

3.1 We have considered the matter of Standing Orders and have identified the key risks under the following risk categories and the measures we have taken to mitigate such risks.

Risk Category	Mitigating Measure
<p><b>Governance:</b></p> <ul style="list-style-type: none"> <li>• Inadequate framework including procedures for managing the business of Rosehill;</li> <li>• Management Committee unclear of what is required of them;</li> <li>• Inappropriate or inadequate actions or decisions taken;</li> <li>• Poor and ineffective governance</li> </ul>	<p>Having comprehensive Standing Orders in place which are reviewed on a regular cycle;            Researching other RSLs governance documents to identify improvements to our Standing Orders;            Accessing and following published guidance, where possible.</p> <p>Our revised Standing Orders reflect the key aspects of guidance which covers what should be included.</p> <p>Adoption of model role descriptions for Committee Members and Office Bearers</p>
<p><b>Legislative and Regulatory:</b></p> <p>Poor decision making;            Ineffective governance;            Breach of Regulatory Requirements (Standard 1)</p>	<p>As above</p>

### 4. Delivery of our Strategic Objectives

Area	Related Strategic Objective(s)
Revision of Standing Orders and adoption of model role descriptions	7) Achieve the highest standards in all that we do

## 5. Application of our Core Values

Area	Related Core Value(s)
Revision of Standing Orders and adoption of model role descriptions	<ul style="list-style-type: none"> <li>Accountable and Compliant</li> <li>Excellent and Committed</li> </ul>

## 6. Compliance and Assurance

6.1 Having comprehensive and clear Standing Orders in place contribute to strong governance and form part of our governance framework. When undertaking reviews, we research other RSLs documents, compare against our Rules, in the event there has been a rule change since the Standing Orders were last approved and access and apply any guidance available. This approach means we are compliant with Regulatory requirements as follows:

Compliance Source	Details
The Standards of Governance and Financial Management for RSLs	<p><b>Standard 1</b> – The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.</p> <p><b>Guidance 1.2</b> – The RSL’s governance policies and arrangements sets out the respective roles, responsibilities and accountabilities of governing body members and senior officers, and the governing body exercises overall responsibility and control of the strategic leadership of the RSL.</p>

## 6.2 Evidence Bank

Evidence	Assurance Exercise Location
<ul style="list-style-type: none"> <li>Cover Report</li> <li>Revised Standing Orders</li> <li>Appendices – Sub-Committee remits, role descriptions for Committee Members and Office Bearers</li> </ul>	Regulatory Standard 1 – Guidance 1.2

6.2.1 Committee is reminded that our Assurance Exercises are available in the Committee Log-in Area of our website, which Committee can access at any time.

## **7. Summary and Decisions Required**

7.1 The review of the Standing Orders involved researching other RSLs documents, taking account of our new rules and utilising guidance that I was able to access. This has resulted in significant changes to the Standing Orders, changes to the remit of sub-committees and inclusion of role descriptions for Committee Members and Office Bearers.

7.2 For ease of reference for Committee, a clean version of the revised Standing Orders is attached which have highlighted in yellow, the main changes to the document. However, some of the more significant changes are summarised in Section 2.

7.3 Risk has been considered at Section 3.

7.4 Section 4 shows how the review of the Standing Orders and proposed adoption of role descriptions contribute to the delivery of our strategic objectives.

7.5 Section 5 shows how the review of the Standing Orders and proposed adoption of role descriptions contribute to the application of our Core Values.

7.6 Section 6 sets out how we comply with Regulatory requirements.

7.7 Committee is asked to consider this report and the attached documents and approve the following:

Revised Standing Orders

Updated Sub-Committee Remits

New Role Descriptions for Committee Members, Chair and Vice Chair