

STANDING ORDERS FOR BOARD, SUBSIDIARY BOARD AND COMMITTEE MEETINGS

The following procedures apply to meetings of the Board and Committees of Rochdale Boroughwide Housing.

A. First Meeting

At the first meeting following each Annual Members Meeting of Rochdale Boroughwide Housing, the Board will:

- Receive apologies.
- Receive any declaration of interest from Board Members.
- Elect the Deputy Chair (when required).
- Agree the membership of Committees and appoint the Chairs as appropriate.
- Agree the calendar of Board meetings.

B. Ordinary Meetings

Ordinary meetings of the Board will take place according to the timetable agreed at the first meeting following the Annual Members Meeting. Ordinary meetings will:

- Receive apologies.
- Receive any declaration of interests from Members.
- Report any Electronic or Chair's Decisions since the last meeting.
- Approve the minutes of the last meeting.
- Review the status of previous actions and any delegated decisions.
- Consider business included in the notice convening the meeting.
- Board Members may be able to raise items that are not elsewhere on the agenda though it remains the decision of the Chair as to the manner in which they will be addressed.

C. Participation at Board Meetings

Usually meetings will take place around a Board Table which maximises participants' ability for clear face to face discussion. Board Members may attend meetings remotely if they are unable to attend in person.

Priority for seating is: Board Members, Secretary, minute-taker, the observing Representative Body Chair and one other nominated Representative, members of EMT who are not Executives Directors, guest speakers, employees involved in reporting, observing members.

Where there is not sufficient room at the table for some they will be seated as closely to the table as possible in order to enable their participation in the meeting.

In accordance with the Rules, the Chair and one other nominated representative from the Representative Body are to attend Board Meetings as observers.

For the Board to be appraised of the point of view of the Representative Body the Chair of the Board is to ensure the Representative Body Chair and additional nominated representative are given the opportunity to contribute to Board discussion.

If the Chair and nominated representative of the Representative Body wish to make a contribution during a particular agenda item, they should inform the Chair of the Board before the meeting start and will be invited to contribute if considered appropriate.

When speaking, all contributors to the discussion are to make their inputs succinctly having full regard for the time available for the agenda item and the need for all Board Members to have their opportunity to contribute.

Members may attend (but not speak at) all meetings of the Board, subject to any exceptions contained within this document. Meetings of designated Committees with confidential agendas are not open to members.

Disturbance of a meeting will not be tolerated and will result in exclusion.

The agenda for meetings will highlight any agenda items which are confidential and to be considered in closed session. During a meeting previously unforeseen confidential items may arise, however these events should be minimised through proper planning.

Confidential cover sheets will be included in meeting papers detailing what the title of the item is and the reason it is confidential. An item could be confidential for the following reasons:

- The report details personal matters about an identifiable individual (including tenants and employees)
- The report is in relation to a proposed or pending acquisition of land for RBH purposes
- The report relates to employment issues
- The report provides information relating to the financial or business affairs of RBH or a particular individual
- The report is in relation to litigation or potential litigation affecting RBH
- The report is in relation to the receiving of advice that is subject to solicitor-client privilege

During confidential items, non-Board members will be required to leave the meeting room and allowed to return once the confidential item has finished being discussed. Depending on the exact nature of the item, some employees may be required to remain in the meeting.

D. Agenda, Forward Plan and Calendar of Meetings

Responsibility for approving the Calendar of Meetings and Agenda lies with the Chair.

The Calendar of Meetings and Board Forward Plan will be reviewed and extended quarterly so that they always reach no less than 12 months into the future.

Agendas consist of routine annual items, three yearly reviews and one-off items which have been identified in the Forward Plan.

Below is the quarterly process by which the Calendar of Meetings and Forward Plan is agreed:

- Taking input from the relevant teams, Heads of Service and previous Board discussions the Governance Team will generate a draft Forward Plan;
- The Executive Management Team will meet with the Secretary and make any necessary changes;
- The Secretary will present the Forward Plan to the Chair of the Board for final approval;
- Any subsequent changes to time and place of meeting or content of the Agenda, Calendar of Meetings or Forward Plan are to be agreed by Chair with the Chief Executive;
- The updated Calendar of Meetings is to be circulated to all Board members and on the Society's website;
- The Forward Plan is presented to the Board at every meeting.

Board Members may request items to be placed on the Agenda/Forward Plan in line with agreed timescales for submission and circulation of information prior to meetings. Items on the agenda will provide the name and contact details of the employee who can be contacted for clarification or further information.

E. Notice of Meeting

The notice of the meeting and accompanying papers will be sent to the members of the Board at least 7 days before the date of the meeting. This will indicate the date, time and place of each meeting and will specify the business to be conducted. Where unavoidable, and only in exceptional circumstances, late reports may be tabled with the permission of the Chair.

F. Chair of Meeting

The person presiding at the meeting may exercise any power or duty of the Chair. This also applies to the Chairs of Committees.

G. Duration of the Meeting

There is no agreed maximum duration for meetings of the Board, however there is an expectation that meetings will last for approximately two and a half hours.

H. Minutes

The Chair will sign the minutes of the proceedings at the next meeting. The Chair will move that the minutes of the previous meeting be signed as a correct record.

Minutes will record the discussion and debate of all items and record all decisions made.

I. Declaration of Interests

Any Board member having an interest in any arrangement between the Society and another person or body will, before the matter is discussed by the Board or Committee, disclose that interest to the meeting regardless of whether or not it has been previously declared on the individuals register of interest. Such disclosure must comply with any Code of Conduct adopted by the Board of Directors unless it is expressly permitted by the Rules of the Society they shall not remain present (unless requested to do so by the Board of Directors or Committee), and they shall not have any vote on the matter in question.

Board Members are responsible for immediately notifying the Secretary if for any reason their Register of Interest needs updating.

J. Access to Information

These rules apply to all Board meetings of Rochdale Boroughwide Housing.

- Members may attend all meetings of the Board subject only to the exceptions in these Standing Orders.
- Minutes, which are available for member access and inspection, will include:
 - The minutes of the meeting or records of decisions taken for all Board meetings, excluding any part of the proceedings which was confidential.
 - A summary of any proceedings which are not open to the public.

K. Board Reports

Reports to the Board will:

- Identify the title and date of the meeting
- Identify whether the contents are for decision, consideration or information
- Identify whether the report is confidential
- Be succinct and to the point
- Identify the lead author and point of contact for further information

L. Non attendance

Board Members, Committee independent members and relevant employees who are unable to attend Board or Committee meetings are expected to notify the Governance Team as soon as possible.

In line with the Code of Conduct, Board Members risk removal from the Board if, for more than six consecutive months, they are absent without permission of the Board from meetings of the Board held during that period or are absent from at least 60% of meetings of the Board during any period of 12 months.

If a Board member is absent from three consecutive meetings or three in a six month period, this absence will be discussed by the Chair and the Board Member concerned, other than if the Board had given approval to the absence.

M. Conduct of Business

At the start of the Board meeting, the Chair will welcome any visitors.

The meeting will (unless previously agreed by the Chair), follow the agenda and discussions will focus on the issues raised in the reports.

The role of employees at Board meetings is to support the Board and assist in the decision-making process.

Board Members will abide by their agreed Code of Conduct, including respecting the views of others.

Board decisions are normally reached by consensus. In the event of a vote being taken, it will be decided by a majority of votes. Each Board member present will have one vote however, in the event of a tied vote, the Chair will have a second and casting vote.

N. Appointments

The Chair of the Board is appointed by the Representative Body, as detailed within the Rules. The Chair of the Board will be a Non-Executive Director and will not form part of the Committee responsible for Audit or Remuneration.

The Deputy Chair of the Board will be appointed by the Board of Directors and will be a Non-Executive Director.

Non-Executive Directors are appointed by the Representative Body, as detailed within the Rules.

Appointments to Committees will be reviewed annually by the Board following the Annual Members Meeting and will be based on technical skills and knowledge required to fulfil the remit of the Committee's responsibilities.

Executive Directors will not be appointed to the positions of Board Chair, Deputy Board Chair or the Chair of any Committee or be members of committees responsible for nominations, remuneration or audit.

The Board retains the right to appoint independent members to the Committees of the Board and to the Boards of the subsidiaries, subject to the terms of reference of each body. The Rules of RBH do not permit the appointment of independent members to the main Board of RBH.

Independent members will be appointed for the same terms of office of Non-Executive Directors, that is three years.

Independents shall have the same full voting rights as Non-Executive Directors and will participate fully in discussions at the meetings.

If a Committee or subsidiary Chair identifies a need for an independent member to be appointed to their Committee, they should first discuss this with the Secretary. The decision will then be taken on the best way to identify suitable candidates. Once a candidate has been identified, their appointment has to be confirmed by the Board. Generally this will be done by the issuing of an electronic decision.

Following the approval of the appointment, the new independent member will have an induction with the Secretary in advance of their first meeting.