



**POLHA GROUP STANDING ORDERS
NOVEMBER 2018**

Policy Owner	Group Chief Executive/Company Secretary
Policy Author(s)	Director of Finance and Corporate Services
Applicable to	Group, PoLHA and all subsidiaries
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Approved by PoLHA Board	22 November 2018
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Methods for raising awareness & training key stakeholders about the content of this document	<ul style="list-style-type: none"> • Document will be saved electronically and made available to all staff. • Will be placed on OMT agenda and cascaded to staff teams.
The document has a direct link to the following PoLHA policies and procedures	<ul style="list-style-type: none"> • Group Scheme of Delegation • Group Financial Regulations • Group Treasury Management Policy and Procedures
This policy complies with the requirements of these legal and/or regulatory documents	Standards of Governance and Financial Management as set out in the Framework for Regulation of Social Housing in Scotland (February 2012)
Equality Impact (EIA) Assessment Status	<ul style="list-style-type: none"> • EIA carried out by Director of Finance and Corporate Services 20/08/15 and record lodged. • Policy adjudged to have no impact relating to the management of equality and diversity issues.

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**PORT OF LEITH HOUSING ASSOCIATION LIMITED
STANDING ORDERS**

1. GLOSSARY OF TERMS

The following interpretation and abbreviations are used in the Standing Orders:

Word	Interpretation
POLHA	Port of Leith Housing Association, parent company of the group.
Rules	The rules of the Port of Leith Housing Association Limited, registered on the third day of October 1975 and variously amended (last amended 2008).
Board of Management	The Managing Board of POLHA.
Committee	A Committee of POLHA appointed by the PoLHA Board shall have the same meaning as the term sub-Committee used in the Rules.
Board Member/Trustee	A member of the Board of Management of Port of Leith Housing Association but shall not include a person co-opted to the Board under Rule 42.
Board Member/Non Executive Director	A member of the Board of Persevere Developments Limited or of the Board of Quay Community Initiatives
Co-Opted Member	Any person co-opted to the Board of Port of Leith Housing Association under Rule 42.
Group Chief Executive	The Chief Executive of POLHA and group of subsidiary companies, or anyone who is deputising for them.
Office Bearers/	Has the meaning as defined in Rule 59.1 – 59.5
Company Secretary	Has the meaning defined in Rule 59.3 and 59.4 but in the absence of the Secretary shall include any nominated depute. The Secretary will also normally be the Group Chief Executive
Chair, Vice Chair, Audit Committee Chair & Lead Members	Have the role as described in the Standing Orders under section 8
Director	Any member of staff on Grade 13 of POLHA's salary scales.
Leadership Team	The senior staff team comprising the Group Chief Executive and Directors/Head of Department of POLHA.
Designated Depute	Director nominated by the CEO.
The Scottish Housing Regulator	The independent regulator for registered social landlords in Scotland.

2. INTRODUCTION

2.1 Purpose and Standing of this Document

2.1.1 There are six parts to the Group's Constitutional Documents setting out the mechanism for management and control.

- i. The Rules of POLHA;
- ii. The Memorandum and Articles of Association for Subsidiary Companies;
- iii. The Intragroup and Independence Agreements between the Parent and Subsidiary Companies;
- iv. The Group Standing Orders;
- v. The Group Scheme of Delegation; and
- vi. The Group Financial Regulations

2.1.2 The purpose of the Standing Orders are as follows:

- i. To set out the, accountabilities powers and operating principles of the Group Parent Body Board, the Port of Leith Housing Association Board, Subsidiary Boards and standing Committees with Group responsibilities;
- ii. To provide the details of how these powers and authorities are to be exercised or how authority is to be delegated to other groups and individuals within the Group structure; and,
- iii. To set out how the business of the Group will be conducted in practice

2.1.3 If there is conflict between these Standing Orders and any statutory provision, regulation or ruling including those of The Scottish Housing Regulator, the statutory provisions will prevail.

2.1.4 Except in circumstances where the wording of a Standing Order is clearly wrong, due to a typographical error or otherwise, the ruling of the Chair of the POLHA Board as to the meaning of these Standing Orders shall be final.

2.2 Group Structure and Governance Arrangements

2.2.1 The Parent company of the Group is Port of Leith Housing Association.

2.2.2 The Parent company has the authority to establish any other subsidiaries in whatever formats it considers fit for purpose to forward the strategic aims of the organization.

2.2.3 The Board of Port of Leith Housing Association is specifically accountable for two key elements of governance:

- i. The strategic direction and control of the Group of companies
- ii. The strategic direction and control of the business of the Registered Social Landlord (RSL), Port of Leith Housing Association

2.2.4 Relationships between the Parent Company and its Subsidiary Companies are governed through the arrangements set out in Intragroup Agreement and Independence Agreement documents.

3. PORT OF LEITH HOUSING ASSOCIATION MEMBERSHIP

- 3.1 Before an application for Membership is presented to the POLHA Board for consideration, the Company Secretary will ensure by appropriate checks that the applicant fulfils the respective membership criteria.
- 3.2 An application for membership will not be considered by the POLHA Board within the 14 day period occurring before the date of a General Meeting, either Annual or Special.
- 3.3 Each application for membership shall be considered by the POLHA Board at the first meeting or as soon as possible after that held after receipt of the written application and any additional information required. If an application for membership is approved the applicant will immediately become a member of the Association and the applicant's name will be included in the Association's Register of Members referred to in Rule 7.4 within seven working days.
- 3.4 If the POLHA Board resolves to admit or refuses admission of an applicant to membership, they shall notify the applicant in writing within a period of seven days of the meeting and give reasons in the case of a refusal.
- 3.5 The POLHA Board shall have the final say in admitting any person as a Member. However, there will be a presumption that most applications will be approved. A refusal decision is only likely where the Rules conditions are not met.

4. APPOINTMENT OF THE POLHA BOARD

- 4.1 Members of the POLHA Board are elected to their position by the membership of the Association to act in accordance with the organisation's Company Rules and governance standards as set out by The Scottish Housing Regulator and any other relevant regulatory bodies.
- 4.2 There are criteria which would make any individual ineligible to be appointed to the POLHA Board. These criteria are set out in Section 43 of the POLHA Company Rules.
- 4.3 A maximum of two Board Members may be appointed by co-option by the rest of the POLHA Board. Co-optees may only serve on the Board for the period from being co-opted until the next Annual General Meeting when they will be required to stand for election to the Board by the Association's membership in the normal manner.
- 4.4 Members are expected to behave in a manner that complies with the standards set out in the organisation's Board Member Code of Conduct.
- 4.5 POLHA Board Members shall confirm in writing that they agree with the terms of the Association's Code of Conduct for Governing Body Members before they can discharge any aspect of their role as a Board Member.
- 4.6 If such an agreement is not received in writing within 14 days of the person's election to the position of POLHA Board Member and no good reason is given for the delay, the POLHA Board shall convene a special meeting under Rule 44.5 to have the Member removed from the Board of Management.
- 4.7 Membership of the POLHA Board is not transferable and shall cease on

resignation, retirement or on death and as otherwise set down in the POLHA Company Rules or in accordance with the Group's 9 year rule policy.

5. APPOINTMENT OF SUBSIDIARY BOARDS

5.1 Appointing individuals to subsidiary companies must be done in line with criteria and process set out in relevant Memorandum and Articles of Association.

5.2 Any person who meets all the following criteria can become a member of a subsidiary Board:

- i. willing to act as a Director of a subsidiary company,
- ii. is approved in writing by the parent organisation,
- iii. is approved by ordinary resolution, or, by a decision of the directors,
- iv. is not ineligible under any criteria set out in the company's Memorandum and Articles of Association
- v. is permitted by law to do so

5.3 Subsidiary Boards will have a minimum number of five members appointed to the Board in line with criteria set out in relevant Intra-Group or Independence Agreements.

5.4 There will be a majority of non-POLHA Board Members as Board Members of subsidiaries.

5.5 Membership of the Subsidiary Board is not transferable and shall cease on resignation, retirement or on death and as otherwise set down in the Company Memorandum and Articles or in accordance with the Group's 9 year rule policy.

6. APPOINTMENT OF THE GROUP AUDIT AND REMUNERATION COMMITTEE

6.1 The POLHA Board will retain the authority to appoint individuals as members of the Group Audit and Remuneration Committee.

6.2 Members of the Group Audit and Remuneration Committee will only be drawn from the membership of the POLHA Board and Board Members from subsidiary companies.

6.3 The POLHA Board Chair shall be an ex officio member of the Group Audit and Remuneration Committee.

6.4 The Group Audit and Remuneration Committee shall comprise not less than five Members of the POLHA Board, at least one of whom is also a serving member of the Board of Persevere Developments Limited and at least one of whom is also a serving member of the Board of Quay Community Improvements.

6.5 Membership of the Group Audit and Remuneration Committee will be reviewed, and membership will be confirmed by the POLHA Board as soon as possible after the POLHA Annual General Meeting.

7. APPOINTMENT OF SUB-COMMITTEES

7.1 Boards can appoint appropriate individuals to any relevant sub-committees they wish to, the Board will establish any terms of reference and delegate

powers which will be set down in writing and communicated to the recipient of the delegated authority. The minimum size of a sub-committee is three members.

8. APPOINTMENT AND ROLES OF BOARD OFFICE BEARERS

8.1 There is a range of roles which have specific responsibilities in relation to Boards and Sub-committees. The key roles are as follows:

- i. Board Chair
- ii. Board Vice-Chair
- iii. Company Secretary
- iv. Chair of Group Audit and Remuneration Committee
- v. POLHA Board Lead Member

8.2 Appointment and Role of Parent and Subsidiary Board Chairs

8.2.1 Appointment of Board Chairs must be carried out according to the procedures set out in the relevant Company Rules or Memorandum and Articles of Association documents.

8.2.2 The Board Chair is responsible for the leadership of the Board and ensuring its effectiveness in all aspects of the Board's role and for ensuring that the Board properly discharges its responsibilities as required by law, the Company Rules and Group Standing Orders.

8.2.3 The Board Chair will meet with the Group Chief Executive or an appropriate member of the Leadership Team as necessary to prepare the next Board agenda and to receive a briefing before each Board meeting and to offer support and advice.

8.2.4 The Board Chairs are specifically accountable for ensuring:

- i. the Board works effectively with the senior staff
- ii. an overview of the business of the organisation is maintained
- iii. an agenda for each meeting is set
- iv. meetings are conducted effectively
- v. minutes are approved and decisions and actions arising from meetings are implemented
- vi. the Standing Orders, Board Member code of Conduct and other relevant policies and procedures affecting the governance of the organisation are complied with
- vii. needed delegated authorities are in place for the effective operation of the organisation between meetings
- viii. the use of delegated powers is appropriately monitored
- ix. the Board receives appropriate professional advice when needed
- x. the organisation is appropriately represented at external events
- xi. Board Members' performance is appraised in accordance with set policy and procedures
- xii. the organisation's Senior Officer's performance is appraised in line with set policy and procedures
- xiii. the training requirements of Board Members are identified and met
- xiv. the recruitment and induction of Board Members is undertaken

8.3 Appointment and Role of Board Vice Chairs

8.3.1 There is no regulatory requirement for an individual to fill the role of Vice Chair and Boards may decide for themselves if this role is to be used.

8.3.2 Board Members will vote on the appointment of one of its members to this role. Where two or more members put themselves forward for the role a ballot will be held by show of hands with the candidate with the least votes dropping out of contention until one candidate has a majority of the votes.

8.3.3 The Board Vice Chairs (where used) will:

- i. Assume the role of the Chair in their absence.
- ii. Support the Chair in carrying out their role.
- iii. Assist the Chair in appraising the performance of the organisation's Senior Officer

8.4 Appointment and role of Company Secretaries

8.4.1 A Company Secretary will be appointed by the Parent Board and unless otherwise decided will be the Group Chief Executive.

8.4.2 The Company Secretary will be accountable for:

- i. Calling and attending all Board meetings
- ii. Ensuring appropriate meeting minutes are taken and kept
- iii. Ensuring all notices of and papers for meetings are circulated to relevant individuals
- iv. Supervising the use of and security of any company seals
- v. Providing all of the organisation's relevant books, registers, documents and property whenever requested to do so by resolution of a Board or, where relevant, membership

8.5 Appointment and Role of the Group Audit and Remuneration Committee Chair

8.5.1 Members of the Group Audit and Remuneration Committee will have the authority to elect a chair by a majority vote each year.

8.6 Appointment and Role of POLHA Board Function Lead Members

8.6.1 POLHA Board Function Lead Members will be appointed by the POLHA Board.

8.6.2 Members to fill these roles must be proposed and seconded by other board members and in the case there is more than one candidate a voting system will be used which eliminates candidates till one has a majority vote.

8.6.3 Function Lead Members will be expected to develop expertise in the particular function covering to be able to:

- i. Offer support and direction to the relevant member of the Leadership Team
- ii. Support the Chair by taking particular responsibility for the function on which they are leading at Board meetings
- iii. Be prepared to participate in matters where a Board Member is required eg appointment of Leadership Team posts, strategic policy review for the function.

9. OPERATING PRINCIPLES, ACCOUNTABILITIES AND POWERS OF THE POLHA BOARD OF MANAGEMENT

9.1 Operating Principles

9.1.1 The POLHA Board must apply the relevant following principles in their decision-making processes for the Group and the RSL:

- i. To operate within legal parameters at all times
- ii. To operate within the parameters set out in the POLHA Company Rules
- iii. Take full recognition of duty to applicants, tenants, staff and other service users
- iv. Assets of the organisation must be protected in all decisions made

9.2 Accountabilities

9.2.1 The POLHA Board is accountable for the following, which are consistent with, and complementary to, what is set out in Rule 47 of the POLHA Company Rules:

- i. Ensuring there is an effective balance of skills, experience and diversity on the Board of Management,
- ii. Ensuring they meet the governance standards set out by The Scottish Housing Regulator
- iii. Ensuring that it receives appropriate information and advice to carry out its duties;
- iv. Ensuring fiduciary responsibilities are effectively carried out
- v. Ensuring the delegation of powers to the Group Chief Executive is effectively carried out
- vi. Ensuring delegation of powers are made clear, documented and are up to date
- vii. Ensuring mechanisms are in place to provide assurance delegated authorities are being applied within parameters set
- viii. Ensuring the assets of the organisation are effectively protected
- ix. Setting of the strategic direction of the Group and the RSL
- x. Ensuring the Group has sustainable financial plans and appropriate annual budgets to deliver agreed objectives
- xi. Ensuring appropriate levels of, and mechanisms to ensure, financial control are in place
- xii. Ensuring that the objectives of the Group and the RSL are in line with the Rules
- xiii. Ensuring the organisation has an appropriate suite of policies which support legal compliance and good practice approaches to deliver its activities
- xiv. Ensuring progress towards goals is effectively made by all parts of the Group
- xv. Ensuring strategic risks are effectively identified, monitored and controlled
- xvi. Ensuring the RSL meets all regulatory standards applicable to the services of the organisation
- xvii. Ensuring organisational performance of the RSL meets acceptable standards
- xviii. Ensuring the Group Chief Executive is performing to the standards required to effectively carry out the role to the Board's satisfaction
- xix. Behaving in a manner which models the organisational culture desired

9.3 Powers Retained by the POLHA Board

9.3.1 The POLHA Board retains the power for:

- i. Authorising the Group Five Year Strategic Plan including statements of strategic risks and five year financial plans
- ii. Authorising changes to the Group Five Year Strategic Plan
- iii. Authorising annual budgets for the RSL and Subsidiary Companies
- iv. Authorising unbudgeted spend above limits set out in scheme of delegation
- v. Authorising overarching Group Health and Safety Policy
- vi. Authorising policies and procedures in line with schedule set out in the organisation's Control Document Log
- vii. Holding management accountable for effectively controlling the development and updating of policies and procedures to standards required
- viii. Approval of regulatory submissions as required by Regulators
- ix. The sign-off of documents required by fiduciary accountabilities
- x. Authorising the purchase of land or property where not already approved within existing signed off plans
- xi. To delegate powers of authority
- xii. Holding the Group Chief Executive accountable for their individual and the organisation's, performance
- xiii. The sign-off of individual debit or credit balances (including rent) above £5,000
- xiv. Authorising settlement agreement for the Group Chief Executive or any settlement payments out with the parameters of the delegated authority given to the Group Chief Executive in the Group's Scheme of Delegation
- xv. Authorising rent increases for RSL tenants

10. OPERATING PRINCIPLES, ACCOUNTABILITIES AND POWERS OF THE GROUP AUDIT AND REMUNERATION COMMITTEE

10.1 Operating Principles

10.1.1 The Group Audit and Remuneration Committee must apply the following principles in their decision-making processes for the Group:

- i. To operate within legal parameters at all times
- ii. To operate within the parameters set out by the POLHA Board in this or other documents
- iii. Take full recognition of duty to applicants, tenants, customers, staff and other service users
- iv. The assets of the organisation must be protected in all decisions made

10.2 Accountabilities

- 10.2.1 i. Giving the Parent and Subsidiary Boards assurance that management have carried out sound analysis and planning in preparing financial forecasts for Boards to approve
- ii. Behaving in a manner which models the organisational culture desired
- iii. Ensuring that policy and procedure documents specified by the POLHA Board as requiring Group Audit and Remuneration Committee sign off are fit for purpose
- iv. Ensuring risk registers are up to date and the quality of work done

- v. Ensuring that appropriate auditing of internal controls is carried out, issues identified and addressed and reported to relevant Boards
- vi. Ensuring an appropriate Treasury Management Strategy is in place and that it is being effectively delivered by management
- vii. Ensuring appropriate external financial audit takes place in line with legislative requirements and that appropriate and recommended annual accounts are provided to Boards
- viii. Ensuring management have made valid business cases for increases to staffing costs
- ix. Ensuring the Group companies have the required staffing resources and structures to carry out their functions effectively
- x. Ensuring appropriate salary negotiations take place with staff
- xi. Ensuring appropriate business continuity plans are in place

10.3 Powers Delegated to and Retained by the Group Audit and Remuneration Committee

10.3.1 The following powers are delegated to the Group Audit and Remuneration Committee by the POLHA Board:

- i. Authority to investigate any matter within its terms of reference including obtaining outside legal or other independent professional advice and securing the attendance of such advisers when it is considered necessary for the discharge of the duties of the Board
- ii. Authority to approve and change internal and external audit plans
- iii. Authority to sign off policy and procedure documents in line with schedule set out in the organisation's Control Document Log
- iv. Authority to authorise increases to the staffing establishments of all Group member companies beyond those already budgeted for
- v. Authority to agree changes to employee salaries
- vi. Authority to agree changes to staff terms and conditions of employment
- vii. Authority to agree changes to accounting policy and principles
- viii. Authority to meet without staff being present and to meet with the external and internal auditors, if required

11. OPERATING PRINCIPLES, ACCOUNTABILITIES AND POWERS OF SUBSIDIARY BOARDS

11.1 Operating Principles

11.1.1 Subsidiary Boards must apply the relevant following principles in their decision making processes for the company:

- i. To operate within legal parameters at all times
- ii. To operate within the parameters set out in the Memorandum and Articles
- iii. Take full recognition of duty to customers, staff and other service users
- iv. To operate with the parameters set out in the intragroup / independence agreement
- v. The assets of the organisation must be protected in all decisions made

11.2 Accountabilities

11.2.1 i. Ensuring the management of the subsidiary organisation is effectively delivering against the vision, mission values, standards

- and objectives set out in the Group Five Year Strategic Plan;
- ii. Ensuring there is an effective balance of skills, experience and diversity on the Board of Management;
- iii. Ensuring that it receives appropriate information and advice to carry out its duties;
- iv. Ensuring fiduciary responsibilities are effectively carried out;
- v. Ensuring the delegation of powers to the Group Chief Executive is effectively carried out;
- vi. Ensuring delegation of powers are made clear, documented and are up to date;
- vii. Ensuring mechanisms are in place to provide assurance delegated authorities are being applied within parameters set;
- viii. Ensuring the assets of the organisation are effectively protected;
- ix. Ensuring the subsidiary has sustainable financial plans and appropriate annual budgets to deliver agreed objectives;
- x. Ensuring appropriate levels of, and mechanisms to ensure, financial control are in place;
- xi. Ensuring the organisation has an appropriate suite of policies which support legal compliance and good practice approaches to deliver its activities;
- xii. Ensuring strategic risks are effectively identified, monitored and controlled;
- xiii. Behaving in a manner which models the organisational culture desired

11.3 Powers Retained by Subsidiary Boards

- 11.3.1
 - i. Approval of subsidiary's five year strategic objectives, strategic risks and mitigating controls (within Group strategic plan)
 - ii. Approval of changes to subsidiary's five year strategic objectives
 - iii. To sign off overarching Subsidiary Health and Safety Policy
 - iv. Sign off policy and procedure documents in line with schedule set out in the organisation's Control Document Log
 - v. Approval of rent increases for MMR tenants (PDL Board)

12. GENERAL MEETING OPERATING PROCEDURES FOR ALL MEETINGS

12.1 Agendas and Papers

- 12.1.1 Agendas and papers for all meetings will be circulated to relevant individuals five working days before the meeting.

12.2 Minutes

- 12.2.1 The minutes of the previous meeting shall be held as a correct record of what transpired at such meeting subject to amendments thereto approved by the relevant Board or committee and shall, as amended, be signed by the Chair.

12.3 Constituting and Adjourning Meetings

- 12.3.1 The Chair shall constitute a meeting at the appointed time.
- 12.3.2 The Chair may adjourn a meeting under the following conditions:
 - i. having the consent of those present.
 - ii. on a motion to that effect being passed.
 - iii. when a motion that "those present be counted" has been proposed

and there is no longer a quorum present.

12.4 Rulings Regarding Proceedings

- 12.4.1 On all matters relating to the content of Company Rules or Memorandum and Articles of Association and these Group Standing Orders, the Chair's decision shall be final.
- 12.4.2 The relevant Chair has authority to make rulings at any duly constituted meeting of the Association or its subsidiaries on all matters relating to procedures in the meeting.
- 12.4.3 Meeting members may challenge the Chair's ruling on these issues by proposing a motion to do so. The motion will require a seconder before it will be discussed.
- 12.4.4 If a motion challenging a ruling made by the Chair is moved, the mover of the challenge may speak, and the Chair may speak to their ruling.
- 12.4.5 The motion will then be put directly to the vote and a simple majority of those voting will be needed to overturn the ruling of the Chair. In the event of a tied vote, the Chair shall have the casting vote.

12.5 Order of Business

- 12.5.1 The order of business may be changed at the discretion of the Chair with the consent of the majority of those present or on a motion to that effect being passed.

12.6 Motions

- 12.6.1 Motions may be moved by any Member of Board or Sub-Committee (or Member, in the case of a General Meeting). A motion shall require to be seconded.
- 12.6.2 After a motion has been moved the Chair shall call for any amendments. Amendments shall be taken in the order in which they are tabled. Amendments shall not be competent if they reverse the sense of the original motion.

12.7 Amendments to Motions

- 12.7.1 Amendments shall be dealt with as follows:
 - i. The Chair shall ask for the consent of the mover of the motion. If the amendment is acceptable to the mover of the motion then the motion is automatically amended, unless some other Member wishes to oppose the amendment by taking up the original motion.
 - ii. If the amendment is opposed or is unacceptable to the mover of the motion then debate shall commence and procedure will be as outlined below.
 - iii. Each amendment will be voted upon separately, the division being taken between those for the amendment and those against it. The Chair shall make it clear in each case that the vote is not finally for or against the motion but strictly on whether or not to amend the motion before the Board.
 - iv. After all amendments have been dealt with the Chair shall call for any negative to the motion, which shall need to be formally

proposed and seconded.

12.7.2 The proposer of the substantive motion and Member moving a negative amendment shall have the right to speak before any vote is taken.

12.7.3 The Chair shall then call for a vote on the substantive motion which shall be decided on a simple majority of those voting.

12.8 Time Allowances

12.8.1 The Chair may restrict the amount of time spent on any item of business.

12.9 Voting

12.9.1 Except in the case of General Meetings, only those Members present at the time of voting may vote. Members may vote by proxy at General Meetings in accordance with Rules 29 and 31.

12.9.2 In the case of an equality of votes the Chair shall have a second or casting vote.

12.9.3 A decision by or on behalf of the Board shall continue to be operative and binding so that no motion inconsistent therewith shall be considered or passed for at least six months.

13. PROCEDURES FOR POLHA MEMBERSHIP ANNUAL GENERAL MEETINGS

13.1 The Association will hold a general meeting known as the annual general meeting within six months of the end of each financial year of the Association. The functions of the annual general meeting are to:

- i. present the Chair's report on the Association's activities for the previous year;
- ii. present the accounts, balance sheet and auditor's report;
- iii. elect Board Members;
- iv. appoint the auditor for the following year; and
- v. consider any other general business included in the notice calling the meeting.

14. PROCEDURES FOR POLHA MEMBERSHIP SPECIAL GENERAL MEETINGS

14.1 All general meetings other than annual general meetings are known as special general meetings. The Secretary will call a special general meeting if:

- i. The Board requests one; or
- ii. At least four Members request one in writing. If there are more than 40 members, at least one tenth of all the Members must ask for the meeting.
- iii. Whoever asks for the meeting must give the Secretary details of the business to be discussed at the meeting.
- iv. If a special general meeting is requested, the Secretary must within 10 days of having received the request give all Members notice calling the meeting. The meeting must take place within 28 days of the Secretary receiving the Members' request. The Secretary should decide on a time, date and place for the meeting in consultation with the Board or Chair, but if such consultation is not

practicable the Secretary can on his / her own decide the time, date and place for the meeting.

- v. If the Secretary fails to call the meeting within ten days, the Board or the Members who requested the meeting can arrange the meeting themselves. A special general meeting must not discuss any business other than the business mentioned in the notice calling the meeting.

15. PARTICULAR PROCEDURES FOR POLHA BOARD MEETINGS

- 15.1 Meetings of the POLHA Board shall be held at least six times a year at such place and time as the Board of Management determines.
- 15.2 The quorum for a POLHA Board meeting will be at least four members present.
- 15.3 Special Meetings of the POLHA Board may be called at the request of the Chair or any two Members by writing to the Secretary in accordance with Rule 56.1.

16. PARTICULAR PROCEDURES FOR SUBSIDIARY BOARD MEETINGS

- 16.1 Meetings of subsidiary company Boards will be held at least four times a year.
- 16.2 The quorum for a Subsidiary Board meeting will be three at least Directors present or available to participate by the agreed means.
- 16.3 Additional meetings can be called by any Director of a subsidiary Company by giving notice of a meeting to other Directors or authorising the Company Secretary to do so.
- 16.4 Notice of a meeting must include:
 - i. The proposed date and time of the meeting
 - ii. The location at which the meeting will take place; and
 - iii. If it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed they should communicate with each other during the meeting

17. PARTICULAR PROCEDURES FOR GROUP AUDIT AND REMUNERATION COMMITTEE MEETINGS

- 17.1 Meetings of the Group Audit and Remuneration Committee shall be held at least three times a year at such place and time as the Group Audit and Remuneration Committee determines.
- 17.2 The Chair of the Group Audit and Remuneration Committee will meet with the Director of Finance and Corporate Services as necessary to prepare the Group Audit and Remuneration Committee Agenda and to offer support and advice.

18. OPERATION OF THE POLHA BOARD LEAD MEMBER SYSTEM

- 18.1 Lead Members will meet with their respective functional Director as necessary to review regular reports on progress to the Board prior to the meeting and to input to policy reviews.

19. BOARDS' USE OF AD HOC SUB-COMMITTEES

19.1 Ad hoc Sub-committees, comprising only of Board Members may be established from time to time to deal with specific issues (referred by the Board). Such ad hoc Sub-committees shall cease to function once the specific issue under consideration has been determined to the satisfaction of the Board, or may be disbanded by the Board.

20. BOARDS' USE OF WORKING PARTIES

20.1 Working Parties, comprising of Board Members, employees of the Group and any other persons, may be established from time to time to deal with specific issues referred by the Board. Such Working Parties shall cease to function once the specific issue under consideration has been determined to the satisfaction of the Board, or may be disbanded by the Board.

21. THE DUTY OF STAFF TO THE BOARDS AND SUB-COMMITTEES

21.1 It is the duty of the Group Chief Executive/Company Secretary and staff to ensure that the POLHA Board of Management, Group Audit and Remuneration Committee and Boards of subsidiary companies are informed so as to be able to carry out their management responsibilities. The Boards and Group Audit and Remuneration Committee comprise volunteers. In order to keep them informed, staff must provide usable, clear and concise information, and not overwhelm Boards with data from which it is difficult to extract the key points.

21.2 The following general principles should be followed by officers:

- i. Any item requiring decision normally must be supported by a written report.
- ii. This written report should state clearly:
 - a. the purpose of the report;
 - b. any recommendations or, if none, why the report is being presented;
 - c. any financial, risk or Value for Money consequences;
 - d. whether the recommendation conflicts with existing policy or creates a precedent affecting other areas
- iii. Written reports should normally be sent out so that Board Members have them at least five working days before a meeting.
- iv. Items should not be tabled at Board or sub-committee meetings unless genuinely urgent, in which case a brief written report should be tabled which clearly states, amongst other things, why the item concerned could not be the subject of a normally circulated report. Any report tabled at a Meeting must be circulated to all Board Members and Members not present at the meeting within seven days.

21.3 Where genuine emergencies arise between meetings, these may be decided by any two from the Chair, Vice Chair and Group Chief Executive on the basis of a written report which clearly states, amongst other things, why the item concerned could not be brought to a regular meeting. This report must form part of the papers to the next Board or relevant sub-committee meeting.

21.4 An emergency is an incident or event that cannot be adequately planned for and requires immediate action to address. The scale of the incident or event must be significant and not form part of existing budgetary provision.

Such an emergency may occur from fire, flood, storm, or as a consequence of third party failures for example gas leak.

22. AMENDMENT AND SUSPENSION OF STANDING ORDERS

22.1 These Group Standing Orders shall apply to all appropriate meetings of Boards and Sub-committees.

22.2 Group Standing Orders may only be approved or amended by the POLHA Board.

22.3 It shall be competent for a General Meeting or Board Meeting to suspend all or some of the Standing Orders on a motion to that effect being carried by two-thirds of the Members present. Such suspension shall only be effective at the Meeting at which it was passed.

23. PROCESS FOR DELEGATION OF POWERS

23.1 All powers, with the exception of those detailed in this document that are retained by the POLHA Board, Subsidiary Boards or the Group Audit and Remuneration Committee, are delegated to the Group Chief Executive and other officers of the organisations of the Group as set out in Scheme of Delegation and Financial Regulation documents.