



STANDING ORDERS

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KEELMAN HOMES LIMITED

STANDING ORDER

Introduction

1. These Standing Orders document certain elements of the governance arrangements, procedures and delegations of authority within Keelman Homes Limited.
2. These Standing Orders must be complied with by all trustees.

Interpretation of Standing Orders

3. The Company Secretary is responsible to the Board for the overall governance of the organisation. Advice on the interpretation of these Standing Orders falls to the Company Secretary as does escalation to the Board of any matters of concern.
4. The ruling of the Chair, whom failing the Deputy Chair, on the advice of the Company Secretary, as to the meaning, effect or application of these Standing Orders shall be final.
5. In the event that there is no Company Secretary in place, these duties will be carried out by the Managing Director.

Amendment and Revocation of Standing Orders

6. The Board may alter, rescind or add to any part of these Standing Orders by decision of a quorum of the trustees present and voting at a Board Meeting.
7. The Board, or any Committee with documented delegated authority, in conjunction with the Managing Director and the Company Secretary, shall regularly consider the need for amendments to these Standing Orders.

Board Meetings

8. The Board shall meet at least three times every calendar year at such times and places as deemed fit. Seven clear days' notice of the date and place of such meetings shall be given in writing to every trustee by the Company Secretary.
9. An Annual General Meeting calling for the passing of a special resolution or a resolution appointing a person as an ordinary trustee shall be called by at least

21 days' notice. All general meetings shall be called by at least 14 clear days' notice.

10. Special meetings of the Board can be called by the Company Secretary and shall be called if required by notice in writing given to him/her by the Chair of the Board or by two trustees.
11. The notice shall specify the time and place of the meeting and, in case of an Annual General Meeting, shall specify the meeting as such.
12. Board Meetings may be held using online or virtual technologies or in a hybrid manner with a meeting where individuals are present in person also having virtual attendees.
13. Where an online or virtual meeting is held the chair of the meeting shall ensure:
 - all attendees are able to hear the proceedings;
 - all attendees are able to speak at the meeting;
 - all those entitled to vote at the meeting are able to vote in real time.

Matters Reserved to the Board

14. The strategic role of the Board is to determine the overall direction and objectives of the organisation.
15. Having regard to its strategic role, the Board shall hold the Managing Director to account and to ensure that proper and effective controls and systems for running the organisation are in place and are implemented.
16. The following are reserved to the Board as part of this strategic role and/or requirements in the Articles of Association: -
 - adopting and changing the governance arrangements;
 - approving and adopting strategies, policies, business plans and work programmes;
 - approving the statement of accounts, income and expenditure and balance sheets;
 - appointing the Chair and Deputy Chair of the Board;
 - appointing the Company Secretary;
 - annually assessing how the organisation follows the requirements of the National Housing Federation Code of Governance and publishing a statement of compliance to that effect;
 - establishment of sub-committees, working groups or task and finish groups to which it may delegate or refer business for detailed consideration.
 - agreeing and/or amending terms of reference for Committees, deciding on their composition and making appointments to them including the appointment of Chairs;
 - approving arrangements for the recruitment of the Managing Director;
 - appointing the Managing Director; and being represented in the appointment of other senior managers;

- having overall responsibility for risk management and determine the organisation's tolerance of risk;
- approving the Keelman Homes Business Plan;
- ensuring that value for money is embedded in the organisation's culture and decision making processes;
- approving proposals to provide services on behalf of other organisations;
- making recommendations to general meetings of Keelman Homes;
- appointing external auditors;
- making arrangements for the discharge of any of Keelman Homes functions by another organisation;
- adopting and revising the Financial Regulations and Contract Procedure Rules;
- undertaking activities relating to virement and other issues specified under Financial and Contract Procedure Rules;
- approving the Keelman Homes Budget;
- agreeing the Investment Programme;
- agreeing operational and compliance performance indicators and annual targets for these
- monitoring the Keelman Homes budget, performance and implementation of policy decisions;
- forming partnerships as necessary to facilitate the delivery of the objectives of Keelman Homes;
- agreeing personnel policies, other than minor or technical changes to existing policies which do not affect the underlying principles of the policies;
- governance of major procurement projects;
- agreeing the annual rent increase and service charges and the reviewing and monitoring of service charges and rent;
- Ensuring that annual appraisals of Board members take place;
- undertaking an annual review of board effectiveness and appointing an external advisor to carry out a formal review of this every three years;
- undertaking an annual review of board skills against an agreed skills matrix;
- exercising such other powers as may be prescribed by the Articles of Association

The Chair - Key Roles and Responsibilities

17. The Board of Trustees will appoint a Chair and Deputy Chair. The appointment of the Chair and Deputy Chair will be confirmed annually at the first Board meeting following the Annual General Meeting (AGM).
18. The Articles require that the Chair must be an ordinary trustee.
19. The Chair, or if not available, Deputy Chair, will preside at each meeting of the Trustees. If neither the Chair or Deputy Chair are present, then the Trustees may choose another Trustee to take the Chair for that meeting.
20. Where there is an equality of vote, the Chair will use their second or "casting" vote to determine the matter.

Key duties of the Chair:-

21. Some of the following duties are also the general responsibility of the Board, but it is the Chair's responsibility to ensure that these duties are fulfilled:-
- ensure the efficient conduct of board business;
 - ensure all trustees are given the opportunity to express their views before a decision is taken;
 - establish a good working relationship and give appropriate support to the Managing Director;
 - ensure that sufficient authority is delegated to Committees, the Chair, the Managing Director, and the senior management team to enable the organisation to conduct its business effectively between board meetings and ensure that the Board monitors the use of these delegated powers;
 - ensure that professional advice is obtained when needed;
 - ensure that the organisation complies with its adopted Code of Conduct;
 - represent the organisation on occasion;
 - take decisions delegated to the Chair on the advice of the Managing Director and/or Finance Director;
 - in accordance with arrangements agreed by the Board, conduct a full annual appraisal of the performance of the Managing Director and, as appropriate, a review of MD's salary;
 - lead on the organisation's appraisal process to ensure appropriate arrangements are in place for the trustee appraisals including the Chair and Deputy Chair;
 - in conjunction with Trustee appraisals, review the composition of the Board and the skills of its members;
 - ensure the organisation provides role profiles for all board members;
 - ensure succession planning for future Board membership.
 - General approach to salary reviews.

Managing Director - Key Roles and Responsibilities

22. The Managing Director is responsible for:-
- the operational management of the organisation;
 - supporting the Board to determine and achieve its strategic objectives in accordance with its agreed values, approved business plan and annual budget;
 - supporting the Board to ensure that the organisation meets its statutory and regulatory responsibilities;
 - ensuring that the organisation achieves its objectives through the effective and efficient use of its resources and through productive working relationships with external partners;
 - acting in accordance with the specific roles and responsibilities of his/her post as set out in the relevant job description;
 - ensuring the efficient and effective management and administration of the organisation, in accordance with its' agreed policies, Financial Regulations and strategies;

- ensuring that risk management is an integral part of the management processes and activities in all parts of the organisation; assigning clear roles and responsibilities for managing risk; and maintaining a register of significant risks and monitoring and reporting on this.

Company Secretary

23. The Company shall have a Secretary who shall be appointed by the Board.
24. The responsibilities of the Secretary of the company are as follows: -
 - To set up and attend all meetings of the company and the Board and keep the minutes of those meetings
 - To keep the registers and other books determined by the Board
 - To make any returns on behalf of the Board to Companies House and the Charities Commission
 - To be responsible for ensuring the compliance of the company with the Articles of Association

Urgent decisions

25. Sometimes urgent decisions by Trustees may be required ahead of the next Board meeting. In this event, the procedure is as follows:
 - The Managing Director of Keelman Homes will prepare a report for the Chair (or Deputy Chair in his/her absence) who will then approve the major decision, subject to approval by at least one other Board member.
 - The full report and the decision should then be reported to the next available Board meeting for information and a record kept of all such decisions made.

Board Membership

26. The Board is made up of no less than six and no more than eight trustees consisting of one trustee appointed from the Local Authority and seven ordinary trustees.
27. Trustees will serve a three year term of office and can only serve continuously for a maximum of two terms, but this can be extended to three terms if Board agrees that this is in the organisation's best interests.
28. Elections to the Board will take place at the Annual General Meeting in accordance with the Articles of Association.

29. There is an aim to get an appropriate balance of skills on the Board and therefore information will be sought from prospective trustees about the quality, skills, experience and commitment they will bring to their role to assist in the elections.
30. Recruitment, selection or election of new trustees, including the chair, should be agreed through a written company policy.

Non-Attendance at Meetings and Quorum

31. A trustee shall cease to be a trustee if he or she is absent without notice from three consecutive meetings and the trustees resolve that his/her office be vacated. Exceptional circumstances will be considered.
32. Trustees unable to attend a meeting will advise the Company Secretary that they are unable to attend. If there are any particular points a non-attending trustee wishes to have raised at the meeting, he or she should discuss the matter with the Chair or Company Secretary.
33. The quorum for a Board Meeting is three trustees.
34. If no quorum is present after 30 minutes of the time appointed for the meeting, where this is a General Meeting of the Company, it shall be dissolved if it has been convened on a requisition from Members. In all other cases, it must stand adjourned to the same time and place one week later. If there is no quorum within 30 minutes of the reconvened meeting, then the trustees shall be deemed a quorum.
35. Where there is no quorum within 30 minutes of the commencement time of a Board Meeting, then the trustees present may decide to disband and reconvene the meeting the following week or as soon as possible thereafter, at a convenient date, time and venue.
36. If the Members present decide to proceed as an inquorate body, they will not be permitted to make decision on items presented. However, they may advise or give guidance on those items. Their comments will be forwarded to the next meeting of the Board for decision.
37. Written resolutions by email will be accepted where three or more trustees have responded/voted.

Minutes

38. The minutes of a General or Board Meeting are to be confirmed at each subsequent meeting by an affirmative resolution of Members present.

Admission of the Public

39. Meetings are not open to members of the public.

Conduct of Meetings

40. The Chair shall agree with the Managing Director the agenda for all the meetings of the Board.
41. Agendas will be constructed to allow items of strategic relevance to be considered at the beginning of the meeting.
42. Trustees can propose items for consideration by giving written notice to the Chair at least 21 days before a meeting of the Board.
43. Where possible, all items for decision or information will be in the form of a written report.
44. Papers will be emailed to all trustees at least seven days prior to the meeting except in exceptional circumstances. Hard copies will be sent to any trustee specifically requesting it, though trustees will be encouraged to go paperless where possible.
45. All meetings shall be conducted in accordance with the Articles of Association and Standing Orders. Meetings are to be conducted in a generally relaxed, but professional and efficient manner with all present being actively involved and having the opportunity to contribute to the meeting and business of the Board.
46. All business will be conducted through the Chair. All questions/comments will go through the Chair by raising of hands. The Chair's ruling on who may or may not speak and in what order and other 'points of order' is final. Trustees are expected to respect the views of others and their right to speak. The Chair (following warning) can request that a Trustees be silent if she/he is using provocative, abusive language, or persists in straying from the agenda.
47. Trustees should avoid raising issues concerning named individuals.
48. All decisions will be taken by consensus wherever possible. On the rare occasion it is not possible to reach a decision by consensus, the decision will be taken by a vote by the raising of hands. The Chair will have the casting vote in the event of a tie.
49. In the event that it is not possible to hold the meeting in person, the meeting could be conducted virtually.
50. The role of officers is to support Trustees and assist in the decision making process by presenting papers, providing information and advice, and

responding to queries. Presentation of reports will be brief as it is assumed that all trustees will have read the papers before the meeting.

Powers delegated to a Committee

51. At general meetings, trustees may request or authorise establishment of a Committee (sometimes known as a 'steering group'). At a general meeting, trustees must agree who the committee members will be; those selected would typically be chosen because they have skill sets which would support the committee purpose/objectives.
52. The Committee name, purpose and its appointed trustees will be recorded in Board meeting minutes.
53. A committee invites more in depth scrutiny and challenge of ideas to achieve best practice in a particular part of the company, for example Finance Management or Risk and Audit.
54. Committee trustees will have delegated authority to decide on matters discussed at the meetings; decisions can be ratified at the next board meeting when appropriate.
55. The committee must be made up of three Trustees in accordance with company quorum.

Trustee Interests

56. Any trustee who is personally interested in a contract or other transaction, which is to be discussed by the Board shall immediately disclose that interest. The trustee will not be allowed to vote on this issue or remain during its discussion unless requested to do so by the other trustees' present. This also applies if it was a close relative or friend who was the interested person. All such declarations shall be recorded in the minutes of the meeting.
57. The Company Secretary will maintain a Register of Trustees Financial and Other Interests and trustees will declare in the register any interests that may relate to any contract or other transaction that could be discussed by the Board. The register will be reviewed annually and be open to inspection by the Board.
58. Declarations of interest will be a standing item at the start of all Board Meetings.

Employee Interests

59. The Company Secretary will keep a record of all declarations of pecuniary interests of employees and this record is available at all reasonable times for

inspection by any trustee. An interest in a contract or the like by an employee shall be declared to the Board before the acceptance of any tender or quotation.

60. Any candidate for a position in the employment of the company who canvasses trustees directly or indirectly will be disqualified.
61. No trustee may recommend anyone for appointment or promotion. However, if requested, a written reference can be given.
62. Details of the relationship of any candidate for appointment with any trustee or senior officer shall be required to be indicated on their application. Any candidate who fails to make such a disclosure or disqualified and, if appointed, will be dismissed.