

1.0 INTRODUCTION

1.1 GWHA's MC will ensure robust governance by demonstrating compliance with its Rules and other regulatory requirements, including the Standards of Governance and Financial Management for RSLs; Constitutional requirements; and other regulatory requirements. These Standing Orders describe GWHA's governance structures and procedures for effective and accountable decision-making and for ensuring that the association can demonstrate its governance and financial arrangements are such as to allow the SHR¹ to regulate effectively and exercise its full regulatory powers. The principles for the *effective recording of decisions and discussions by governing bodies (SHR)*² and the *points to consider when drafting Standing Orders (SFHA)*³ are reflected in GWHA's Standing Orders.

2.0 GWHA GOVERNANCE STRUCTURE

2.1 Management Committee

2.1.1 The Management Committee (MC) is GWHA's governing body. Its terms of reference are:

1. To ensure that GWHA is well-governed.
2. To set and ensure compliance with GWHA's values and objectives.
3. To set long and short-term plans to achieve those objectives.
4. To oversee and exercise effective control over the quality of GWHA's service delivery and over GWHA's use of resources and financial viability.
5. To approve and monitor GWHA's Corporate Plan and annual budget.
6. To protect GWHA's assets and reputation and be assured that risks are being managed appropriately.
7. To establish delegations to GWHA's Sub Committees and senior management, incorporating responsibilities for risk management, assurance and control.
8. To ensure that GWHA meets its legal obligations and regulatory standards.
9. To set group objectives and maintain effective strategic oversight of GWHA's subsidiary, Glasgow West Enterprises (GWE), as set out in the Intragroup Agreement and Services Sharing Agreement.

2.1.2 The MC will meet at least 10 times in a year, usually monthly, with a 6–8-week recess period in the summer and winter. The scope for dispensing with the meeting scheduled for April will be reviewed annually with reference to the committee plan. The MC meetings will have either a Governance/Finance or Services/Technical focus.

2.1.3 The MC will adopt a Remit and Plan, which will be subject to annual review. The MC's Remit and Plan will cover each of the functional areas described at 2.1.2, setting out the MC's functions and its priorities for the year ahead.

2.2 Sub Committees

2.2.1 The MC has established two Sub Committees, **Audit** and **Staffing**. Each Sub Committee will also adopt a Remit and Plan. The Audit Sub Committee Plan will be approved by the MC and reviewed annually; Staffing Sub Committee will normally present an annual plan to the MC for approval.

2.2.2 Sub Committees will work in accordance with GWHA's Delegated Authority Policy and Remits, which set out the decision-making powers the MC has delegated to the Sub Committees and to senior management.

2.2.3 The overall terms of reference for each Sub Committee are as follows:

2.2.4 Staffing Sub Committee

1. To oversee the human resources and organisational management aspects of GWHA's business on behalf of the MC. This will include terms and conditions of employment, staff remuneration, staff health and safety management, committee involvement in recruitment/selection and disciplinary matters, where required.
2. To ensure GWHA compliance in the Sub Committee's areas of responsibility comply with the law, regulatory requirements and other good practice guidance.

¹ Scottish Housing Regulator

² [Effective Recording of Decisions and Discussions by Governing Bodies of RSLs - Lessons Learned](#) (SHR)

³ [Points to Consider when Drafting Standing Orders \(SFHA December 2023\)](#)

2.2.5 Audit Sub Committee

1. To ensure that GWHA and GWEn have effective systems for management, control and risk management.
2. To monitor implementation of approved recommendations contained in internal (systems) audit reports, external audit reports and management letters.
3. To provide the MC with assurance about how GWHA's key risks are being identified and managed.
4. To monitor the H&S Register in relation to the management of the association's property assets⁴.
5. To ensure alignment, initiate reports and investigations into any aspect of the activities of the Association or GWEn.

While the Audit Sub Committee is ultimately accountable to the MC, it shall be empowered to carry out its role with independence and objectivity.

2.2.6 The MC will:

1. Decide the membership of Sub Committees.
2. Review and amend the committee structure and delegations to sub committees, as necessary.
3. Appoint working groups from time to time, if this would be an efficient way of examining a particular issue before reporting back to the MC with recommendations for approval.

2.2.7 Training needs will be discussed as part of annual appraisal reviews of Member's contributions to the work of GWHA.**2.3 Role of the Executive Team**

- 2.3.1 Subject to those matters reserved to the MC and Sub Committees for decision, as set out in the Delegated Authority Policy, the Chief Executive (CE) and Executive Team shall be empowered to manage GWHA's operations, while remaining accountable to the MC and the relevant Sub Committees.
- 2.3.2 The CE will act as the MC's principal adviser. The MC and Sub Committees will also receive independent professional advice and/or assurance, as recommended by the Executive Team or as the MC directs.
- 2.3.3 The MC has delegated to the CE all matters concerning the staff and their conduct of the activities of GWHA, subject only to a right of appeal to the Staffing Sub Committee on matters of discipline.
- 2.3.4 The CE and Executive Team shall be responsible and accountable to the MC for the implementation of the MC's decisions and policies. In turn, the MC shall ensure that relationships with the Executive Team are positive, professional, supportive, and based on mutual trust and respect.

3.0 OFFICE BEARERS

- 3.1 GWHA's Office Bearers are the Chairperson, Vice Chairperson, Secretary and Treasurer.
- 3.2 In accordance with GWHA's Rules, the Office Bearers shall be controlled, supervised and instructed by the Committee. The Office Bearers shall carry out their leadership role in a manner that reflects these requirements; the MC's status as GWHA's governing body, and the collective leadership and decision making the MC provides.
- 3.3 There will be an annual election for each Office Bearer position at the first meeting after each AGM. In addition, each Sub Committee will elect a Convenor to preside at its meetings (usually at the first meeting of the Sub-Committee after the AGM).
- 3.4 The Office Bearers, except for the Secretary, must be Elected Members or Members appointed to fill casual vacancies in accordance with Rule 41, but cannot be Co-optees. Potential Office Bearers must be free from any formal conflict with GWHA (including rent arrears).
- 3.5 Role descriptions for Members, Office Bearers and Sub Committee Convenors are provided in the Governance Handbook.

⁴ Notifiable Event reporting to the Management Committee

4.0 DECLARING AND MANAGING INTERESTS**4.1 Declaration of Interests**

- 4.1.1 All Members and employees must comply with the **requirements stated in GWha's Codes of Conduct⁵** and should:
1. Declare openly and promptly any personal, financial or business interests you or people closely connected to you (as defined in the Codes of Conduct) may have that are relevant to GWha's business (including GWEn) or future decisions. This includes actual and/or potential conflicts.
 2. Record these interests in the Register of Interests and keep your entry in the Register accurate and up to date.
 3. Not play any part in discussions or decisions relating to an interest that you have declared or that has otherwise been identified (subject to points 4.1.4 and 4.1.5 below).
- 4.1.2 Each Member and employee will be given a **declaration of interests form** to complete and then update annually as part of the performance review process. Appropriate risk control measures for declared interests will be considered by the Line Manager, and, in the case of Committee Members, the Chief Executive, with advice from the Secretary and the Committee where appropriate (section 4.1.4). An annual report on the Register will be presented to the Audit Sub-Committee for scrutiny, with compliance reporting to the MC, usually in June each year. Committee and staff members are personally responsible for always keeping declared interests up to date, notifying either the Corporate Officer and/or Governance and HR Manager of any changes as soon as they arise.
- 4.1.3 Declarations of interest will be a standing agenda item at all **committee meetings**. Subject to 4.1.4 and 4.1.5:
1. If a matter covered by an existing declaration of interest is to be discussed at a meeting, the CE will normally advise the affected Member prior to the meeting. The Member should act in accordance with advice given.
 2. If a Member identifies an actual or potential conflict in advance of attending a meeting (e.g. when reviewing papers), this should be highlighted to the Governance Director and/or to the CE at the earliest opportunity, ideally before the day of the meeting.
 3. If attending part of the meeting, the Member should notify the Chairperson/Convenor that they have an interest in a matter to be discussed and then act in accordance with advice when the agenda item is reached.
 4. If a Member only becomes aware of a potential conflict of interest when an agenda item is underway, they should notify the Chairperson/Convenor and act in accordance with advice given..
- 4.1.4 . For interests declared in advance, the Committee will determine (with advice from the Secretary) whether the Member should withdraw from the Meeting or alternatively if it is acceptable for the Member to remain in meeting(s) discussing the matter, albeit refraining, if appropriate, from the discussion and/or from any vote on the matter. The Minute of the meeting will record the outcome of decisions in relation to declarations of interest.
- 4.1.5 Members who are tenants or factored owners can take part in discussions and vote on all general policy and performance matters, unless the matters being discussed relate exclusively to their own tenancy or factoring agreement, or to the tenancy/factoring agreement of someone they are closely connected to.
- 4.1.6 There may be occasions where staff members, including the CE will be absented from the meeting, for example, (SSC where pay, pensions) or (ASC for Member only discussions with auditors) are on the agenda. In these instances, the attending staff may present a report and answer questions prior to leaving the meeting. Responsibility for ensuring a minute of this part of the meeting will rest with the Chairperson (MC meetings) or Convenor (Sub-Committee meetings).
- 4.1.7 In the event of any dubiety or conflict, the association will err on the side of caution, and the terms of Rule 38.2 will prevail (i.e. the Member will be required to leave the meeting).
- 4.1.8 If an interest that has been declared relates to a **potential payment or benefit** (such as a tenancy, job, purchase/sale of property or award of a commercial contract), the matter will be decided in accordance with GWha's **Policy on Entitlements, Payments and Benefits (EPBs)**. GWha will apply the special controls described in the Policy and if the payment or benefit is granted, it will be recorded in the Register of EPBs, and routinely reported to the MC via Registers: Compliance Reporting.

⁵ Applicable to GWha and GWEn

4.1.8 The Governance Director will be responsible for maintaining the Register of Interests and the Register of EPBs. GWHA will make the Registers available as required to auditors and regulators. The Audit Sub-Committee will scrutinise new and live entries in the Registers on an annual basis and will report on compliance to the MC annually.

4.2 **Minimising the Potential for Conflicts**

4.2.1 Committee Members are often members of other groups or have other responsibilities in the community. This brings many benefits to GWHA but can also create potential conflicts of interest.

4.2.2 Members should observe the following guidelines:

1. You must not show or impart to anyone else information about GWHA (or GWEn) that you have been privy to, consequence of your role as a Member. .
2. You should withdraw from committee meetings during any business relating to another organisation in which you are also involved (subject to 4.1.4 and 4.1.5 above).
3. If attending external or public meetings at which GWHA (or GWEn) is discussed:
 - a) You should declare your involvement with GWHA (or GWEn) but should not speak on our behalf unless you have permission to do so.
 - b) Members should remember that they determine the policy of GWHA (and GWEn) and are in a position to change it. You must not support unreasonable criticism of GWHA (or GWEn), undermine GWHA staff who are present, or make negative or derogatory comments regarding GWHA (or GWEn) or its policies.
 - c) If you anticipate any difficulties in adhering to these guidelines, you should consider absenting yourself from the meeting concerned and/or seek guidance from the Chairperson.

4.3 **Serious Conflicts of Interest**

4.3.1 If a member has a major or ongoing conflict of interest that impairs their objectivity or their ability to act in GWHA (or GWEn's) best interests, they should consider resigning. Alternatively, the remaining Members of the Committee may seek the Member's resignation.

5.0 **ANNUAL GENERAL MEETING (AGM)**

5.1 In line with Rules 20-36, GWHA will hold a general meeting known as the annual general meeting (AGM) within six months of the end of each financial year (i.e within 6 months of 31st March) for the purposes of:

- presenting the Chairperson's report on the Association's activities for the previous year
- presenting the accounts, balance sheet and auditor's report
- electing Management Committee Members
- appointing the auditor for the following year; and
- considering any other general business included in the notice calling the meeting.

5.2 The Secretary will call all general meetings by written notice posted or sent by email to every shareholding member at the postal address, or email address given in the Register of Members at least 14 days before the date of the meeting. This notice will give details of

- (a) the time, date and place of the meeting.
- (b) whether the meeting is an annual or special general meeting.
- (c) the business for which the meeting is being called.

5.3 The notice to members will also outline the process for submitting apologies/appointing a proxy; procedures for rescheduling an inquorate meeting and the process for nominating a member to the Management Committee.

5.4 The arrangements for the AGM and reporting on Rule 68 compliance will be presented to the MC meeting for approval in June each year. The draft minute of the AGM and an evaluation of the event will be considered at the first post recess meeting of the MC, c. August each year.

6.0 **COMMITTEE MEETINGS**

6.1 **Frequency**

6.1.1 The MC will normally meet monthly on a day and time suitable to the majority of Members.

- 6.1.2 Meetings are normally planned annually in advance, avoiding Bank/Public and Glasgow school holidays.
- 6.1.3 There will be a summer and winter recess of approximately 6-8 weeks. and, where the Plan permits, the meeting scheduled for April will be dispensed with.
- 6.1.4 Other meetings may be convened in accordance with Rule 56.1.

6.2 **Notice of Meetings/Agendas**

- 6.2.1 The Secretary will normally give written notice of all standing meetings on an annual basis, following agreement of the calendar of future meetings.
- 6.2.2 Where possible, seven days' notice of special meetings or ad hoc committees will be given to Members.
- 6.2.3 Priorities for the year will normally be considered at the last meeting of the current committee cycle and confirmed at the first meeting of the new committee cycle; and will feed into the Corporate Planning framework.
- 6.2.4 Agendas and Reports (primarily word documents) will normally be issued one week prior to a meeting. Where a report is to be made through power-point slides on the night of the meeting (utilised for summarising key points and/or for capturing graphics/pictures) this will be identified on the Agenda. Reports presented to the meeting (and not issued in advance) will be uploaded to the intranet after the meeting for reference. Verbal reports may be made for brief updates and/or for matters where relevant information is unavailable at the time the report is being prepared for issue. In these circumstances the detail will be captured thereafter in the Minute. Reports shall not normally be discussed if tabled at a meeting, unless they relate to a matter of urgency or two-thirds of those present agree to consider the report.
- 6.2.5 The Report "purpose" and "recommendation" will clearly identify the expectations of Committee in relation to the report, for example: for consideration/approval/agreement; to endorse/support a proposal; for information/assurance.
- 6.2.6 No business, other than on the Agenda, will be considered without the consent of two thirds of those present.
- 6.2.7 Immediately prior to each meeting, the CE should meet with the Chairperson/Convenor to confirm the order and focus of business, etc.

6.3 **Quorum/Attendance**

- 6.3.1 Minimum of four members (excluding Co-optees) at MC meetings, three at Sub Committee meetings and two at GWEn meetings.
- 6.3.2 Where a member is unable to attend a meeting, he/she should submit apologies prior to the meeting. Where a member absents him/herself from four consecutive meetings, he/she will be removed from the committee (Rule 44)⁶.
- 6.3.3 The MC will consider requests for leave of absence for both GWHA and GWEn. Where such absence is approved, in advance, the Member may continue to hold office.
- 6.3.4 To ensure that the quorum is maintained throughout the meeting, and to demonstrate compliance with conflict of interest processes, care will be taken to record in the Minute any comings and goings of meeting attendees during a meeting – late arrivals; early departures; and participants leaving then re-joining the meeting.

6.4 **Chairing of Management Committee Meetings**

- 6.4.1 The Chairperson will chair all Management Committee Meetings. In his/her absence the Vice Chair will do so. If both are absent, the meeting will appoint a temporary Chair for the duration of the meeting.
- 6.4.2 The Chairperson shall:
 1. Preserve order and ensure that every Member has a fair hearing.
 2. Ensure that those who wish to, are allowed to contribute, and that no Member may speak more than once on any motion until every other Member has had an opportunity to speak.
 3. Determine the order in which Members may speak.
 4. Impose a time limit on any business.
 5. Rule on any point of order unless challenged by at least three Members (two for GWEn)

⁶ Applies only to Management Committee Meetings, and is applicable irrespective of whether apologies are submitted

6. Instruct any Member(s) whose behaviour is disruptive or unacceptable to desist. If the behaviour continues, the Chairperson may call a vote to exclude the Member(s), the vote being decided a majority of the Members present excluding the Member(s) complained about.
7. Where formal voting takes place at a committee meeting, ensure that voting procedures are followed correctly (see section 8).

6.5 Meeting Etiquette

- 6.5.1 To optimise attendance and accessibility, meetings will generally be in hybrid format, offering members the opportunity to attend online or in person at the meeting venue.
- 6.5.2 Members attending online are expected to be visible to the meeting (e.g. camera on) for the duration of the proceedings. The “raised hand” symbol will be utilised by online attendees to request an opportunity to speak via the Chairperson; and at all other times the microphone will be muted. Members attending online will be particularly vigilant of their surroundings and will be responsible for ensuring confidentiality of the meeting proceedings.
- 6.5.3 The standards of personal conduct as outlined in section 16 apply to online attendees.

7.0 SUB COMMITTEES

- 7.1 Members of the Sub Committees will be appointed at the first MC meeting of the committee cycle to serve until the following AGM. The Sub Committees, when appointed, will decide their cycle of meetings.
- 7.2 The Chairperson will be an ex officio member of each standing Sub Committee but cannot vote or propose motions.
- 7.3 At either the first MC meeting of the cycle or the first meeting of each Sub Committee, each year, a Convenor will be elected by the members of that Sub Committee. Co-opted Members may not be appointed as Convenor or take part in the election of the Convenor. GWHB's Chairperson may not act as Convenor of the Audit Sub Committee.
- 7.4 Each Sub Committee will consist of at least three members and normally up to five members, plus the Chairperson as an ex officio member and any co-optees.
- 7.5 Appointed Members and Co-optees: Not more than one-third of the total number of Sub Members may be Appointed Members and Co-optees.
- 7.6 The Convenor will chair the meetings in line with the principles at 6.4.

8.0 MINUTES OF MEETINGS

- 8.1 The Standing Orders adhere to the following four principles for the effective recording of decisions and discussions at Governing Body meetings (as highlighted in the SHR publication³):
 - 1: All Governing Body Meetings have a reliable, permanent, complete and accessible record kept of its proceedings.
 - 2: Minutes are concise and factual, recording the key purpose and outcomes of all matters considered at the meeting, including how any conflicts of interest have been handled.
 - 3: There are clear arrangements for recording and keeping minutes of confidential matters which are discussed at governing body meetings.
 - 4: There is clarity about arrangements for preparing, amending, approving and publishing minutes.

8.2 All Meetings

- 8.2.1 Minutes will capture the key points of the meeting; and will be written in such a way as to ensure the proceedings are capable of being understood by someone not in attendance, for example:
 1. A summary of the purpose of the item.
 2. A summary of any discussion, noting points for and against the proposal, and any key clarifications.
 3. A summary of the rationale – the key reasons for any decision made, or for rejecting any recommendations made in supporting reports.
 4. A clear separate statement of any actual decisions made.
 5. A note of anything referred or recommended to another committee.

6. A separate statement of any follow-up actions to be taken.
- 8.2.2 AI⁷ software (e.g. teams' maestro) may be utilised for the purposes of capturing discussions to assist preparation of the Minutes.
- 8.2.3 Only Members in attendance for the full meeting may move adoption of the Minute.
- 8.2.3 A motion for the approval of a Minute of a meeting, or any part of such a Minute, will be considered as an original motion.
- 8.2.4 Any motion involving alteration or rejection of a Minute shall be dealt with as an amendment.
- 8.3 **Management Committee**
- 8.3.1 A Minute of the MC meeting will be taken by the CE/Director, under delegated authority from the Secretary.
- 8.3.2 The Minute of the MC meeting will be submitted to the next meeting for adoption.
- 8.3.3 In line with The Freedom of Information (Scotland) Act 2002, a copy of Management Committee meeting minutes will be uploaded to GWhA website in the spirit of openness and transparency. In line with SIC⁸ guidance, the following will not be made publicly available:
1. Any information which would be exempt under the FOI legislation.
 2. Any information which it would be unfair to disclose or might otherwise breach data protection regulations.
- 8.3.4 In these cases the Minute will be redacted with note to explain the reason for the redaction, for example:
- S30 – Prejudice to the effective conduct of public affairs.
- S33 – Commercial interests and the economy.
- S36 – Confidentiality.
- S38 – Personal information.
- 8.3.5 A Redactions Register will be held to record reasons for redactions.
- 8.4 **Sub Committees**
- 8.4.1 Minutes of Sub Committee meetings will be recorded by the staff member servicing the meeting.
- 8.4.2 Minutes of meetings of Sub Committees will be submitted for adoption to the first meeting of the MC held thereafter. The Minutes of Sub Committee meetings will not be published
- 8.4.3 The Convenor of each Sub Committee will, if present, have the right to move the approval of the Minute of any meeting of that Sub Committee, or any part thereof.
- 8.4.4 Staffing Sub Committee (SSC) minutes are held to be personal to the SSC. Copies of the Minutes will be signed by the SSC Convenor or Chairperson and held by the Chief Executive.
- 8.5 **GWEn**
- 8.5.1 Minutes of GWEn meetings will be recorded by the staff member servicing the meeting and will be circulated (for review and approval) to GWEn Board Members by email within 14 days of the meeting. The Minutes of GWEn meetings will be made available to the ASC at the next available meeting. The GWEn Board minutes will not be published.
- 8.6 **Minutes of Confidential Matters/Proceedings**
- 8.6.1 A separate minute will be prepared for any items of business discussed in closed session. Minutes for these items shall only be available to Members and to those members of staff who need access to the minutes to implement the committee's decisions.
- 8.6.2 As per 8.4.4, SSC minutes are confidential proceedings.
- 9.0 **VOTING/DECISIONS**
- 9.1 Decisions at committee meetings will normally be made by consensus or failing this by majority voting.
- 9.2 Matters may be put to a formal vote and decided by the Members present if:

⁷ Artificial Intelligence

⁸ Scottish Information Commissioner

1. The Chairperson (except for Sub-Committee meetings), Convenor or any other Member proposes that a vote be taken to decide a matter that cannot be agreed by consensus, and the proposal to hold a vote is supported by at least two Members present. **OR**
2. A motion is proposed by one Member and seconded by another Member, and a third Member states directly their opposition to the motion.

9.3 Co-opted Members can vote at MC and Sub-committee meetings on all matters except those that directly affect the Rules, the membership of GWHA or the election of GWHA's Office Bearers.

9.4 Voting shall be by a show of hands, unless otherwise directed by the Chairperson or Convenor.

9.5 The number of votes cast for and against the motion or amendment, and the number of any abstentions, shall be recorded in the Minute.

9.6 In the event of a tie, the Chairperson (MC Meeting) or Convenor (Sub-committee meetings) will have a casting as well as a deliberative vote.

9.7 Any Member may ask for his/her dissent from any motion to be recorded within the Minute. Other than this, all Members are bound by their duty of collective responsibility once a decision has been made, i.e. they must accept and abide by the committee's decision, and they must not undermine the decision in any way either within GWHA or externally.

9.8 Decisions made by the MC and/or GWEn Board will stand on record for at least six months and will not be discussed, questioned or put to a second vote within that period unless there are exceptional circumstances/material change and only then with the consent of 2/3rds of those present. The same shall apply to decisions made by Sub Committees, unless the MC wishes to review and/or amend a decision made by a Sub Committee or by GWEn Board.

10.0 ADJOURNMENT OF MEETINGS

10.1 The Committee may adjourn meetings, and a motion for adjournment will take precedence over all other motions.

10.2 When an adjourned meeting is resumed, proceedings will commence at the point at which they were broken off at the adjournment.

11.0 TIME MANAGEMENT OF MEETINGS

11.1 The Minutes of previous meetings will be taken as read, except those items that appear on the Agenda.

11.2 The decision of the Chairperson or Convenor at a meeting is final on length of speeches, debate and closure of debate.

11.3 Proceedings at MC/GWEn Board and Sub Committee meetings should not exceed **two** hours.

11.4 In exceptional circumstances, a meeting may be extended but only if supported by 2/3rds of those present. Otherwise a special or extra meeting may be called to allow for further consideration of a particular topic.

12.0 SERVICING OF MEETINGS

12.1 The CE will attend meetings as required and/or necessary.

12.2 The CE and/or the Governance Director will usually attend and service the core governance at MC meetings. The CE and/or the Services, Technical, or Finance and ICT Directors will normally attend and service meetings for their specific functions.

12.3 The CE and/or Governance Director and Finance and ICT Director will normally service and attend the Audit Sub Committee, with the external or internal (systems) auditors attending as required or as requested by the Audit Sub Committee.

12.4 The CE and the Governance Director or Governance/HR Manager will normally service and attend the Staffing Sub Committee.

12.5 The CE and/or Governance Director and Finance and ICT Director will normally service and attend GWEn Board meetings.

13.0 EMERGENCY BUSINESS

13.1 Any matter out with the authority of GWHA's Executive Team that requires urgent or immediate action, but which cannot wait until the next meeting, may be referred (via the CE) to the Chairperson or another Office Bearer (in the Chairperson's absence) for decision. Any such matter and the action taken shall be reported to the first meeting thereafter.

13.2 Any question as to the interpretation of the delegated authority functions of a Sub Committee will be determined in an emergency situation by the Chairperson or Secretary, on the advice of the CE.

14.0 ANY OTHER BUSINESS

14.1 Any other competent business should be intimated to the Chairperson/Convenor prior to the start of the meeting.

14.2 At the discretion of the Chairperson/Convenor, business that requires a Committee decision urgently should be dealt with under Any Other Business

14.3 Other business will be referred to a future meeting or delegated through the appropriate committee plan or staff member. "Items for Future Agendas" will be incorporated within the standard format of Agenda to capture items deferred/carried forward, or new items for discussion.

15.0 CONFIDENTIALITY

15.1 Proceedings at all Committee and Sub Committee meetings, together with agendas, reports and other documents submitted to such meetings should be treated as confidential unless otherwise agreed.

15.2 Members should ensure that confidential information is not used for the personal advantage of either themselves or anyone they know. Such use of confidential information would constitute a grave betrayal of trust and a serious disciplinary offence. If a Member believes that confidential information must be disclosed to address wrongdoing, they should act in accordance with GWHA's Policy on Whistleblowing.

15.3 GWHA has a legal duty to protect the confidentiality of personal information. Except for matters falling within the EPB, Gifts and Hospitality Policy and Declarations of Interests Policy, where disclosure may be required, information presented at Committee meetings shall not divulge personal information (such as name, address, property reference, gender, etc.) relating to an individual, and personal information shall be processed in accordance with GWHA's Policy on Data Protection.

16.0 PERSONAL CONDUCT AT MEETINGS

16.1 When attending meetings, Members must ensure that their personal conduct meets the standards set out in the Code of Conduct and related governance policies. Failure to do so may result in action being taken against a Member(s), as described in the Code of Conduct.

16.2 When attending meetings, Members must always:

1. Conduct themselves in a courteous and business-like manner.
2. Declare any personal, financial or business interests, including any interests they are aware of on the part of people they are closely connected to.
3. Not use committee meetings to bring up personal matters.
4. Embrace the values described in the Code of Conduct, including those relating to personal integrity and equality and diversity.
5. Show respect for the authority of the Chairperson of a meeting.
6. Show respect and consideration towards other Members, staff members and anyone else present;
7. Respect confidentiality.
8. Accept shared responsibility for all decisions that have been properly made by the committee.

17.0 DELEGATED AUTHORITY

17.1 The MC has delegated authority to Sub Committees and to staff members in accordance with the GWHA's Policy on Delegated Authority. All members of the Management Committee will operate within this policy.

18.0 REVIEW

18.1 The Standing Orders will be reviewed at the MC's first business meeting after the AGM, to identify any changes required. Change will require a two thirds majority of those present.

- 18.2 The MC will monitor the implementation of Sub Committee remits and delegated powers and will implement any changes that may be needed.
- 18.3 The MC shall conduct an overall review of the Standing Orders in five years' time. It may vary the Standing Orders at any time where this would improve the governance role of the MC and/or any Sub Committee.

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Next Review: Aug 2026