



BOARD STANDING ORDERS & SCHEME OF DELEGATION

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1.0 INTRODUCTION

- 1.1 The objects of the Company and its authority to establish a Board of Directors are set out in the Memorandum and Articles of Association.
- 1.2 These Standing Orders set guidelines for the conduct of the Company's business. They provide an agreed flexible framework within which authorised decisions may be taken to enable the Company's aims and objectives to be met.

2.0 BOARD MEMBERSHIP, MEETINGS AND QUORUM

2.1 Membership

The Board has a minimum of 2 Directors. There is no current maximum number of Directors. Should the number of Directors drop to one, then that Director may only act to appoint additional Directors.

The appointment of a Director will be subject to the approval of the Almond HA Board of Management.

The Articles describe the circumstances under which a person may be disqualified from becoming a Director, or how a Director may be removed from membership of the Board.

2.2 Frequency of Meetings

The Board will normally meet at least quarterly, on dates agreed by the Directors. Additional meetings may be held as required.

Any Director or the AHA Board may also call a general meeting at any time by giving notice in writing to the Company Secretary. The notice must specify the business to be transacted. The Board must call a meeting within 8 weeks from the date of receipt of the request. The Board will decide on the date, time and location of the meeting.

2.3 Quorum

The quorum for a Board meeting will be 2 Directors who are **not** also AHA Board members. A Director who is able to participate by telephone conferencing will be included in the quorum.

If there are insufficient Directors present to form a quorum within half an hour after the time appointed for the meeting to commence, no business will be transacted and the meeting will be adjourned to the next meeting of the Board due to be held.

No quorum, but a decision is required

In very exceptional circumstances, where there is no quorum and a decision on a particular matter is required, an Office Bearer may authorise the action required, with retrospective approval being given at the next Board meeting.

Decisions may also be reached via email in advance of the meeting if it is anticipated that the meeting may not be quorate.

3.0 OFFICE BEARERS

The Company's Office Bearers are the Chairperson and Company Secretary. Office Bearers require to be Directors, i.e. members of the Board, will be elected by the Board normally at the first meeting in each financial year, and will serve for a maximum of 3 years unless in the meantime they cease to be a Director.

Should an Officer Bearer's post become vacant during the year, the Board will elect a replacement Office Bearer who will serve for the remainder of that term until the next election.

3.1 Chairperson

The Chairperson will serve for a maximum of 2 consecutive terms, and will not be eligible for election as an Office Bearer for a further period of 1 year. Thereafter they may again be appointed as an Office Bearer.

3.2 Company Secretary

The Company Secretary will serve for a maximum of 2 consecutive terms, and will then not be eligible for election to that post until a further year has elapsed, but will be eligible for election to the post of Chairperson.

4.0 CONDUCT OF BOARD BUSINESS

4.1 Agenda and Papers

The agenda and papers for each Board meeting will be issued on behalf of the Company Secretary to all Directors and Almond HA Officers attending via email, not less than 7 working days before the date of the meeting. Normally, all minutes, reports and papers will be produced in the current approved format by 4.00pm on the day before they are due to be issued.

The circulation or tabling of "late" papers will not normally be permitted. The Chairperson may however permit the addition of a late item to the agenda if the degree of urgency regarding the matter requires a report to be received or a decision to be made without further delay.

The proceedings of any meeting will not be invalidated by the non-receipt of the agenda and papers by any Director.

4.2 Length of Meetings & Adjournments

Board meetings will not normally continue for more than 3 hours. At the end of that time the meeting will end unless a simple majority of those present vote in favour of a motion from the Chairperson, seconded by another Director, that the meeting should continue until either all the business, or the business which requires to be resolved that day, is concluded.

If there is insufficient support to continue, the meeting will either:

- be closed formally, with the remaining business being added to the agenda for the next meeting (this option will be followed if there are no matters requiring a decision before the next meeting):

OR

- decisions will be taken in accordance with para. 2.3 above.

4.3 Order of Business

Meetings will follow the order of the agenda, unless there is a request at the beginning of the meeting for the order to be re-arranged. To be approved, such a request will require the agreement of the majority of Directors present.

Any business which is not on the agenda, but which a Director or the Manager wishes to raise (normally under Any Other Competent Business), will only be added to the agenda if a request is submitted at the beginning of the meeting with the agreement of the Chairperson, and the request is approved by the majority of Directors present. Urgent items of a serious nature will automatically be approved.

Should consent to add the item be withheld, the business will be included in the agenda for the next meeting.

4.4 Declaration of Interest

An annual Declaration of Interest will be made as detailed in the Corporate Accountability Policy. In addition, at the beginning of each meeting, all Directors will be asked to declare whether or not they have an interest in any of the items on the agenda.

Depending on the nature of the interest declared, the Director concerned may either remain and participate in the meeting, or may be requested to leave the meeting for the duration of the item(s).

Any declaration of interest will be recorded in the minutes of the meeting and in the Register of Interests.

4.5 **Motions and Amendments**

If any item of business has to be formally adopted, approved or decided on by a vote, then the Chairperson or another Director as appropriate, will submit a formal motion which will require to be seconded. The names of the proposer and seconder will be minuted. If the motion does not require further discussion, then the Board will proceed to a vote.

If the motion requires discussion, the Chairperson will have the right to decide which Directors are permitted to speak and on the order of speaking.

An amendment to a motion may be proposed by any Director at any time during the discussion. To be considered, the amendment will require to be seconded. If there is more than one amendment, each one will be considered and voted on in the order they are submitted. If an amendment is approved, it will become the motion on which any further amendments may be proposed.

All speakers will address the Chairperson, and all other Directors will observe order when a Director is speaking. The time limit for individual speakers, and for the discussion of a particular item, will be at the discretion of the Chairperson.

All motions and amendments must be relevant to the subject under discussion, and the Chairperson will have the power to rule out of order any motion or amendment which is, in their opinion, irrelevant or incompetent.

4.6 **Voting**

Voting will be by show of hands and will also include proxy votes registered with the Chairperson prior to the meeting. A simple majority of those votes present will decide the matter. In the event of a tie, the Chairperson will have an additional (casting) vote.

Any Director present may propose that a vote be taken by secret ballot. To be considered, such a proposal will require a seconder. There will be no discussion of the proposal and a vote by show of hands will be taken. To be carried, a simple majority of those present will require to vote in favour.

4.7 **Confidentiality**

All matters discussed at Board meetings will be regarded by both Directors and any staff present as being in strict confidence.

Confidentiality will only be relaxed by the agreement of a majority of the Directors present.

4.8 Minutes

The Company Secretary will be responsible for ensuring that the business of each meeting is properly minuted.

The minutes will include:

- the names of Directors present, any staff and others in attendance, and any apologies received;
- approval of the minutes of the previous meeting;
- a description of each item of business considered, the major points raised in any discussion (including relevant comments from Directors not present) and the Board's decision on each item;
- the names of those proposing and seconding any motion or amendment;
- the result of any vote, whether by show of hands or secret ballot;
- any declaration of interest by a Director.

For quarterly meetings, a draft of the minutes will be circulated to Directors via email within 5 working days for comment.

A final draft of the Minutes will be included in the Board packs circulated prior to the next scheduled Board meeting. Hard copy Board packs will also be available on the day of the meeting.

To be adopted, the minutes must be proposed and seconded by any two Directors who attended the previous meeting, and approved by a majority of those present.

Minutes may be adopted "subject to" the inclusion of an amendment to correct or clarify a point. Any amendment(s) required must be formally proposed, seconded and approved by a majority of Directors present, prior to the formal adoption of the minutes.

The original copy of the minutes (where appropriate, with any amendments included) will be signed by the Chairperson of the meeting at which they were approved.

Any Director who disagrees with a majority decision made at a Board meeting may request that their dissent be recorded in the minutes.

A Director who was not present at a particular meeting may request clarification of a point in the minutes at the following meeting, but may not re-open the discussion on any item where a decision was made at the previous meeting.

4.9 Decisions between Board meetings

Where a decision requiring the input of a Director has to be made in between Board meetings, an Officer Bearer will have delegated authority to take urgent decisions on the Board's behalf (see Appendix 2).

For non-urgent decisions requiring Board input, the Manager will email all Directors for a decision. The majority view in the replies will prevail and the decision will be formally approved at the next Board meeting.

4.10 Board Members' Conduct

In conducting the Company's business, Directors will adhere to these Standing Orders, to the Memorandum & Articles of Association and to the Directors' Code of Conduct.

The Board will not take a decision which contravenes current legislation, statutory regulations or an approved Code of Practice.

5.0 CONCLUSION

5.1 The Manager will ensure that:

- *the full Standing Orders are reviewed at least every three years, and*
- *the Scheme of Delegation (Appendix 2) is reviewed and confirmed annually, normally at the first Board meeting in each financial year.*

FIRST APPROVED IN	OCTOBER 2012
CURRENT VERSION 5.0 APPROVED IN	MAY 2019
NEXT REVIEW DUE BY	MAY 2022

APPENDIX 1**BOARD OF DIRECTORS - REMIT**

1. The Board of Directors is responsible for exercising proper control over the activities of the Company as efficiently and effectively as possible.
2. The Board will ensure that the Company complies with:
 - all relevant legislation, statutory regulations, and related Codes of Practice;
 - the Memorandum & Articles of Association;
 - any conditions applied by those providing funds for specific activities.
3. The Board's remit, including its powers under the Memorandum & Articles, is to:
 1. Determine the Company's aims and objectives, ensuring that they are reviewed at least every 3 years;
 3. Determine the Company's overall strategy and priorities and ensure that these are updated annually;
 4. Set objectives, targets and standards by which the strategy and priorities will be achieved, and monitor progress and performance through receipt of regular reports;
 5. Agree the terms of engagement and remuneration of anyone employed in connection with the Company's business;
 6. Decide, monitor and vary the terms and conditions under which the Company's property is to be let, managed, used or disposed of;
 7. Authorise the use of the Company's Seal and the signing of certain documents;
 8. Approve policies covering all areas of activity and ensure that these are reviewed, updated and amended as necessary on a regular basis;
 9. Monitor compliance with policies through the receipt of regular reports;
 10. Approve the Company's Business Continuity arrangements;
 11. Establish a staffing structure appropriate to the Company's requirements and arrangements for the recruitment and selection of staff, including participation in the interviews for specified posts;
 12. Set the terms and conditions of employment for all staff;
 13. Appoint and remove Solicitors, Auditors, Consultants and other similar providers of services, as required by the Company's business;
 14. Approve the Company's annual Business Plan and Budget;
 15. Monitor the Company's financial position through the receipt of regular reports;

16. For individual items, approve expenditure above the current delegated limits as specified in the Financial Regulations;
17. Accept tenders for goods or services;
18. Approve the writing off of bad debts;
19. Establish arrangements for hearing appeals by staff against decisions made by the Manager under either the Disciplinary or Grievance procedures;
20. Establish arrangements for the refunding of appropriate expenses as are wholly incurred by Directors in connection with their duties;
21. Compromise, settle, conduct, enforce, or resist either in a Court of Law or by arbitration any suit, debt, liability or claim by or against the Company.

APPENDIX 2**SCHEME OF DELEGATION****1. INTRODUCTION**

The Board recognises that effective pursuance of the Company's work may from time to time require decisions to be taken without waiting for a Board meeting, and that many routine matters will fall to be decided by the Manager and Supervisors, in accordance with set policies and procedures.

This document describes the arrangements for delegating certain types and areas of decisions. The Board's purpose in approving this Scheme of Delegation is to ensure that the Company's work is not unnecessarily delayed while awaiting decisions, which are clearly within the general terms of existing policy.

Those with delegated authority shall therefore seek to use delegated powers to maintain progress in the various areas of work, provided that no policy decisions are taken or major financial commitments entered into without the approval of at least one other Director.

2. OFFICE BEARERS

Either Office Bearer will have delegated authority to make decisions on behalf of the Board between meetings, so long as these are within existing company policies and any financial cost is within the current overall approved budget.

Office Bearers will have delegated authority to sign legal documents on behalf of the Board.

Emergency arrangements

Where an urgent decision is required which has a policy implication and/or will result in the current budget being exceeded, and when it is not possible to arrange a Board meeting, the Chairperson or Company Secretary (depending on who is available) will consult with at least one other Director and will take a decision which involves the least possible policy and/or financial commitment on behalf of the Company.

Reporting to the Board

Any decision taken under delegated authority will be reported to the Board as soon as possible thereafter for retrospective approval.