

Section: 5

Standing Orders

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Introduction:

These Standing orders have been developed to clarify areas and address issues not covered in detail by the constitution. They are not in any way designed to replace the constitution and should at all times be read in conjunction with the constitution.

Item: 1

Chair – Final Authority

- i) The Chair shall be the final authority in the interpretation of Standing Orders and his/her ruling will be final.
- ii) In the event of any conflict between the provisions of the Standing Orders and of the Constitution the provisions of the Constitution takes precedence.

Item: 2

Definitions:

- i) "Board Director" means the Board of Directors of the Organisation
- ii) "Chairman" Means the Chairman of the Organisation appointed pursuant to Article 32 (1) or in his absence any vice or deputy chairman appointed pursuant to Article 32 (3)
- iii) "Constitution" means the Memorandum and Articles of Association of Barnet Homes Ltd. As amended from time to time and all other terms shall have the meaning set out in the Constitution.
- iv) "Officer" means an employee of Barnet Homes Ltd.
- v) "Secretary" means the secretary or the Organisation or any other person appointed to perform the duties of the secretary of the Organisation, including a joint assistant of deputy secretary.
- vi) "Vice-Chair means any person who has been appointed by the Board to act as Vice-Chair.
- vii) "Sub group" means any formally recognised and constituted sub group of the Board.

Item: 3

Notice of Meetings:

- i) There should be a minimum of twenty one clear days notice before a Board Meeting (including the AGM) or sub group meeting. Special notice (twenty eight clear days) may be required for certain resolutions e.g. re-appointment of auditors, where those auditors were appointed by directors during the year to fill a casual vacancy.
- ii) A notice specifying the date time and place of the meeting shall be sent to the home address of every Director.
- iii) A notice in public places such as area offices, housing estates and community centres shall be given and details posted on the Barnet Homes website.
- iv) All Board meetings shall be open to the public unless an item of "exempt information" is to be discussed as determined under article 9. This should be clearly stated on the agenda. It will then be discussed as the final agenda item when the public will be asked to leave. See also item 8 below.
- v) Board and sub group papers shall wherever possible be sent out at least five working days before the meeting. Board papers may only be tabled at meetings with the prior approval of the Chair.

Item: 4

Declarations of Interest:

- i) At the start of each Board or Sub-group meeting the Chair of that meeting will ask those present if they have any interests to declare in the proposed agenda items for discussion.
- ii) Where an interest is declared, this will be recorded in the minutes and the director concerned may be asked to withdraw from the meeting for this particular item.
- iii) The final decision as to whether a conflict/ potential conflict of interests exists will taken by the Chair in accordance with the Directors' Code of Conduct.

Item 5

Attendance at Meetings:

- i) The Board may exclude from any Board meeting or any part of a Board meeting any person who is not a Board Director and shall do so in all cases in which it appears to a majority of the Board that such exclusion is reasonably necessary or to preserve confidentiality relating to the affairs of any tenant/leaseholder or employee or any relation of such a person whose conduct appears to the Board to be disruptive or inappropriate.
- ii) The Board may invite to attend a Board meeting any person who is not otherwise eligible to attend and may issue a standing invitation to any person or category of persons provided that the Board shall always have power to revoke any such invitation with immediate effect.
- iii) The Board may permit any person who is entitled to attend a Board meeting to speak at such a meeting but in the absence of such permission no person other than a Board Director or Officer of Barnet Homes Ltd. shall be entitled to speak at a Board meeting. Permission to speak at a Board Meeting may be revoked at any time with immediate effect.
- iv) Officers required to attend Board meetings should be the Chief Executive or Deputy Chief Executive, the Head of Financial Services or his/her representative, the Company Secretary, and those Officers who are presenting papers.

Item: 6

Minutes

- i) The minutes of decisions taken and resolutions passed at all Board or sub-group meetings including the AGM shall firstly be sent to the Chair of the Board/Sub-group (as appropriate) for clearance before being circulated to all Directors not later than ten working days following the meeting. The minutes will then be submitted to the next relevant Board or sub-group meeting for confirmation.
- ii) As soon as the Minutes have been presented they shall be taken as read and the Chair shall put the question that they be signed as a true record. No discussion shall be allowed on the Minutes, except as to their accuracy or a genuine matter arising not covered elsewhere on the agenda. If no such question as to their accuracy is raised, or if it is

raised, then as soon as it has been disposed of, the Chair will sign the Minutes as a true record.

Item: 7

Order of Business

- i) The Chair may, in his discretion, advance or postpone any business at any stage of the proceedings provided that no matter shall be postponed to a date later than the date of the next Board or sub group meeting.
- ii) Matters which are not on the Agenda may not be discussed. If a Director wishes to submit an urgent item he/she may with the consent of the Chair bring before the meeting by the way of a short written statement. The Director concerned may by leave of the Chair speak on the statement.
- iii) At each meeting Directors may ask questions relevant to the business specified in the notice of the meeting. No question may exceed two minutes duration.
- iv) The Board shall close all of its meetings not later than 8.30pm. If at 8.00pm it appears that the meeting will not be able to deal with all agenda items before 8.30pm the Board shall decide whether to endeavour to complete all issues by 8.30pm or to adjourn any agenda item or items to a meeting of the Board specially convened to take place 14 days after the meeting or have the items adjourned to the date of the next meeting.

Item: 8

Board and Sub Group Meeting Conduct

- i) Whenever the Chair speaks or calls for order during a debate any Director speaking or offering to speak, shall be silent until the Chair has been heard and invited the Director to resume speaking.
- ii) A Director may speak on a point of order and shall be entitled to be heard only with the consent of the Chair. A point of order shall relate only to an alleged breach of a Standing Order, provision of the Constitution or statutory provision and the way in which he considers it has been broken.
- iii) The Chair shall determine upon the point of order made and shall make a decision on the point raised by the Director. This decision shall be conclusive.

- iv) The Chair shall call a Director to order for any breach of a standing order and may direct such a Director, if speaking, to discontinue his/her speech.
- v) In the event of a grave disorder or of a persistent disregard of the authority of the Chair, the Chair may direct any Director or Directors causing such disorder or disregarding such authority to retire for the remainder of the meeting or for any lesser period. Persistent disorder at Board or Sub Group Meetings may be deemed as a breach of the Board of Directors Code of Conduct and subject to the relevant remedies.
- vi) The Chair may at any time, if he is satisfied that it is desirable in the interests of order, suspend or adjourn a meeting for such a time as he may decide.
- vii) No Director shall interrupt another Director.
- viii) Directors shall not be permitted to raise more than two items of other business at a Board or Sub Group Meeting unless the majority of the Board consents. No item of other business shall be raised which is not directly relevant to the activities or affairs of the Board of Barnet Homes Ltd.

Item: 9

Confidential items

- i) In accordance with the principles of open and transparent governance, all information relating to board and sub-group meetings will be disclosed to the public unless the subject matter falls under one of the exemptions listed in Schedule 12a of the Local Government Act 1972 (as amended) and it is deemed there is an overriding public interest in keeping the information confidential.
- ii) Where this arises, the papers will be clearly marked to show the reasons for exemption from public disclosure.

Item: 10

Urgency Powers

- i) There is a presumption that all decisions required to be made by the Board and not delegated to executive staff will be made through the Boards usual decision-making processes. Where urgent matters arise that cannot wait for the next meeting of the Board (or relevant Sub-group) to which the power is reserved, and only in such circumstances,

The Chief Executive / Deputy Chief Executive may take the necessary decision provided he/she has first obtained the written support of the Chair/Vice Chair of the Board and relevant Sub-group Chair (and if he/she is not available, another member of the relevant Sub-Committee), as appropriate. Urgent decisions taken under delegated authority in this way must be reported to the next meeting of the Board or relevant Sub-group for subsequent ratification.

- ii) The situations where this is likely to arise will be extremely rare and only where a decision is required immediately to prevent Barnet Homes being disadvantaged e.g. financial reasons, time constraints or health and safety reasons. An example of when this was recently used was the final shortlisting of tenderers for the repairs and maintenance procurement where the contract evaluation had to be completed within a very tight timescale.
- iii) Following the CEO/Deputy CEO's urgent decision, the matter should be reported to the Board/ Sub-group meeting for formal ratification at the earliest possible time. Details of the decision should also be recorded on a signed delegated powers report and retained by the Board & Governance Manager.

Item: 11

Alterations to Standing Orders

The Board may determine that any of these Standing Orders or any Appendix to the Orders be altered or repealed.