



**Lincolnshire Housing Partnership  
Standing Orders  
July 2022**

## LHP Standing Orders

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<b>Contact Officer:</b>	<a href="#">Assistant Director of Governance &amp; Regulation</a>
<b>Reviewed by:</b>	<a href="#">Audit &amp; Risk Committee 12 July 2022</a>
<b>Approved by:</b>	<a href="#">Board 26 July 2022</a>
<b>Policy Links:</b>	<a href="#">Rules (constitution)</a> <a href="#">National Housing Federation Code of Governance</a> <a href="#">Code of Conduct</a> <a href="#">Member Agreement</a> <a href="#">Probity Policy</a> <a href="#">Governance Handbook</a> <a href="#">Social housing regulation</a> <a href="#">Equality and Diversity Policy</a> <a href="#">Equality and Diversity Policy</a> <a href="#">Data Protection Policy</a> <a href="#">LHP Employees Disciplinary Procedure</a>

### **Brief Summary:**

[Procedural Standing Orders](#) set out the rules and processes to ensure the Board and its Committees are conducted and managed properly and effectively in accordance with LHP's adopted code of governance, the NHF Code of Governance.

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## OVERVIEW

1. Lincolnshire Housing Partnership Limited (LHP) is a Community Benefit Society created under the Co-Operative and Community Benefit Societies Act 2014. It is a charitable, asset owning entity formed for the benefit of the community by providing and managing housing and other assistance to people who are vulnerable or on low incomes. LHP is regulated by **Rules**. These follow a model form produced by the National Federation of Housing (NHF). The Rules govern the objectives of LHP, its powers and shareholding. They are set as high-level overarching Rules and necessarily provide delivery of LHP's objectives and operations to a Board of Management (the Board) with some limited powers reserved to the shareholders at a General Meeting.
2. The Rules in particular set out the procedure for the admission, voting rights, appointment and cessation of shareholders and should be referred to for the detail.
3. The Board effectively carries out all the functions for LHP with some few exceptions. Board has **Terms of Reference** and in the conduct of meetings follow **Procedural Standing Orders**. Specified powers and authorities are delegated by Board either to Committees which Board has appointed or to the Executive.
4. The appointed Committees are currently: Audit & Risk Committee, Operations Committee, Finance Committee and People & Governance Committee. These Committees have individual Terms of Reference. However, some **decisions are reserved to Board**.
5. Board delegates all operational matters to the Executive Leadership Team (ELT) through the Chief Executive and other designated employees to deliver through a detailed scheme of delegation.
6. In addition, LHP has **Financial Regulations** and **Procurement Standing Orders**.
7. LHP has several wholly owned subsidiary companies which together under LHP form what is referred to as 'the Group'. These subsidiaries are:
  - Speedwell Homes Ltd – a company that owns market rent properties.
  - Humber Homes Ltd – a regeneration vehicle which is dormant.
  - Boston Mayflower Finance Plc – a financial special purpose vehicle.
8. The relationship between LHP and these subsidiaries within the Group is governed by an Intra-Group Agreement between LHP and each subsidiary. Each agreement sets out the extent of control and direction exercised by LHP and the governance and accountability of the subsidiary to LHP. The Board of each subsidiary is made up of Executive members, reporting into the LHP Board.
9. LHP is committed to ensuring customers can influence and be involved in

scrutinising the performance and delivery of housing services and investment. The resident involvement framework sets out the different ways in which LHP seeks to develop a closer relationship with customers including insight, involvement, consultation, scrutiny, and communication.

10. The Customer Scrutiny Panel is the main customer engagement body, supported by several resident-led Service Improvement Panels that are involved in core landlord services. A member of the Customer Scrutiny Panel is invited as an observer and to participate in every LHP Board meeting. The Operations Committee includes customer members, and the outcome of scrutiny reviews are also reported to the Committee.
11. These documents form the basis for the Constitutional Framework and are supported by various other key governance and financial policies, codes, and procedures. These are approved and reviewed periodically by Board to:
  - Ensure good governance of LHP
  - To meet regulatory and statutory requirements
  - To manage risks and facilitate an appropriate internal control environment
  - Maximise value for money opportunities and by doing so,
  - Ensure that LHP best positions itself to achieve its Corporate Plan and strategic direction successfully
12. LHP expects all Board and Committee members and employees to familiarise themselves with, and comply with, these Standing Orders. They will be reviewed on an annual basis; any substantial amendments must be approved by the Board. Non-material amendments may be approved by the Chief Executive.
13. In the event of any conflict in relation to the provisions of these Standing Orders, the guidance of the Company Secretary or Executive Director of Finance should be sought.

## **PROCEDURAL STANDING ORDERS**

### **Agendas and Reports**

14. Procedural Standing Orders set out the rules and processes to ensure the Board and its Committees are conducted and managed properly and effectively in accordance with LHP's adopted code of governance, the NHF Code of Governance.
15. The Chief Executive and supporting Executive Leadership Team will ensure that the Board and its Committees are properly informed so as to be able to carry out their responsibilities. To keep members informed, employees will provide useable, clear, and concise information and not overwhelm agendas with data from which it is difficult to extract the key points.
16. Save in exceptional circumstances, agenda items requiring decision will be

supported by a written report providing sufficient information about options and the implications of each option to enable the Board to reach an informed decision in each case. This written report will follow templates approved from time to time by the Board which should state clearly:

- The purpose of the report
  - Summary
  - Any recommendations or, if none, why the report is being presented
  - Background
  - Any Business Plan and financial consequences and other corporate implications
  - An assessment of the sustainability and environmental impact of the proposal (when applicable)
  - Whether the recommendation conflicts with existing company policy or creates a precedent affecting other areas
  - The consideration given to LHP's equality and diversity policies
  - The Regulatory implications
  - A risk assessment
17. Written reports must be sent out so that the Board members have them at least five working days before a meeting. Items should not be tabled at the Board or Committee meetings unless genuinely urgent, and in such case only with the prior agreement of the Chair.
18. The Board and its Committees will meet at least three times a year as an ordinary meeting at places to be fixed on an annual basis, current arrangements are included in the relevant terms of reference. Special meetings of Committees and of the Board may be called as required.

### **Urgent Decision-Making**

19. Urgent decisions are matters that require authorisation between pre-scheduled meetings; and would normally require the decision to be taken by a particular Board or a Committee. In such circumstances there is an urgent decision-making process that shall be observed. This process will only be used in exceptional circumstances.
20. Prior to triggering the process, the following alternatives should be considered by the Chief Executive in consultation with the Chair:
- a shorter notice meeting to consider the matter, perhaps by tele or video conference; or
  - if the matter can be pre-empted at the time of the previous meeting, delegate authority for the decision to a Board member, Chief Executive or Executive

Director (with appropriate conditions attached where required)

21. If neither of these alternatives are possible, then the Chair of the Board or the Chair of any Committee within the relevant area of delegation can agree to ask the Board or Committee to make a written resolution (circulated by electronic means). The decision will be supported by a written report and require all Board or Committee members to positively sign to confirm their agreement within one month of the resolution being issued.
22. Should alternative arrangements or a written resolution not be possible; the urgent decision-making process shall be followed. In between programmed Board or Committee meetings the Chief Executive, or with his or her sanction, the appropriate Executive Director, is authorised, in consultation with the Chair of the Board or the Chair of any Committee within the relevant area of delegation, to deal with urgent work arising at any time and where it is agreed that calling a special meeting of Board or committee is not practicable. The decision will be supported by a written report.
23. Any such action is to be reported, including the original written report to the next Board or appropriate Committee meeting. In the absence of the Chair of the Board or relevant Committee Chair; the Vice Chair, if one has been appointed, is authorised to act.

### **Special Meetings**

24. Special meetings of the Board can be called by the Company Secretary or by notice given to him or her by the Chair of the Board or by two Board Members. The Secretary must give at least seven days' but not more than fourteen days' notice of each meeting to every member of the Board. If the Secretary fails to call a meeting, then the Chair or two Board Members, whichever is the case, shall call such a meeting.

### **Quorum and Meetings**

25. The quorum for the Board is three members and, if not otherwise stated in the terms of reference, three members in respect of Committees. The Board will not be quorate unless Board Members who are employees of the LHP are in the minority.
26. It is expected that the Board shall meet at least four times a year for normal business with an additional two meetings to deal with strategic visioning and planning.
27. There will be no business transacted at any meeting of the Board or any Committee, unless there is a quorum of members at the commencement of discussion of the business on the agenda, however in line with D14.3 of the Rules, if the number and make up of Board Members falls below the number and make up necessary for a quorum, the remaining Board Members may continue to act as the Board for a maximum period of six months and the provisions of

rule D15.2 shall be suspended for that time. At the end of that time the only power that the Board may exercise shall be to bring the number and make up of Board Members up to that required by these Rules.

28. The Chair will formally open the meeting at the time specified on the agenda. Where there is no quorum within 30 minutes of the commencement time of a Board or Committee meeting, or during such a meeting, the Chair states that there is no quorum, then that meeting will stand adjourned. Consideration of the business not transacted is to be undertaken at a time fixed by the Chair or to the next ordinary meeting of the Board or Committee.

### **Attendance at Board Meetings**

29. All Board Members are expected to attend meetings and training and development events. Where personal attendance is not possible, arrangements can be made for participation by voice or video conferencing which will count as attendance and for quorum purposes. Where other commitments make all options impossible, Board Members should tender their apologies in advance to the Company Secretary.
30. ELT and the Assistant Director of Governance and Regulation (Company Secretary) are invited to attend the meetings and contribute to the debate but not the decisions of the Board. In addition, at the Chief Executive's or Chair's discretion, other employees who have been closely involved in the preparation of items under discussion may attend to present the item and contribute to the debate.
31. The Board Trainees are invited to attend all Board and Committee Meetings and will, at each meeting, be given an opportunity to raise any relevant issues and participate, but not vote.
32. Other Board Members who are not Committee members can be invited to attend Committee Meetings as part of their induction/development and will, at each meeting, be given an opportunity to raise any relevant issues and participate, but not vote.
33. The Customer Scrutiny Panel Chair is also invited to attend all Board Meetings and will, at each meeting, be given an opportunity to raise any relevant issues and participate, but not vote.
34. Whilst Board Meetings are not held in public, other observers will also be able to attend if invited by the Board, with the Chair's permission, for specific items of business.

### **Administration**

35. It is the responsibility of the Company Secretary to ensure that the Board meetings are properly serviced. The agenda and reports will be circulated via the Board Portal. Notices for meetings will be despatched electronically.



## Minutes

36. The Board will keep minutes in registers kept for the purpose of recording:
  - All Board appointments made by the Board, and reasons for any resignations
  - All proceedings at meetings of LHP, the Board, its Committees, working groups or sub-groups including the names of those present at such meetings
37. Minutes of the meeting will be circulated to the Chair in draft for approval, prior to consideration by the Board at its next meeting.
38. The minutes of any meeting are to be confirmed at each subsequent meeting by an affirmative resolution of members present and signed by the Chair.
39. Minutes of all meetings will be circulated to Board Members and minutes of Committee and sub-Committee meetings shall be circulated to the members of those bodies.

## Order of Business

40. The order of business at ordinary board meetings is:
  - Apologies for absence
  - In the absence of the Chair and Vice Chair (if any), to select one of their number to act as Chair of the meeting
  - To agree the accuracy of the minutes of the last meeting and any previous meeting without approved minutes
  - Matters arising
  - Items for Decision
  - Assurance Reporting
  - To receive and examine minutes and consider recommendations of the Committees and reports by Chair of Committees
  - To report any urgent business transacted and any other urgent business, which the Chair agrees shall be transacted at the meeting
41. The Chair or person presiding may vary the order of business with the consent of the majority of members present.
42. The Chair will ensure that the meeting considers the decisions required under each item of business on the agenda. In relation to the conduct of meetings the ruling of the Chair will be final.
43. The order of business at Committee meetings shall be as agreed by the Committee in question. The general rules as to procedure at Board meetings set out in this section and the Rules will apply, with appropriate adjustments, to Committee meetings.
44. The Chair will formally close the meeting when the business on the agenda has

been transacted, or earlier if agreed by a majority. The time that the meeting closes will be noted in the minutes. No business purported to be transacted after that time will be valid and will not form part of the formal record of the meeting. If for any reason the full business of the meeting cannot practically be completed the meeting may stand adjourned if a majority of the members present so decide (see above for inquorate meetings).

### **Misconduct**

45. The meeting will be conducted in accordance with the agenda. All members will direct contributions to the meeting through the Chair. Members will conduct themselves in a manner consistent with the LHP Code of Conduct and ensure they do not obstruct the business of the meeting or call into question the status of the Chair.
46. If any member persistently disregards the ruling of the Chair or behaves in any way that obstructs the Board or Committee business or is not in accordance with the LHP Code of Conduct, the Chair (or any member) may move that the motion under discussion be put on hold and, if seconded, it shall be determined without further discussion. (See also the Code of Conduct for Members).
47. If the same member continues the misconduct after a motion has been carried, the Chair shall either:
  - Move that the member shall leave the meeting, which can be determined without seconding or discussion; or
  - Adjourn the meeting and determine where and when it will be reconvened.

### **Voting**

48. Where a decision is required, a show of hands will be requested by the Chair on the basis of one vote per member. Any member may request that their vote be formally recorded.
49. In the case of equality of votes (and only in such case) the Chair of the meeting has a second or casting vote, whether or not the Chair voted in the first instance.

### **Confidentiality**

50. All reports submitted to the Board and Committees shall be subject to the Board's Policy on disclosure of information set out in the Code of Conduct.
51. The Board will conduct its affairs in an open manner and make certain information publicly available, except where items are of a confidential nature, or the release or debate on which might prejudice the competitiveness/viability or commercial interests of LHP or offend/contravene data protection regulations or contractual relationships, including staffing matters.

### **Conflicts of interest**

52. The Company Secretary's duties shall include maintaining a register of interests in accordance with LHP's Rules. LHP shall maintain the register to alert the

meeting Chair and members to matters that may arise during the meeting. However, it is ultimately for each member of a meeting to determine whether they have an interest which may cause a conflict during the meeting.

53. Any member or officer or employee of LHP having an interest, direct or indirect in any contract or other matter into which LHP is entering, should declare such interest. They must leave the meeting unless they are invited to remain by the Board or Committee. If they are invited to remain, the conflicted Board member, co-optee or Committee member shall not vote on the matter in question. This applies also to interests of close relatives. (The Code of Conduct should be considered).
54. If any question arises at a Board or Committee meeting as to a member's right to participate in the meeting, the question shall be referred to the Chair or Chair of the Committee whose decision shall be final.

### **Custody and Use of Seal**

55. The Secretary will keep the seal, together with the seal record book, for LHP. Use of the seal will be reported to the Audit and Risk Committee annually.

### **Attendance**

56. All Committee members are expected to attend Committee meetings. Where other commitments make this impossible, Committee members should tender their apologies in advance to the Executive Director who services the Committee or the Company Secretary.

## **BOARD AND COMMITTEES**

### **Common Issues for the Board and Committees**

57. The composition of the Board, including provision for co-option to the Board and Committees, is set out in LHP's Rules. The size and composition for the Board and Committees is set out in their Terms of Reference and can only be varied by Board through the approval of amendments to the Terms of Reference.
58. The Board and its Committees should have the appropriate balance of skills, experience, independence, and knowledge of LHP to enable it to discharge its duties and responsibilities effectively and oversee the entirety of the Group's activities.
59. The Committees will be comprised of Board members, unless there is a specific skill requirement which cannot be met from within the Board. Where this is the case, an independent member will be appointed to a Committee though it is anticipated that this would be the exception rather than the norm.
60. The Board and Committees will be made up of non-executive members who have been determined by the Board to be independent in character and judgement, meaning that members are free from relationships or circumstances which are likely to affect their judgement or any relationships or circumstances which could

appear to do so have been considered not to be material.

61. A review of Board and Committee effectiveness, including skills and competency requirements and the Terms of Reference, is undertaken on an annual basis.
62. The Board and Committees have the right to seek specialist consultancy support and advice to assist in carrying out its responsibilities, at the expense of LHP, where the relevant Chair considers this to be reasonable and appropriate in the circumstances.
63. The Committee Chair will report formally to the Board meeting on its proceedings after each meeting, on all *significant* matters within its responsibilities, in addition to submission of minutes.

### **Board and Committee Appointments**

64. The Board will appoint each Board Member for a term of three years unless, in accordance with the Rules, the Board has set a shorter term. On the expiry of a term, Board Members can stand for re-appointment, provided that no Board Member may serve for a continuous period of more than six years, save where the Board agrees that circumstances exist where it would be in the best interests of LHP for a Board Member to serve for a longer period.
65. The Board will appoint the Chair for a three-year term of office, unless, in accordance with the Rules, the Board has set a shorter term. The office of Chair will be advertised and selected in accordance with the relevant recruitment policy, and as with Board Members having regard to the specific skills required of that position.
66. The Board may reappoint the Chair for a second term without external advertisement if, after formal appraisal, such reappointment is recommended. Again, no fixed term shall be set which would cause the Chair to serve beyond their sixth consecutive year, save where the Board agrees that exceptional circumstances exist where it would be in the best interests of LHP for a Board Member to serve for a longer period.
67. The Board may appoint an independent non-executive Board Member of the Group Board to the position of Senior Independent Director (SID). The post holder must be a full Board Member and cannot be held by a co-opted member of the Board. The SID shall hold the office for a three-year term, unless the Board agrees a shorter term, and subject to the SID remaining an independent non-executive Board Member of the Group Board. If the SID should stand down part way through their term of service, then the Board may appoint another Board Member to serve as the SID. No fixed term shall be set which would cause the SID to serve beyond their sixth consecutive year, save where the Board agrees that exceptional circumstances exist where it would be in the best interests of LHP for the Board Member to serve a longer period.
68. The Board Members will appoint the Chair of each Committee from members or

co-opted members of the Board. The Board will also appoint Board members to each of the Committees (and Working Groups).

69. The Board may delegate appointment of Independent Committee members to an appointment panel, provided that the appointment panel consists of at least two Board members and makes the appointment in accordance with the recruitment policy and requirements for the role agreed by Board.
70. The Board may appoint a Vice Chair of the Board and Vice Chair of Committees.
71. In respect of the offices listed above:
  - No person may simultaneously hold more than one Chair position
  - The Chair of the Group Board and the Chair of any of the subsidiary Boards cannot be appointed as the SID
  - The Chair of the main Board may not be a member of the Audit Committee
  - Executive Directors may not Chair any Committees
  - Executive Directors may not be members of the Audit and Risk or People and Governance Committees
  - The Vice Chair and/or SID may chair a Committee of the Board
  - A Vice Chair and/or SID (if any) has all the powers and responsibilities of the Chair on the absence of the office holder for any reason

### **Co-opted Members**

72. The Board may have up to five co-opted members. If there are any specific skill deficits the Board may approve an approach to people with the required skills and invite people to be co-opted onto the Board (or relevant Committee) on such terms as the Board resolves.
73. Co-optees will be appointed to enhance the skills on the Board but they do not have all the rights of full Board Members and cannot be part of decisions about elections of officers or matters relating to shareholders.
74. A co-optee may otherwise act in all respect as a Board Member. A co-optee cannot be included in the quorum for Board meetings but may count towards the quorum for Committee meetings and vote as a full Committee member.

### **Customer Members**

75. The Board may also appoint customer members to the Operations Committee. This will follow an open, skills-based recruitment process to appoint from within LHP's customer base.

### **Working Groups**

76. Ad hoc Working Groups may be established on an exceptional basis with clear terms of reference agreed by the Board or Committee. The agreed Terms of

Reference will include the relevance of the Working Group's work to the Corporate Plan, any delegated authority, resource requirements and expected outputs and timescales. They will also include any matters or decisions that will need to be referred to the Board or relevant Committee for approval.

77. Where a Working Group is given powers to act, any decision made by the Group must be reported to the next meeting of the relevant Board or Committee. Where a Working Group is not given powers to act, the findings or recommendations of the Group will be presented to the relevant Board or Committee.