

STANDING ORDERS & DELEGATED AUTHORITIES

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1. INTRODUCTION AND RELATIONSHIP TO RULES

- 1.1 Abbeyfield Scotland Ltd's Rules define the aims and set out the power and authority of Abbeyfield, which is vested in the Board. These Standing Orders set out how the Board and any subcommittees conduct their business. Their purpose is to ensure that business is managed effectively.

Abbeyfield's Financial Regulations form part of Abbeyfield's Standing Orders and define the authority of the Board, subcommittees, office-bearers and staff in the control and use of financial resources and assets, and define how they must be accounted for. These are published separately.

- 1.2 Nothing in the Standing Orders can override:

- statutory and regulatory requirements;
- guidance from the Scottish Housing Regulator, which has the force of statute; and
- Abbeyfield's Rules.

- 1.3 These Standing Orders reflect the Board structure of Abbeyfield as at October 2019.

- 1.4 These Standing Orders may be amended at any meeting of the Board, provided that previous notice of the motion to that effect has been given in accordance with Abbeyfield's Rules and providing that two thirds of the members of the Board present and voting approve.

2. GLOSSARY

Abbeyfield	Abbeyfield Limited
Chair	The Chair of Abbeyfield or the Vice Chair acting in his/her place
Board	The Committee of Management as referred to in Abbeyfield's Rules (last registered January 2015)
Subcommittee	Any committee created by the Board and elected from Board Members.
Committee Chair	Chair of a standing Sub-committee
Chief Executive	Most senior staff member of Abbeyfield, as appointed by the Board
The Scottish Housing Regulator	A body corporate established by the Housing (Scotland) Act 2010 whose functions are to keep a publicly available register of social landlords, and to monitor, assess and report regularly on social landlords' performance of housing activities, and registered social landlords' financial well-being and standards of governance and finance.

3. MEMBERSHIP OF THE BOARD

3.1 Membership of the Board is set out in Abbeyfield's Rules. Details of the Membership Policy are contained within Abbeyfield's Membership Policy.

3.2 The Board shall consist of not less than seven persons nor more than fifteen (including co-optees).

4. THE ROLE AND REMIT OF THE BOARD

4.1 The Board Members of Abbeyfield are elected to serve on the Board in accordance with Abbeyfield's Rules.

4.2 The Board is responsible for:

- determining the strategies, direction, leadership and appropriate policies of Abbeyfield
- ensuring that the business of Abbeyfield is conducted to the highest standards of probity in an open and accountable manner and in accordance with best practice guidance and Abbeyfield's objectives.

At all times, the duty of the Board Member is to Abbeyfield, its residents, its staff and the community at large. All Board Members must satisfy themselves that they have sufficient access to all relevant information and are sufficiently informed regarding the affairs of Abbeyfield and its background to be able to make properly informed decisions on matters affecting Abbeyfield.

The expectations placed on individual Board members are outlined separately in the Code of Conduct.

Specifically, and as required by Section 66 of the Charities and Trustee Investment (Scotland) Act ("The 2005 Act"), Board Members as charity trustees will:

- Act in the interest of the charity: trustees should put the interests of their charity before their own interests or those of any other person or organisation.
- Operate in a manner consistent with the charity's purposes: trustees should carry out their duties in accordance with their governing document.
- Act with due care and diligence: trustees should take such care of their charity's affairs as is reasonable to expect of someone who is managing the affairs of another person.
- Ensure that the charity complies with the provisions of the 2005 Act and other relevant legislation

The following matters are reserved to the Board:

- appointment of the Chair and other Office-Bearers;
- appointment of the Chief Executive;
- appointment of sub-committee members;
- appointment of chairs of sub-committees;
- approvals of the business plan, annual budget, and any variations and amendments to the same, together with any plans or the like considered by the Chair to fall within the strategic role of the Board;
- approval of such other plans, projections or the like which the Board decide should be reserved to the Board;
- all matters requiring determination by the Board in terms of the business plan, annual budget or the like expressly reserved for the approval of the Board in terms of these Standing Orders;
- overriding responsibility for compliance by Abbeyfield with registration criteria, performance standards, guidance, regulatory requirements and inspection recommendations and requirements of the Scottish Housing Regulator;
- overriding responsibility for compliance by Abbeyfield with registration criteria, standards, guidance, regulatory requirements and inspection recommendations and requirements of the Care Inspectorate;
- to ensure that Abbeyfield meets the statutory duties imposed by the Health and Safety Act, Data Protection Act, Freedom of Information (Scotland) Act and the Equalities Act and that it takes due regard of all other statutory duties placed upon the organisation;
- to have due regard to the assessment of Risk affecting all aspects of the business;
- approval of Abbeyfield's participation, and the terms of that participation in any membership organisation, affiliation or constitutional or unconstititutional partnership structure;
- material extension or restriction of the scope of Abbeyfield's activities;
- the determination of the policy of Abbeyfield in all matters of governance, including payments and benefits, and to agree the organisation's policy protocol overall;
- matters reserved to it by the Financial Regulations;

- matters of doubt or difficulty which involve, or appear to involve, major changes in or departure from the policy of Abbeyfield;
- any matter referred to it by a general meeting;
- reference of a matter to a general meeting;
- the establishment and dissolution of sub-committees and the referral and delegation of business to them;
- approval of the creation and dissolution of a subsidiary, including its Board membership and Chair
- amendment of these Standing Orders and/or the Financial Regulations;
- to consider applications for membership of Abbeyfield in accordance with its Rules and policies
- to ensure that the Annual General Meeting and any General Meetings, Special Meetings and Extraordinary Meetings are called and conducted in accordance with the Rules
- filling, and agreeing procedure for filling, casual vacancies that arise on the Board;
- to appoint internal and external Auditors and produce annual accounts to satisfy statutory requirements
- any lending or borrowing by Abbeyfield;
- any granting of security by Abbeyfield;
- monitoring outcomes against budget; and
- any other matter reserved to the Board in terms of the Rules or these Standing Orders.

4.3 In discharging these specific responsibilities, the Board is assisted by its Chief Executive who will be responsible for ensuring that adequate information is provided at the appropriate time to the Board, in writing, to enable the necessary decisions to be made and approvals given.

4.4 The Board is responsible for the overall development of strategy and policy and conduct of all of Abbeyfield's business and may, as set out in these Standing Orders, delegate some authority to sub-committees, working groups, steering groups and/or the Chief Executive for specific functions. The Board meets monthly, unless otherwise agreed. Procedures for calling Board meetings are set out in the Rules.

- 4.5** The Board may create and elect sub-committees from among its own members who will be responsible to the Board for regular reporting and monitoring of the respective areas of activity of Abbeyfield, and liaise closely with the Chief Executive to ensure that the Board is kept fully informed and advised on all relevant matters.
- 4.6** The Board will also appoint an Audit Committee at their first meeting of the Board following the AGM, and their Chair, who will be responsible to the Board for reporting and monitoring of its activity to the Board.
- 4.7** The Chair of the Board may not be chair of a sub-committee, including the Audit Committee.
- 4.8** At least three members of the Board may serve on the Audit Committee. Additional members of the Board may be co-opted to the Audit Committee where their expertise or experience is of benefit to the Audit Committee. It is desirable that at least one member of the Audit Committee should have recent and relevant financial experience with competence in accounting and/or auditing.
- 4.9** The Board may delegate authority to the sub-committees within the remits set out in these Standing Orders, subject to their complying with Abbeyfield Scotland's policies, agreed strategy, approved budget and business plan. The Board may from time to time amend, supplement or revoke any delegation to a sub-committee. Sub-committees have no authority to incur or approve expenditure not included in the current budget or to approve policy documents or changes to them
- 4.10** The Board may establish working groups or steering groups to advise it on specific matters as it deems appropriate. Membership of such groups can be drawn from the Board of Abbeyfield, the staff of Abbeyfield and/or from such other persons as the Board feel are appropriate. The Board may appoint not more than two people who are neither Board Members nor, staff of Abbeyfield, to serve on a working group, subject to ratification by the Board. The role of such working groups must be approved by the Board. The Board may not delegate authority to any working group to act, or take decisions, on its behalf.

5. ROLE AND REMIT OF THE AUDIT COMMITTEE

The Committee shall advise the Board on the standards of financial control and corporate governance in the organisation. It will specifically:

Duties

The committee should have oversight of the group as a whole and, unless required otherwise by regulation, carry out the duties below for the parent organisation, major subsidiary undertakings and the group as a whole.

Financial reporting

1. The committee shall monitor the integrity of the financial statements of the organisation, including its annual and half-yearly reports, interim management statements, preliminary announcements and any other formal statements relating to its financial performance, and review and report to the board on significant financial reporting issues and judgements which those statements contain having regard to matters

communicated to it by the auditor.

2. In particular, the committee shall review and challenge where necessary:

- the application of significant accounting policies and any changes to them;
- the methods used to account for significant or unusual transactions where different approaches are possible; whether the organisation has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the external auditor's views on the financial statements;
- all material information presented with the financial statements, including the strategic report and the corporate governance statements relating to the audit and to risk management; and
- The draft budgets of the parent and subsidiary/ies to identify any issues relating to risks associated with the budget, the adequacy and quality of supporting information and any other issues of governance/propriety which arise.

3. The committee shall review any other statements requiring board approval which contain financial information first, where to carry out a review prior to board approval would be practicable and consistent with any prompt reporting requirements under any law or regulation

4 Where the committee is not satisfied with any aspect of the proposed financial reporting by the organisation, it shall report its views to the board.

Narrative reporting

Where requested by the board, the committee should review the content of the annual report and accounts and advise the board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for

shareholders to assess the organisation's performance, business model and strategy and whether it informs the board's statement in the annual report on these matters
Internal controls and risk management systems

The committee shall:

- keep under review the organisation's internal financial controls systems that identify, assess, manage and monitor financial risks, and other internal control and risk management systems, and
- review and approve the statements to be included in the annual report concerning internal control, risk management and the viability statement.

Compliance, whistleblowing and fraud

The committee shall:

- review the adequacy and security of the organisation's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- review the organisation's procedures for detecting fraud;
- review the organisation's systems and controls for the prevention of bribery and receive reports on non-compliance;
- review regular reports regarding Money Laundering and the adequacy and effectiveness of the organisation's anti-money laundering systems and controls]; and
- review regular reports from the Compliance Officer and keep under review the adequacy and effectiveness of the organisation's compliance function.

External audit

The committee shall:

- consider and make recommendations to the board, to be put to shareholders for approval at the annual general meeting, in relation to the appointment, re-appointment and removal of the organisation's external auditor
- develop and oversee the selection procedure for the appointment of the audit firm, ensuring that all tendering firms have access to all necessary information and individuals during the tendering process;
- if an external auditor resigns, investigate the issues leading to this and decide whether any action is required;
- oversee the relationship with the external auditor. In this context the committee shall:

- approve their remuneration, including both fees for audit and non-audit services, and ensure that the level of fees is appropriate to enable an effective and high-quality audit to be conducted; and
- approve their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
- assess annually the external auditor's independence and objectivity taking into account relevant UK law
- satisfy itself that there are no relationships between the auditor and the organisation (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;
- agree with the board a policy on the employment of former employees of the organisation's auditor,
- monitor the auditor's processes for maintaining independence, its compliance with relevant UK law
- monitor the level of fees paid by the organisation to the external auditor compared to the overall fee income of the firm, office and partner and assess these in the context of relevant legal, professional and regulatory requirements, guidance
- assess annually the qualifications, expertise and resources, and independence of the external auditor and the effectiveness of the external audit process, which shall include a report from the external auditor on their own internal quality procedures;
- seek to ensure coordination of the external audit with the activities of the internal audit function;
- evaluate the risks to the quality and effectiveness of the financial reporting process in the light of the external auditor's communications with the committee;

Reporting responsibilities

The committee chair shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the board on how it has discharged its responsibilities.

Other matters

The committee shall:

- have access to sufficient resources in order to carry out its duties, including access to the organisation business support functions for assistance as required;
- be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- give due consideration to relevant laws and regulations;
- be responsible for coordination of the external auditors;

- oversee any investigation of activities which are within its terms of reference;
- work and liaise as necessary with all other board and committees, taking particular account of the impact of risk management and internal controls being delegated to different committees; and
- arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board.

Authority

The committee is authorised to:

- seek any information it requires from any employee of the organisation in order to perform its duties;
- obtain, at the organisation's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;
- call any employee to be questioned at a meeting of the committee as and when required; and
- have the right to publish in the organisation's annual report, details of any issues that cannot be resolved between the committee and the board.

6. THE ROLE AND REMIT OF SUB-COMMITTEES

6.1 Decisions and tasks delegated to the Sub-committees are reserved to the Board unless indicated otherwise in these Standing Orders.

Roles, Remits and Reporting Responsibilities for Sub-committees will be reviewed in the event of their creation.

7. THE ROLE AND REMIT OF WORKING GROUPS

7.1 The Board is responsible for the direction and control of Abbeyfield. From time to time, the Board may establish working groups to consider specific issues and provide advice to the Board or its subcommittees. All working groups must be established in accordance with these Standing Orders, and chaired by the relevant convenor.

7.2 In establishing a working group, the Board must record the membership of the working group, its remit, the expected outcome of its considerations and the timescale for its completion.

7.3 A working group should not normally be in existence for longer than twelve months. In the event of a longer period being required to complete its

deliberations, its remit should be reviewed by the Board, after the initial period of twelve months and at intervals of six months thereafter.

- 7.4** Once a working group has fulfilled its remit, it should be formally wound up by the Board.

8. ARRANGEMENTS FOR MAKING EMERGENCY DECISIONS

- 8.1** The Chair has a general remit to consult with the Chief Executive to ensure that all necessary decisions are taken between meetings of the Board or sub-committees, as appropriate.

- 8.2** The situation may arise where the Association has to make an emergency decision which cannot wait until the next Board meeting and for which staff do not have delegated authority. Such instances are expected to be rare.

In the case of an immediate emergency, the Chief Executive and Chair shall deal with it and report formally back to the next Board. Before this and as soon as practically possible, the Chair will be advised (if not already involved) and Board members will be advised by email of the decision on any emergency.

Assuming there is at least a week available to solve the emergency situation, then a Special Board meeting will be called.

- 8.3** In such circumstances the emergency "group" has no authority to incur or approve expenditure not included in the budget except to protect Abbeyfield's staff, residents or property from immediate danger.

9. ROLE AND REMIT OF THE CHIEF EXECUTIVE

- 9.1** Subject to matters expressly reserved to either a General Meeting, the Board and/or the sub-committees and set out either in Abbeyfield's Rules or in these Standing Orders, the Chief Executive is authorised and empowered to manage Abbeyfield, and to direct its operations.

- 9.2** The Chief Executive is responsible for all matters delegated to him/her and the effective implementation and operation of the Financial Regulations.

- 9.3** The Chief Executive, in consultation with the Chair, is responsible for the interpretation of the policy of Abbeyfield and the Chief Executive is responsible for its implementation.

- 9.4** The Chief Executive also has authority and responsibility to:

- ensure the day to day prosecution of Abbeyfield's business is carried out consistent with the overall policies and procedures approved by the Board;
- represent Abbeyfield on official business, consistent with the aims and objectives of Abbeyfield;

- carry out all legal and financial duties on behalf of Abbeyfield in accordance with the Rules and Standing Orders of Abbeyfield;
- authorise urgent items of expenditure up to £10,000 on any one item which is not included in the annual budget, provided the purpose of the expenditure is consistent with Abbeyfield's policy and that a full report is made to the next Board meeting;
- consider and prepare responses to relevant proposals and policy statements issued by relevant statutory and voluntary bodies for consideration by the Board.

9.5 The Chief Executive is further responsible for:

- calling, attending and keeping the minutes of general and board meetings
- circulating the relevant papers for these meetings;
- preparing and sending all necessary reports to the Scottish Housing Regulator, the Care Inspectorate, the Office of the Scottish Charities Regulator, the Financial Services Authority and other regulatory bodies and their statutory successor bodies;
- keeping up-to-date the register of members, the register of interests, records of gifts and hospitality received and Abbeyfield's accounts;
- ensuring that Abbeyfield acts legally and constitutionally within the terms of its Rules.

9.6 The Chief Executive may, consistent with these Standing Orders, including the Financial Standing Orders, delegate such powers, responsibilities and authority to such members of staff of Abbeyfield as the Chief Executive may from time to time determine and must advise the Board accordingly.

9.7 These areas of delegated authority are, at all times, subject to the observance and careful application of the appropriate policies and procedures as approved by the Board.

10. PROCEDURE AT BOARD AND SUB-COMMITTEE MEETINGS

10.1 Conduct of Meetings

10.1.1 Meetings

Meetings of the Board of Abbeyfield shall normally be held monthly.

10.1.2 Notice of Meeting

The Chief Executive shall give notice of all ordinary Meetings of the Board to members at least seven (7) days before the date of the meeting and shall specify the matters to be considered at the Meeting by annexing to the notices a properly prepared Agenda.

10.1.3 Apologies

Members are required to submit their apologies for non-attendance at a Board Meeting where possible a minimum of twenty-four hours prior to the time of the meeting.

Chairing of Meetings

10.1.4 The Board elects one of its members to be Chair of Abbeyfield. The Chair presides at all meetings of the Board. The Board may also elect a Vice-Chair, one of whom presides at board meetings in the absence of the Chair. Otherwise, in the absence of the Chair, the members present at the meeting appoint one of the officers of the Board to act as Chair or, if none are attendance, one other member is to be elected to act as Chair.

10.1.5 All questions of order arising at any meeting of the Board are decided by the Chair of the meeting.

10.1.6 The Chair of the Audit Committee presides at all meetings; in his/her absence, members of the sub-committee elect one of the members present to chair the meeting. All questions of order arising at meetings of the sub-committee are decided by the Chair of the meeting.

10.2 Minutes

10.2.1 The Chief Executive must ensure that Minutes of each meeting of the Board or sub-committee are prepared. All minutes are prepared in consultation with the Chair and are submitted for approval to the next meeting of the Board or sub-committee. Sub-committee minutes are also presented to the next board meeting for information. Where they have been previously circulated, the minutes are taken as read. Where they have not been previously circulated, the minutes are read at the meeting before being approved.

10.3 Agendas

10.3.1 The Chief Executive must ensure that the Agenda for each meeting is prepared. All agendas are prepared in consultation with the appropriate Chair

10.4 Quorum

10.4.1 In relation to meetings of the Board, a quorum is four members of the Board

and for sub-committees, three members form a quorum. In each case, the quorum must be met by members entitled to vote and neither the Board nor the subcommittees may exercise any of their powers unless such a quorum is present.

If at the hour of the Meeting, or either fifteen minutes thereafter, a quorum of members is not present the Meeting shall stand adjourned. If at any time during the Meeting it is found that a quorum is not present, the proceedings shall be adjourned.

10.5 Business at Meetings

10.5.1 Meetings normally follow the order of the agenda, but the Chair may vary the order of business at any stage.

10.5.2 All items of business on the agenda are normally the subject of a written report, prepared by staff, and circulated with the agenda to those Board Members entitled to attend in advance of the meeting. These contain the information necessary for the members to make decisions and include the source from which additional details may be obtained. These papers are also available to all other Board Members, and senior managers on request/ as appropriate.

10.5.3 The Chief Executive ensures that all relevant papers are prepared and circulated to the Board and the sub-committees in advance of their meetings.

10.5.4 With the consent of the members present, business not on the agenda may be transacted at an ordinary meeting, but not at a special meeting.

10.5.5 The Board and sub-committees have the power to adjourn any meeting to such date and time as the Board, sub-committee or Chair may determine and when any adjourned meeting is re-convened, it must commence at the point at which it was adjourned and may extend only to items on the agenda for the original meeting.

10.6 Powers of Chairperson

All speakers must direct their words to the Chair. All Members must remain quiet and maintain order while this is happening. The Chair will decide who can speak and for how long. Any member wishing to speak must first raise his/her hand and await the invitation of the Chair.

Deference shall at all times be paid to the authority of the Chair. When he/she speaks the member, if any, who is addressing the Meeting shall cease to do so. It shall be the duty of the Chair to preserve order and to secure that members obtain a fair hearing, (S)he shall decide on all matters of order, competency and relevancy and such ruling shall be final and shall not be open to discussion.

(S)he shall also decide between two or more members wishing to speak by

calling on the member whom (s)he observed first to raise their hand.

The Chair shall have both a deliberate and a casting vote.

The Chair may restrict the amount of time spent on any item of business. A maximum time of two hours will be set for each meeting and will only be exceeded following a majority decision of those members present.

10.7 Motions and Amendments

10.7.1 All motions and amendments must be relevant to the subject under discussion. The Chair of any meeting has the power to rule out of order any motion or amendment as irrelevant or incompetent. Motions or amendments must be proposed and seconded before being put to the meeting.

10.7.2 When only one amendment is made to a motion, the vote on that amendment is taken first. When there is more than one amendment, the order of voting on the amendments is at the discretion of the Chair until one successful amendment is obtained, and a vote is then taken on the successful amendment against the motion.

10.8 Order of Debate

10.8.1 The Chair of the meeting determines the order of debate and a member is not normally permitted to speak more than once on the same issue, unless to reply to a question or with the permission of the Chair of the meeting. The mover of a motion has the right of reply before a vote is taken, but may not introduce any new matter at that stage. After the mover of the motion has exercised his right of reply, no other member may speak on the question, unless to raise a point of order.

10.9 Voting

10.9.1 Voting at meetings of the Board or sub-committee is normally by show of hands, unless a secret ballot is requested by one third of the members present who are eligible to vote. A simple majority of those present and voting is sufficient to determine any matter, except a motion to suspend Standing Orders, in which case a two-thirds majority in support of the motion of those present and entitled to vote is required. The subcommittees may not suspend Standing Orders. In the case of an equality of votes, the Chair of the meeting has a second and casting vote.

10.9.2 Any member of the Board or subcommittee may request that his/her dissent from any resolution may be recorded in the minutes, without giving any reasons, provided that the request is made at the meeting at which the resolution is made.

10.10 Changes in Policy

10.10.1 Any policy decisions taken at a Meeting of the Committee will be regarded as the Policy of the Committee and will not be amended within a period of three months without a suspension of Standing Orders.

10.11 Points of Order

10.11.1 Any member may raise a point of order in the course of a meeting; all questions of order are decided by the Chair of the meeting. No other member is permitted to speak to the point of order, except with the Chair's permission.

10.12 Closure of Meetings

10.12.1 Meetings continue for no more than two hours beyond the stated starting time, except with the approval of a majority of members present and entitled to vote after the expiry of that time. A meeting is automatically adjourned after three hours from the stated starting time and resumes on a date and time decided by the meeting.

10.13 Staff Attendance

10.13.1 The Chief Executive of Abbeyfield should attend all meetings of the Board. Senior staff and any other agents, as appropriate, may attend meetings of the Board. Their role is to provide advice to the Board and they do not take part in any decisions.

10.13.2 The Chief Executive of Abbeyfield, senior staff and any other agents, as appropriate, may attend meetings, as appropriate, of the sub-committee relevant to their area of responsibility. Their role is to provide advice to the sub-committee and they do not take part in any decisions.

10.13.3 Other staff members of Abbeyfield may be invited or required to attend meetings of the Board or sub-committees as directed and as appropriate.

10.13.4 The Board and sub-committees may require external and internal auditors, consultants and other professional advisers to attend particular meetings.

10.13.5 The Board and sub-committees may require staff and advisers to withdraw from all or part of any meeting.

10.13.6 The Board and sub-committees may invite other external bodies to attend their meetings.

10.13.7 The internal auditor will attend all meetings of the Audit Committee; he/she may require other staff members to attend.

10.14 Confidentiality

10.14.1 All matters, including reports discussed at board or subcommittee meetings

are strictly confidential to the members and officers in attendance, whether or not a particular subject is specifically described as confidential. This confidentiality will only be relaxed by the agreement of the meeting at which the matter is discussed.

11. EXECUTION OF DOCUMENTS

11.1 Board Members may be asked to sign and/or witness important documents on behalf of Abbeyfield. They should be aware that signing on behalf of Abbeyfield is a significant undertaking and creates a legally binding contract for Abbeyfield. Board Members should be aware that all such signings should have the approval of the Board and be recorded in the appropriate register.

11.2 Abbeyfield will ensure that all Board Members fully understand the implications of signing any document on behalf of Abbeyfield.

11.3 All documents shall be signed for and on behalf of Abbeyfield by:

- a Board Member in the presence of a witness ;
- two Board Members; or
- a Board Member and the Chief Executive.

11.4 A register shall be kept securely to record documents which have been signed and resolutions by the Board authorising this are detailed.

12. TENANCY AGREEMENTS - AUTHORISED SIGNATORIES

12.1 The following officers will each be authorised to sign tenancy agreements on behalf of Abbeyfield:

- Chief Executive
- Service Manager.

These may be witnessed by any appropriate member of staff.

13. LETTING TO BOARD MEMBERS AND RELATIVES

13.1 The Entitlements, Payments and Benefits policy prescribes the details relating to the letting of Abbeyfield property to Board members and relatives and should be adhered to.

14. REVIEW OF STANDING ORDERS

14.1 It is the role of the Board to oversee these Standing Orders and Delegated Authority of Abbeyfield. Its role can be defined as having responsibility for:

- the formulation of the Standing Orders;
- monitoring of the Standing Orders;

- ensuring standards are maintained and Abbeyfield meets with the regulatory standards of governance and finance produced by the Scottish Housing Regulator.
- 14.2** Abbeyfield's Board will regularly monitor the effectiveness of these Standing Orders to ensure that it continues to meet the requirements of the organisation.
- 14.3** The next formal review of these Standing Orders and Delegated Authority will be undertaken by October 2022.