

TO:	Management Committee
PREPARED BY:	Linda Sichi (Deputy CEO)
SUBJECT:	REVIEW OF COMMITTEE MEETING CHARTER
DATE OF MEETING:	08 October 2024
APPROVED BY:	Paul Martin (CEO)

COMMITTEE MEMBERS MEETINGS CHARTER

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0141 551 8131



0141 550 2060



admin@milnbank.org.uk



www.milnbank.org.uk

COMMITTEE MEMBERS MEETINGS CHARTER

1. BACKGROUND INFORMATION

To demonstrate, and practice, good governance, the Management Committee (MC) work to a Committee Members Meetings Charter. The aim of this is to review and further develop MHA's current "meetings rules" for committee meetings to ensure that future meetings run more smoothly and make it easier to keep to agenda timetable.

2. COMMITTEE MEMBERS MEETING CHARTER

In addition to existing rules and guidance, the MC agreed that the following be included in the Charter. The Charter is applicable to both MC and Subsidiary Board Members and forms part of the Committee Members Induction Programme:

2.a Before the meeting:

- Committee Members to ensure that they read the reports before the meeting so that they understand subject matter and can highlight points they wish to raise or to seek clarification about at the meeting.

- Committee Members ensure that they bring their laptop/tablet to the meeting. Any technical issues should be reported to the office immediately.

- Regularly re-think the seating arrangements to ensure that the layout is 'inclusive'. (E.g., table layout) Consideration also includes those members who attend virtually.

- Mobile phones to be on 'silent' mode for the duration of the meeting.

- Staff members, who serve meetings will be available before the start of meetings to deal with issues not included on the agenda.

- Office bearers should aim to attend the monthly meeting held immediately prior to the Management Committee meeting.

2.b During the meeting:

- The role of the Chair is critical and mutually supportive. The Chair needs to be assertive, and the members to operate in the spirit of this. The Chair should pay close attention to the timing of proceedings and limit extended expression of views.

- To assist with the above, a "Charter Champion" will be appointed to support the Chair during the meeting.

- Strictly keep to the agenda items and allocated timescales. Finish business items as close to 9pm as possible, and by 9.15pm as per the Rules.

- All members must speak through the Chair; members should respect this. Members attending in person should raise their hand and those attending virtually use the correct icon to indicate they wish to speak.

- Allow the staff member to finish presenting reports before committee or board members ask questions.
- Adhere to noting items that are 'for Noting' in the reports, refrain from opening discussion, of previous business and delegated decisions.
- Restrict the number of questions asked of any one Member. The Chair to exercise judgement about this.
- Limit the number of questions asked relating to any one topic. The Chair to exercise judgement about this.
- Members should wait until the Chair has closed the meeting before packing up to leave.
- Members should be conscious at all times of 'conflicts of interest', and adhere with their Fiduciary Duty, & obligation as Charity Trustees, to put the interests of MHA first during all Committee undertakings.

3. COMMITTEE MEMBERS CODE OF CONDUCT

Committee Members are aware of the existing rules and guidance for committee meetings and are included in the Charter as a reminder that they should be always adhered to.

3.a SFHA Model Code of Conduct

All MHA MC and Board Members of the subsidiary companies are bound by the SFHA Model Code of Conduct which sets out the requirements and expectations which are attached to this role. The Members are required to sign on an annual basis, their confirmation that they understand the requirements and accept the terms of the Code.

The Code of Conduct is based on the seven principles which are recognised as providing a framework for good governance to demonstrate honesty, integrity, and probity. Each principle is described, as it applies to the activities of a Housing Association and its Management Committee Members, and supporting guidance is offered for each to provide more explanation of the Code's requirements. The guidance is not exhaustive, and it should be remembered that MC Members are responsible for ensuring that their conduct always meets the high standards that the RSL sector is recognised for upholding. The seven principles are detailed below:

- 1) Selflessness**: Committee Members must act in the best interests of MHA at all times and must take decisions that support and promote our strategic plan, aims and objectives. Members of the MC should not promote the interests of a particular group or body of opinion to the exclusion of others.
- 2) Openness**: Committee Members must be transparent in all their actions; they must declare and record all relevant personal and business interests and must be able to explain their actions.

3) **Honesty**: Committee Members must ensure that they always act in the best interests of MHA and that all activities are transparent and accountable.

4) **Objectivity**: Committee Members must consider all matters on their merits; they must base decisions on the information and advice available and reach a decision independently.

5) **Integrity**: Committee Members must actively support and promote MHA values; they must not be influenced by personal interest in exercising their role and responsibilities.

6) **Accountability**: Committee Members must take responsibility for and be able to explain their actions, and demonstrate that their contribution to our governance is effective.

7) **Leadership**: Committee Members must uphold MHA principles and commitment to delivering good outcomes for tenants and other service users, and lead MHA by example.

4. MHA MODEL RULES

This section should be read in conjunction with MHA's Model Rules which are based upon the SFHA Charitable Model Rules (Scotland) 2020. MHA is registered under the Co-operative and Community Benefit Societies Act 2014 and the Housing (Scotland) Act 2010. The following extract from the Model Rules relating to committee meetings is noted below:

- Meetings of the Committee can take place in any manner which permits those attending to hear and comment on the proceedings.
- All speakers must direct their words to the Chairperson. All Committee Members must remain quiet and maintain order while this is happening. The Chairperson will decide who can speak and for how long.
- If any point arises which is not covered in the Rules, the Chairperson will give his ruling which will be final.

5. MHA CHARITY RULES

The main emphasis on the general duties of Trustees (i.e., the MC) is that the Trustees must act in the interests of the charity (MHA) by:

- Acting in good faith to ensure the charity's work is consistent with its purpose.
- Act with due care as if managing the affairs of another person.
- Ensure compliance with the 2005 Act (and other law).
- Where there is a conflict of interest, the Members must put the charity first.