

## Part IV

# Standing Orders for Conduct of Derby Homes Board and General Meetings

Those items relating to the powers, convening and conduct of meetings which are contained in the Memorandum and Articles, are not repeated in these Standing Orders. What follows is additional to or an amplification of the rules and is in no way a replacement or alteration of them. If there is any discrepancy between these Standing Orders and the Memorandum and Articles of Association the Memorandum and Articles of Association prevail.

### PART 1 : BOARD MEETINGS

#### 1. FIRST MEETING

At the first meeting following each Annual General Meeting of Derby Homes, the Board shall

- (a) elect a person to preside if the Chair is not present
- (b) receive apologies
- (c) consider late items to be added to the agenda by the Chair
- (d) receive any declarations of interest from ~~member~~Board Members
- (e) elect the Chair for the ensuing year
- (f) elect the Vice Chairs for the ensuing year
- (g) approve the minutes of the last meeting
- (h) receive any announcements from the Chair
- (i) decide which committees, to establish for the next year
- (j) decide the size and terms of reference for those committees
- (k) appoint to those committees, and outside bodies except where appointment to those bodies has been delegated to the Chief Executive
- (l) agree a scheme of delegation or such part of it as it sees fit
- (m) approve a programme of ordinary meetings of the Board for the year; to ensure that Derby Homes meets deadlines in respect of its AGM and reporting to Derby City Council, and
- (n) consider any business set out in the notice convening the meeting.

**Comment [D1]:** AC recommendation  
- consistent labeling of Board Members

## 2. ORDINARY MEETINGS

Ordinary meetings of the Board will take place in accordance with a programme decided at the Board's first meeting following each Annual General Meeting of Derby Homes. Ordinary meetings will:

- (a) elect a person to preside if the Chair or a Vice Chair are not present
- (b) receive apologies
- (c) consider late items to be added to the agenda by the Chair
- (d) receive any declarations of interest from ~~member~~Board Members
- (e) approve the minutes of the last meeting
- (f) receive announcements from the Chair
- (g) receive any statements from ~~Board members~~Members of the Board
- (h) receive questions from, and provide answers to ~~member~~Board Members of the public in relation to matters which in the opinion of the person presiding at the meeting are relevant to the business of the meeting
- (i) receive minutes or reports from the Chief Executive and Directors and the Board's committees and receive questions and answers on any of those minutes or reports
- (j) receive reports about and receive questions and answers on the business of joint arrangements and external organisations
- (k) consider questions from ~~member~~Board Members of the Board
- (l) consider notices of motion in the order in which they have been received; and
- (m) consider any other business specified in the summons to the meeting.

Comment [D2]: AC recommendation

Comment [D3]: AC recommendation

Comment [D4]: AC recommendation

Comment [D5]: AC recommendation

## 3. EXTRAORDINARY MEETINGS

Those listed below may request the Company Secretary to call extraordinary Board meetings to conduct the business specified in the notice of that meeting

- (a) the Chair
- (b) the Chief Executive of Derby Homes
- (c) the City Council's Monitoring Officer
- (d) any five members of the Board if they have signed a requisition presented to the Chair and he/she has refused to call a meeting or has failed to call a meeting within seven days of the presentation of the requisition.

~~(a)~~(e) The Company Secretary will issue notice of convening an extraordinary Board meeting not later than 14 days of receipt of the request.

~~(d)~~(f) Minimum notice of an Extraordinary Meeting will be 7 days.

Comment [D6]: Issue not addressed at present in governance arrangements

Comment [D7]: AC recommendation

(b)

#### 4. **STRATEGIC MEETINGS**

~~Strategic~~ Board Meetings will take place in accordance with a programme decided at the Board's first meeting following each Annual General Meeting of Derby Homes. It is for the Board to determine from time to time if any particular meeting should be considered as a Strategic meeting. Such meetings have no different powers to an ordinary meeting, but are intended to focus on Strategic matters. will be held in May and September each year.

Comment [D8]: AC recommendation

#### 5. **OPEN AND PRIVATE MEETINGS OF THE BOARD**

The Board will hold meetings open to members of the public, subject to the access to information ~~rule~~Standing Orders set out in ~~Section~~Standing Order 19.

Comment [D9]: AC recommendation  
– standardization of description of rules as SOs

The agenda for meetings of the Board will be divided as follows:

- the first part will list matters which will be considered in private session
- the second part will list matters to be considered in open session with members of the public and the press present.

#### 6. **CONSULTATION**

All reports to the Board will contain details of the nature, extent and outcome of consultation with tenants, the City Council and other stakeholders as appropriate. The level of consultation will be appropriate to the matter under consideration.

#### 7. **ITEMS ON THE BOARD AGENDA**

##### 7.1. **Items from Officers**

Items will be in the name of the Chief Executive or Directors with reference given to the name, position, and phone number of the person responsible for production of the report. All items will be included on the agenda with the agreement of the Chair.

##### 7.2. **Items from the Chair**

The Chair may place on the agenda of any Board meeting any matter which s/he wishes. The Chief Executive will comply with the Chair's request in this respect.

##### 7.3. **Items from Board Members**

Board Members may place items on the agenda, with the assent of the Chair.

#### 8. **TIME AND PLACE OF MEETINGS**

The time and place of meetings will be determined by the Board and the Chief Executive or the Company Secretary and be notified in the summons. The Board shall meet at Cardinal Square or another location to be agreed by the Chair.

#### 9. **NOTICE OF AND SUMMONS TO MEETINGS**

The Company Secretary will give notice of the time and place of any meeting by placing notices at all Derby Homes' offices. At least five clear days before a meeting, the Chief Executive will send an agenda by courier or post to every ~~member~~**Board Member** of the Board or leave it at their usual place of residence. The agenda will give the date, time and place of each meeting and specify the business to be transacted, and will be accompanied by such reports as are available.

Comment [D10]: AC recommendation

#### 10. **CHAIR OF MEETING**

The person presiding at the meeting may exercise any power or duty of the Chair. Where these ~~rule~~**Standing Orders** apply to committee and sub-committee meetings, references to the Chair also include the chairs of committees and sub-committees.

Comment [D11]: AC recommendation – standardization of description of rules as SOs

#### 11. **QUORUM**

The quorum for Board Meetings and the arrangements for situations where a quorum is not present are set out in Articles 31, 32 and 33 of the Articles of Association.

#### 12. **DURATION OF MEETING**

Unless the majority of Board Members present vote for the meeting to continue, any meeting that has lasted for two hours will adjourn immediately. ~~Member~~**Board Members** of the Board and staff are expected to help the Chair achieve this objective. Remaining business will be considered at a time and date fixed by the Chair. If he/she does not fix a date, the remaining business will be considered at the next ordinary meeting.

Comment [D12]: AC recommendation

#### 13. **OBSERVERS**

The Board may allow individuals who are not Board Members to attend Board Meetings as observers on whatever terms they decide. Observers may not vote but may take part in discussions unless the Board decides otherwise. The Board may exclude observers from any part of a Board Meeting where the Board considers the business is private. The Board must exclude an observer from any Board Meeting at which a possible benefit to him is being considered.

## 14. **QUESTIONS BY MEMBERS OF THE PUBLIC**

### 14.1. **General**

Members of the public may ask questions of ~~member~~Board Members of ~~the Board~~ at ordinary meetings of the Board. The maximum period of time for questions by members of the public at a Board meeting shall be fifteen minutes.

Comment [D13]: AC recommendation

### 14.2. **Order of questions**

Questions will be asked in the order notice of them was received, except that the Chair may group together similar questions.

### 14.3. **Notice of questions**

A question may only be asked if notice has been given by delivering it in writing or by fax or electronic mail to the Chief Executive no later than 48 hours prior to commencement of the meeting. Each question must give the name and address of the questioner.

### 14.4. **Number of questions**

At any one meeting no person may submit more than two questions and no more than two such questions may be asked on behalf of one Housing Focus Group.

### 14.5. **Scope of questions**

The Chief Executive may reject a question if it:

- (a) is not about a matter for which Derby Homes has a responsibility;
- (b) is defamatory, frivolous or offensive;
- (c) is substantially the same as a question which has been put at a meeting of the Board in the past six months; or
- (d) requires the disclosure of confidential information.

### 14.6. **Record of questions**

The Chief Executive will enter each question in a book open to inspection by members of the public and will immediately send a copy of the question to the ~~member~~Board Member of ~~the Board~~ to whom it is to be put. Rejected questions will include reasons for rejection. Copies of all questions will be circulated to all ~~member~~Board Members and will be made available to the public attending the meeting.

### 14.7. **Asking the question at the meeting**

The Chair will invite the questioner to put the question to the ~~member~~Board Member of ~~the Board~~ named in the notice. If a questioner who has submitted a written question is unable to be present, he/she may ask the Chair to put the question on his/her behalf. The Chair may ask the

question on the questioner's behalf, indicate that a written reply will be given or decide, in the absence of the questioner, that the question will not be dealt with.

**14.8. Supplementary question**

A questioner who has put a question in person may also put one supplementary question without notice to the ~~member~~Board Member who has replied to his or her original question. A supplementary question must arise directly out of the original question or the reply. The Chair may reject a supplementary question on any of the grounds in ~~section~~Standing Order 1214.5 above.

**14.9. Written answers**

The time allocated for questions at each meeting will be 15 minutes; any questions not answered at the end of that time will be answered in writing. Any question that cannot be dealt with during public question time because of the non-attendance of the ~~member~~Board Member of the Board or member of staff able to answer the question, will be dealt with by a written answer.

**14.10. Reference of question to the Chief Executive or a committee**

Unless the Chair decides otherwise, no discussion will take place on any question, but any ~~member~~Board Member of the Board may move that a matter raised by a question be referred to the Chief Executive or the appropriate committee, once seconded, such a motion will be voted on without discussion.

**15. MINUTES**

**15.1. Signing the minutes**

The Chair will sign the minutes of the proceedings at the next meeting. The Chair will move that the minutes of the previous meeting be signed as a correct record.

**15.2. Requirement to sign minutes of previous meeting at extraordinary meeting**

Where in relation to any meeting, the next meeting for the purpose of signing the minutes is a extraordinary meeting, then the next following ordinary meeting will be treated as a suitable meeting for the signing of these minutes.

**15.3. Form of minutes**

Minutes will contain a summary of items discussed and all decisions made.

15.4. **Submission of Minutes to the Board**

All minutes of committees ~~not falling within powers delegated to them~~ must be submitted to and noted by the Board.

Comment [D14]: AC recommendation

16. **DISTURBANCE**

16.1. **Removal**

If a member of the public interrupts proceedings, the Chair will warn the person concerned. If he/she continues to interrupt, the Chair will order his/her removal from the meeting room.

16.2. **Clearance of part of meeting room**

If there is a general disturbance in any part of the meeting room open to members of the public, the Chair may call for that part to be cleared.

## **17. AMENDMENT**

Any motion to add to, vary or revoke these ~~rule~~Standing Orders will, when proposed and seconded, stand adjourned without discussion to the next ordinary meeting of the Board when the Board will receive a report of the Chief Executive on the proposal.

Comment [D15]: AC recommendation

## **18. DECLARATION OF INTERESTS**

When at a meeting of the Board or a committee of the Board, a Board Member has declared a pecuniary interest or a non-pecuniary interest which precludes the ~~member~~Board Member from voting and speaking, that Board Member will leave the room in which the meeting is being held during the discussion and voting on the item of business concerned except by agreement of the meeting.

## **17.19. ACCESS TO INFORMATION**

### **17.1.19.1. Scope**

These ~~rule~~Standing Orders apply to all Board Meetings of Derby Homes and any of its committees.

### **17.2.19.2. Additional rights to information**

These ~~rule~~Standing Orders do not affect any more specific rights to information contained elsewhere in the Derby Homes Memorandum and Articles of Association or the Law.

### **17.3.19.3. Rights to attend meetings**

Members of the public may attend all general meetings and meetings of the Board and its committees subject only to the exceptions in these ~~rule~~Standing Orders.

### **17.4.19.4. Notices of meeting**

The Company Secretary will give at least three clear days notice to tenants and members of the public of any meeting of the Board or its committees by posting details of the meeting at Cardinal Square, 10 Nottingham Road, Derby and local housing offices and Derby Homes' website.

### **17.5.19.5. Access to agenda and reports before the meeting**

Derby Homes will make copies of the agenda and reports open to members of the public available for inspection at Cardinal Square at least three clear days before the meeting.

### **17.6.19.6. Supply of copies**

Derby Homes will supply copies of:

- (a) any agenda and reports that are open to inspection;



- (b) any further statements or particulars necessary to indicate the nature of the items in the agenda; and
- (c) if the Chief Executive thinks fit, copies of any other documents supplied to in connection with an item to any person on payment of a charge for postage and copying costs.

~~17.7.~~19.7. **Access to minutes etc after the meeting**

Derby Homes will make available copies of the following for six years after a meeting:

- (a) the minutes of the meeting or records of decisions taken, together with reasons, excluding any part of the minutes of proceedings when the meeting was not open or which disclose exempt or confidential information;
- (b) a summary of any proceedings not open where the minutes open to inspection would not provide a reasonably fair and coherent record;
- (c) the agenda for the meeting; and
- (d) reports relating to items when the meeting was open.

~~17.8.~~19.8. **Listing of background papers**

Every report will set out a list of those documents (called background papers) relating to the subject matter of the report which:

- (a) disclose any facts or matters on which the report or an important part of the report is based; and
- (b) have been relied on to a material extent in preparing the report but does not include published works or those which disclose exempt or confidential information (as defined in ~~section~~Standing Orders 18.1 and 18.2).

~~17.9.~~19.9. **Inspection of background papers**

Derby Homes will make available for inspection for four years after the date of the meeting one copy of each of the documents on the list of background papers.

## **18-20. EXCLUSION OF ACCESS TO MEETINGS**

### **18.1-20.1. Confidential information**

Members of the public must be excluded from meetings whenever it is likely in view of the nature of the business to be transacted or the nature of the proceedings that confidential information would be disclosed.

### **18.2-20.2. Meaning of confidential information**

Confidential information includes:

- (a) Information given to Derby Homes by another body on terms that forbid its public disclosure or information that cannot lawfully be ~~publicly~~ disclosed due to statute, case law or an order of the ~~Court Order~~.
- (b) Information relating to a particular employee, former employee or applicant to become an employee of, or a particular office-holder, former office-holder or applicant to become an office holder of Derby Homes.
- (c) Information relating to any particular occupier or former occupier of, or applicant for, accommodation managed by Derby Homes.
- (d) Information relating to any particular applicant for, or recipient or former recipient of any service provided by Derby Homes.
- (e) Information relating to any particular applicant for, or recipient or former recipient of, any financial assistance provided by Derby Homes.
- (f) Information relating to the financial or business affairs of any particular person (other than Derby Homes).
- (g) The amount of any expenditure proposed to be incurred by Derby Homes under any particular contract for the acquisition of property or the supply of goods or services.
- (h) Any terms proposed or to be proposed by or to Derby Homes in the course of negotiations for a contract for the acquisition or disposal of property or the supply of goods or services.
- (i) The identity of Derby Homes (as well as of any other person, by virtue of paragraph 10 above) as the person offering any particular tender for a contract for the supply of goods or services.
- (j) Information relating to any consultations or negotiations, or contemplated consultations or negotiations, connection with any labour relations matters arising.
- (k) Any instructions to counsel and any opinion of counsel (whether or not in connection with any proceeds) and any advice received. Information obtained or action to be taken in connection with:
  - any legal proceedings by or against Derby Homes; or

Comment [D16]: AC recommendation

- the determination of any matter affecting Derby Homes whether, in either case, proceedings have been commenced or are in contemplation.
- (l) Any action taken or to be taken in connection with the prevention, investigation or prosecution of crime.
- (m) The identity of a protected informant . A “protected informant” means a person giving Derby Homes information which tends to show that::
  - a criminal offence;
  - a breach of tenancy conditions;
  - a nuisance, has been, or is being, or is about to be committed; or
- (n) any other information the Board determines to be confidential.

#### **19.21. EXCLUSION OF ACCESS BY MEMBERS OF THE PUBLIC TO REPORTS**

Derby Homes may exclude access by members of the public to reports that relate to items during which, in accordance with ~~Rule~~Standing Order 4820, the meeting is likely not to be open. Such reports will be marked “Not for publication” together with the category of information likely to be disclosed.

#### **20.22. THE PRIORITIES FORWARD PLAN**

##### **20.1-22.1. Period of Priorities Forward Plan**

Priorities Forward Plans will be prepared by the Chief Executive to cover a period of six months, ~~beginning with the first day of any month.~~ They will be prepared ~~on a for each Board meeting, quarterly basis and subsequent plans will cover a period beginning with the first day of the fourth month covered in the preceding plan.~~

**Comment [D17]:** Consistency with current name of the plan.

**Comment [D18]:** Consistency with current practice.

##### **20.2-22.2. Contents of Priorities Forward Plan**

The Priorities Forward Plan will contain matters which the Chief Executive has reason to believe will be subject of a major decision to be taken by the Board or a committee of the Board, or by staff during the period covered by the Plan. It will describe the following particulars in so far as the information is available or might reasonably be obtained:

- (a) the matter to be considered by the Board;
- (b) the officer who is responsible for the matter;
- (c) the date on which, or the period within which, the decision will be taken.

~~20.3-22.3.~~ **Publication of PrioritiesForward Plan**

The PrioritiesForward Plan will be brought to each Board meeting.

**ADDITIONAL RIGHTS OF ACCESS FOR MEMBERS**

**23. -ADDITIONAL RIGHTS OF ACCESS FOR BOARD MEMBERSOF THE BOARD**

~~20.4-23.1.~~ **Material relating to previous business**

All ~~memberBoard Members of the Board~~ will be entitled to inspect any document which is in the possession or under the control of the Chief Executive and contains material relating to any decision taken at a meeting, including confidential information, unless the Chief Executive considers that the confidential information is of a nature that ~~memberBoard Members of the Board~~ be required to demonstrate a need to know.

~~20.5-23.2.~~ **Material relating to future decisions**

All ~~memberBoard Members of the Board~~ will be entitled to inspect any document (except those available only in draft form) in the possession or under the control of the Chief Executive that relates to any matter to be considered at a meeting within the period of the current priorities plan, including confidential information unless the Chief Executive considers that the confidential information is of a nature that ~~memberBoard Members of the Board~~ be required to demonstrate a need to know, unless ~~SectionStanding Order~~ 21.1 above applies.

~~20.6-23.3.~~ **Material in which Board Members have professional or pecuniary interests**

A ~~memberBoard Member of the Board~~ shall not knowingly inspect and shall not call for a copy of any document relating to a matter in which he/she is professionally interested, or in which he/she has directly or indirectly any pecuniary interest, within the meanings of ~~SectionStanding Orders~~ 94 to 97 of the Local Government Act 1972. This ~~Rule~~ shall not preclude the Chief Executive from declining to allow inspection of any document which is, or in the event of legal proceedings would be, protected by privilege arising from the relationship of solicitor and client.

~~21-24.~~ **BOARD DIARY**

The Company Secretary will maintain a diary of all meetings involving Board Members throughout the year including panels and working groups. Staff

wishing to arrange or rearrange a meeting will be required to refer the proposed date to the Secretary to avoid a clash of dates or an overload on one particular ~~member~~Board Member.

## 22-25. REPORTS

Reports to the Board will:

- (a) identify clearly the items for noting, discussion or approval;
- (b) be as brief as possible;
- (c) contain the name and contact details of the officer responsible for the item;
- (d) as far as possible, be spread evenly throughout the year;
- (e) wherever possible, have been the subject of a prior briefing with the Chair;
- (f) not be tabled at meetings unless there are exceptional circumstances and tabling is agreed by the Chair.

## 23-26. NON ATTENDANCE

~~23.1-26.1.~~ ~~Member~~Board Members unable to attend a Board meeting are expected to notify the Chief Executive or Company Secretary as soon as they are aware that they will be unable to attend that meeting.

~~23.2-26.2.~~ ~~Member~~Board Members unable to attend will be encouraged to contact the Chief Executive or officer concerned to make their views and comments known on a particular report and ask that these are communicated to the meeting.

## 24-27. CONDUCT OF BUSINESS

~~24.1-27.1.~~ At the beginning of the meeting, the Chair will ask if there are 'any late items to be added to the agenda', and will decide whether or not they can be considered within the time available. ~~Member~~Board Members should refrain from using 'any late items' to raise issues of substance.

~~24.2-27.2.~~ The approval of the minutes and 'matters arising' should be dealt with as briskly as possible unless there is a fundamental problem.

~~24.3-27.3.~~ The meeting will be expected to adhere to the agenda order. Alteration to the sequence of the items is permissible, provided the Chair seeks ~~member~~Board Members' agreement. ~~Member~~Board Members will be expected to discuss and debate only those issues raised by the paper. The Chair will direct that diversions, side issues and the like will be referred to other occasions as appropriate.

~~24.4-27.4.~~ The report will make it clear where decisions are delegated to

committees or where a proper consideration of a topic has been held in other meetings. MemberBoard Members should not re-open old debates or decisions taken by committees, unless there has been a material change in the circumstances against which the decision was made.

24.5-27.5. Name plates will be provided at the meeting and memberBoard Members (and staff at the table) should ensure that they use these. Where there are new memberBoard Members or observers present or in attendance the Chair should invite memberBoard Members and staff to introduce themselves.

24.6-27.6. The Chief Executive, Company Secretary, Directors and minute taker will sit at the meeting table. Other staff in attendance may sit at the table depending on the Board's business or accepted custom in this respect. Where staff do join memberBoard Members at the table, they will be expected to occupy those places furthest from the Chair and withdraw from the table quickly to accommodate any late arriving memberBoard Members.

24.7-27.7. Notwithstanding the above, a member of staff who is a 'lead officer' in respect of a paper under consideration will be expected to join memberBoard Members at the table to make introductory remarks and take questions on the paper. Therefore a space should be reserved for lead officers who may need to come to the table, albeit temporarily. The report will make it clear who is the 'lead officer' on an item being discussed. Depending on agreed custom and on whether other lead officers will need to come forward later in the meeting, the 'lead officer' will withdraw at the end of the item or remain at the table for the duration of the meeting.

24.8-27.8. The role of staff at Board meetings is to support the memberBoard Members and assist in the decision-making process by presenting papers, providing information and advice and being available to respond to queries. Staff members are under a responsibility to draw to the Board's attention material matters or factual errors, however generally, staff contributions are usually at the invitation of the Chair. The contributions must be kept brief. The Chief Executive, relating directly to the Board, will provide the link between the memberBoard Members and staff in attendance.

24.9-27.9. Introductory remarks to the papers by staff (or by a memberBoard Member who may be leading on a topic) will be brief, as it is assumed that all memberBoard Members will have read the papers before the meeting.

24.10-27.10. MemberBoard Members will be expected to address their comments to the Chair who will encourage all memberBoard Members to participate. The meeting will then move on to consider the recommendation set out in the paper.

24.11-27.11. Only one memberBoard Member at a time will address the meeting, the Chair's ruling on who may or may not speak and on other 'points of order' shall be final.

24.12-27.12. The Chair will at the end of each item, remind the meeting of the decision that has been agreed.

~~24.13.~~~~27.13.~~ MemberBoard Members are expected to respect the views of others and their right to speak, but the Chair (following a warning) can request that a memberBoard Member be silent if he or she is using intemperate, provocative or abusive language or if he or she persists in straying from the agenda.

~~24.14.~~~~27.14.~~ Good practice suggests that individuals should be praised 'in public' and criticised 'in private' (in the case of staff this should be done through the Chief Executive).

~~24.15.~~~~27.15.~~ MemberBoard Members should avoid raising issues concerning named individuals.

~~24.16.~~~~27.16.~~ Where a matter is to be put to a vote, it shall be decided by a majority of votes and each Board Member present in person will have one vote. In the event of an equality of votes, the Chair will have a second and casting vote. *{Board Members are not permitted to abstain from voting.}*

~~24.17.~~~~27.17.~~ Where a memberBoard Member is proposing to raise a 'major' issue or an issue of sensitivity the memberBoard Member will be expected to notify the Chair in advance of the meeting.

~~24.18.~~~~27.18.~~ The Chairs of other boards or committees (if present) will be expected to advise the meeting, where necessary on issues relating to or arising from their committee.

~~24.19.~~~~27.19.~~ Presentations by staff (with the prior agreement of the Chair and the Chief Executive) are encouraged. Presentations will be directly relevant to the topic under consideration, be informative, jargon free and may be accompanied by 'visual aids'.

## **25.28. AFTER THE MEETING**

~~25.1.~~~~28.1.~~ An 'aide memoire' recording the decisions and action points arising (on no more than two sides of A4 paper) will be sent within five working days of the meeting by the Chief Executive to all members of the relevant board or committee. A copy will also be distributed to the relevant staff.

~~25.2.~~~~28.2.~~ The minutes of the meeting will be submitted to the next meeting of the board or committee for approval. Before that time, 'advance copies' of the minutes will be issued to the Chair of the meeting and Vice Chairs as well as members of the Executive Team. 'Advance copies' will have been checked and where appropriate, amended following comments received by the Chair of the meeting and the Chief Executive. Members may see the 'advance copies' with the consent of the Chair.

~~25.3.~~~~28.3.~~ Members may wish to take the meeting papers away with them at the end of the meeting. Members should be aware that the Secretary holds a master copy of all board and committee papers. Copies can always be made available to members. Members may if they wish leave

their papers in the room at the end of the meeting and the Secretary will arrange for their disposal.

## **26-29. DECLARATION OF INTERESTS AT MEETINGS**

**26.1-29.1.** All Board Members have a duty to act in the best interests of Derby Homes when they make decisions at Board meetings.

**26.2-29.2.** Board Members must not put themselves in a position where there is a conflict between their personal interests and the duty they owe to Derby Homes.

**26.3-29.3.** All Board Members are expected to sign a declaration of interests which will be held with the statutory books by the Company Secretary and are available for inspection at Cardinal Square.

**26.4-29.4.** Where a matter is being considered by the Board any member having a personal interest in the items whether pecuniary or non-pecuniary, must declare that interest, leave the room during the discussion and cannot vote on the matter except where **section Standing Order 27.5** applies.

**26.5-29.5.** There are some situations in which a Board Member must declare an interest but need not leave the room and may vote on the matter. These are:

- for Tenant Board Members if the matter affects all, or a number of tenants;
- if a Board Member is a director or other officer of a company which is a parent, subsidiary or associate of Derby Homes; and
- if a Board Member is an official or elected member of any statutory body, such as Derby City Council.

**26.6-29.6.** In case where **section Standing Order 27.4** applies the interest must be declared before discussions and voting takes place and must be recorded in the minutes.

**26.7-29.7.** Board Members are not treated as having an interest where either:

- they had no knowledge of the interest and could not have been reasonably expected to have that knowledge, or
- if the matter being discussed concerning formulating a policy on the payment of Board Members' expenses.

In these instances Members need not declare their interest and can vote on the matter.

**26.8-29.8.** Members of the Board who should have declared an interest and do not do so are liable to pay for any loss suffered by Derby Homes, to pay back any profit made from not declaring the interest and can be sued by the Council in certain circumstances. If in doubt Members of the Board should declare the interest and not vote on the matter.

## **PART 2 : GENERAL MEETINGS**



#### 4.30. **ANNUAL GENERAL MEETINGS**

4.4.30.1. The Annual General Meeting of Derby Homes is to be held each year at a time and day determined by the Board.

4.2.30.2. The order of business at the Annual General Meeting is:

- (a) to elect a Chair of the meeting, if neither the Chair nor Vice-Chair are present.
- (b) to approve the Minutes of the last Annual General Meeting and any Extraordinary General Meetings not previously approved.
- (c) to receive the annual Board Members' report.
- (d) to consider the accounts and the auditor's report.
- (e) to appoint the Auditors for the forthcoming year (if necessary).
- (f) to announce the appointment of the duly elected new Tenant Board Members.
- (g) to appoint or re-appoint Independent Board Members to replace those retiring under Article 16 of the Articles of Association.
- (h) to receive an annual report on the Audit Committee's activities.
- (i) to transact any other business specified in the notice of the meeting.

#### 2.31. **EXTRAORDINARY GENERAL MEETINGS**

2.4.31.1. An Extraordinary General Meeting of Derby Homes can be called by the Board or upon a requisition to the Secretary by the City Council.

2.2.31.2. The Secretary is to issue notices convening the meeting not later than 8 weeks of receipt by him/her after the requisition. Any such notices are to be delivered to the Member 21 clear days before the meeting.

2.3.31.3. The order of business at an Extraordinary General Meeting is:

- (a) to elect a Chair of the meeting, if neither the Chair nor Vice-Chair are present.
- (b) to approve the Minutes of any Extraordinary General Meeting held since the last Annual General Meeting.
- (c) to deal with the business indicated in the notice calling the Extraordinary General Meeting.

Comment [D19]: AC recommendation – numbering of section to be continuous

### **32. TIME AND PLACE OF MEETINGS**

Standing Order 8 of Part 1 above in relation to time and place of meetings will also apply to General Meetings.

Comment [D20]: AC recommendation for clarity

### **33. NOTICE OF AND SUMMONS TO MEETINGS**

Standing Order 9 of Part 1 above in relation to notice of and summons to meetings will also apply to General Meetings.

Comment [D21]: AC recommendation for clarity

### **3-34. QUORUM FOR GENERAL MEETINGS**

The quorum for General Meetings is set out in Article ~~409~~(1) of the Articles of Association.

Comment [D22]: AC rec - correction

### **4-35. ATTENDEES AT GENERAL MEETINGS**

Tenants, Leaseholders and Board Members may attend and speak at a General Meeting but may not vote.

### **5-36. DISTURBANCE AT GENERAL MEETINGS**

~~Paragraph~~Standing Order 45-16 of Part 1 above in relation to disturbances at Board Meetings will also apply to General Meetings.

Comment [D23]: AC rec - correction

### **6-37. ACCESS TO INFORMATION**

~~Paragraph~~Standing Order 48-19 of Part 1 above in relation to access to information will also apply to General Meetings.

Comment [D24]: AC rec - correction