

Standing Orders Framework

ISHA's Standing Orders are comprised of various documents which define the way in which the association is governed, the role and responsibilities of the Board and the delegation of powers from the Board to its committees and the executive team. This framework references those documents which comprise the Standing Orders.

	Area	Summary	Documents
1.0	Governance Framework		
1.1	Constitution/Rules	ISHA's rules are the NHF Model Rules 2011 (version 2) with 2014 updates and are the overarching document for the governance of the organisation. As a not for profit community benefit society (nr 11614R) and registered provider of social housing (nr L0457) the rules are registered with the Financial Conduct Authority and with the Regulator of Social Housing.	ISHA registered rules 27 October 2014 with seal
1.2	Shareholders	Part C of ISHA's rules outlines the obligations and nature of shares and shareholders, admission/end of shareholding and rules regarding the meeting of shareholders. ISHA's Shareholder Policy defines who can become shareholders. Currently, only board members hold shares in the Association.	ISHA registered rules 27 October 2014 with seal Shareholder Policy approved 12 June 2024
1.3	Regulatory Framework	As a registered provider of social housing, ISHA must comply with the Regulatory Standards – the 3 economic standards (Governance and Financial Viability, Rent and Value for Money) and the 4 Consumer Standards (Safety & Quality, Tenancy, Transparency, Influence and Accountability, Neighbourhood & Community Standard).	Economic Standards Consumer Standards
1.4	Governance Structure	ISHA's governance structure (committees and subsidiaries) is regularly reviewed by the Board. The structure is outlined in the Governance Structure Chart.	Governance Structure Chart
1.5	Codes	The Board's adopted code of governance is the NHF Code of Governance 2020. The Board has also adopted a Code of	NHF Code of Governance 2020

		Conduct for Board Members, Staff and Involved Residents which is based on the NHF Code of Conduct (2022).	Code of Conduct
2.0	Board & Committee Membership	The Rules (part D) and Board Terms of Reference outline the composition of the board and board membership. The membership of the board is 10 members with a minimum of 5 members and a maximum of 12. The Board may have executive members (up to one-third of total membership at any time) and the Board Terms of Reference outlines specific matters on which they cannot vote. Additionally, the Board Terms of Reference state that: No ISHA Board member should be employed within the North River Alliance, or any other strategic partnership that ISHA leads or directs. The Board Succession Policy and the Skills Strategy help to ensure that the Board recruits and maintains people with the right mix of skills for discharging its functions, who are from diverse backgrounds and reflect the communities it serves.	ISHA registered rules 27 October 2014 with seal Board Terms of Reference Board Succession Policy Skills Strategy & Skills List
2.1	Roles	The role and expectations of Board Members are outlined in their appointment letter, their Board Member Services Agreement, the Board Members' Handbook, the Code of Governance and the Code of Conduct. The Chair, Senior Independent Director, Committee Chairs and Company Secretary each have role profiles outlining their specific duties and responsibilities.	Board Members' Handbook Role Profiles
2.2	Declarations of Interest	Board Members complete annual declarations of interest as well as declare any interests at Board meetings as per the association's Rules, Code of Governance and Code of Conduct. The Company Secretary maintains the register of interests which includes Board Members' employment, director/trustee positions, positions of public responsibility, membership of other housing associations,	ISHA registered rules 27 October 2014 with seal NHF Code of Governance 2020 Code of Conduct

		ISHA housing, and any other interests in which they or their direct family or close associates may have which relates to the work of the association. The register is reported to the Board annually and an abbreviated version is published on ISHA's website.	
2.3	Tenure	The tenures of Board Members are defined by the Rules, the Code of Governance and the Board Succession Policy. Maximum tenure will normally be 6 years as per the Code of Governance but may be extended up to a maximum of 9 years, subject to annual review, if it is in the best interests of the association. Rule D9 outlines the conditions under which a member may be removed from the Board.	ISHA registered rules 27 October 2014 with seal NHF Code of Governance 2020 Board Succession Policy
3.0	Board Meetings	The number of meetings per year and meeting dates for the Board and its Committees are set by the Board. Under the Rules (D28), the Board shall meet at least three times per calendar year. Meetings are normally called with 7 days' notice by the Company Secretary.	ISHA registered rules 27 October 2014 with seal
3.1	Quorum, voting	Quorum is three board members and the majority of board members present must not be employees of the association (Rule D16). Decisions taken by the board are by majority, with each member having one vote. In case of an equal number of votes, the Chair shall have a second vote (Rule E3).	ISHA registered rules 27 October 2014 with seal
3.2	Decisions between meetings	Decisions taken between meetings may be through written resolution approved by three-quarters of board members (Rule D38) or Chair's Action (approved by the Board through its Terms of Reference). On 15 April 2020, the Board approved a resolution allowing meetings to be called with 24 hours notice for urgent decisions during the Covid 19 pandemic. This resolution remains in effect.	ISHA registered rules 27 October 2014 with seal Board Terms of Reference Board Minutes 15 April 2020
3.3	Minutes	Draft minutes are approved at the next board meeting. Board minutes for the current and previous financial year can be found on the board portal. Electronic copies of	

		historical minutes are available upon request from the Company Secretary. Paper copies of all minutes are stored in the minute books located in the Chief Executive's office.	
4.0	Responsibilities and matters reserved for the Board	Powers are conferred to the Board through the Rules (B4-B6). Rules B6, D31-D32 enable the Board to delegate, in writing, any of its powers to committees, officers or employees. The functions of the Board and its responsibilities are agreed by the Board through its adopted Code of Governance and Board and Committee Terms of Reference. Essential functions of the Board which cannot be delegated are: 1. Setting and ensuring the organisation upholds its values, vision, mission and strategic objectives, in accordance with its charitable aims and social purpose and ensuring the organisation's long-term success 2. Setting a positive culture, with strong customer focus, which embeds equality, diversity and inclusion in the organisation 3. Ensuring that the organisation operates effectively, efficiently and economically 4. Providing oversight, direction and constructive challenge to the organisation's Chief Executive and Leadership Team 5. The appointment and if necessary, the dismissal of the Chief Executive 6. The appointment and removal of any Non-executive Director and executive officer of the Board including the Company Secretary 7. Approval of the succession plan for Board	ISHA registered rules 27 October 2014 with seal Board Terms of Reference

		8. Appointment and removal of ISHA's External Auditor 9. Satisfying itself as to the integrity of financial information, approving each year's budget, business plan and annual accounts prior to publication 10. Establishing, overseeing and reviewing a framework of delegation and systems of internal control 11. Establishing and overseeing a risk management framework in order to safeguard the assets and reputation of the organisation. 12. Approving and monitoring compliance with the health and safety management system and associated health and safety policies. 13. Hearing the customer voice To ensure that it remains effective and maintains high standards of governance, the Board and its committees undertake an annual effectiveness review as well as a triennial external governance review and individual appraisals as per its Board Appraisal and Effectiveness Policy.	Board Appraisal and Effectiveness Policy
4.1	Strategies and Policies	The Board approves ISHA's 5 year strategic plan and underlying strategies. The list of policies to be approved by the Board is included in the Leadership Team Terms of Reference. A policy register is maintained by Management Team and reviewed by the Leadership Team twice per year.	Leadership Team Terms of Reference Policies Register
5.0	Delegated Authorities from the Board	Delegations from the Board are outlined in board approved Terms of Reference for Committees, Leadership Team and Task and Finish Groups.	
5.1	To Committees	The Board has delegated to the Audit & Risk Committee approval of the following: 1. Fraud policy	Committee Terms of Reference

		2. Anti-money laundering policy 3. Confidential (Whistle-blowing) policy 4. Financial Regulations 5. Insurance Strategy 6. Internal audit contract 7. Internal audit plan 8. Any improvement strategies or plans recommended by the External Auditors Delegations to the Property Investment Committee include approval of the following: 9. Investment schemes which form part of a Board approved programme where the build contract value is between £1m and up to £5.5m 10. Standard designs and specifications including environmental standards for development work 11. Contractors and consultants to be included in the NRA Framework Agreement 12. Provision of development agency services – approve contract terms for Board approved partnerships The Board has delegated to the People Committee approval of the following: 1. Non-contractual payments to individual members of staff but not LT members. 2. Board & Committee Recruitment Procedures 3. Board Member, Chair and Committee Chair role profiles	
--	--	--	--

		4. Redundancy & Restructure Policy	
5.2	To Leadership Team	The Board has delegated to the Leadership Team the following: 1. Day to day management of the organisation and any subsidiaries 2. Development – LT will approve: • Development schemes of up to £1m in contract terms within the agreed development programme and budget and development scheme pursuit costs • Contract disputes (where not certified by consultants) of up to £500k • Litigation – prosecution, defence or settlement of litigation related to development projects up to £500k 3. Human Resources – LT will approve staff: • Recruitment policy • Disciplinary policy • Grievance policy • Performance management & capability policy • Holiday / leave policy • Expenses and car mileage (which must be set to accord with HMRC guidance) • Learning & development policies • Flexi time and Time Off in Lieu (TOIL) policy • Disclosure & barring service (DBS) policy • Changes to staffing structure which are within budget	Leadership Team Terms of Reference

		• Where additional staffing posts agreed by LT will impact on budget, reporting that to Board through the management accounts • Overseeing the process for periodically benchmarking salaries and making appropriate changes • Responses to legal action / litigation against ISHA by staff or ex-staff • Staff training programmes • Reward and recognition (not pay) • EDI Policy Statement 4. Corporate – LT will approve: • Legal services – appointment of solicitors onto the approved solicitors list and/or agree whether to participate in schemes such as HALA • Insurance-review performance of ISHA's insurers • Regulation – approve the annual Statistical Data Return (SDR) to the Regulator of Social Housing. • The systems and processes used in the business • Policies other than those that the Board or Committees has responsibility for (Board as described in appendix A to LT ToRs), specifically individual health and safety policies for e.g. legionella, lifts etc • The Business Continuity Plan, reporting changes and matters of strategic import to Board and providing annual assurance that the plan is up to date. Testing of the plan will take place every two years	
--	--	--	--

		• Regular review of the Fraud and Money Laundering registers and report annually on them to the Audit & Risk Committee and Board • Engagement of the external auditor for any non-audit services 5. Financial Regulations – the Board has given LT delegated authority for a range of matters set out in ISHA’s Financial Regulations. Examples are the write-off of arrears or debts (sections 8.7) and approving exceptions to the organisation’s procurement requirements (section 9.8.1). 6. Policies – LT has delegated authority to approve minor changes to wording of Board approved policies which do not change their meaning (such as name changes or contact details) The Board gives the Chief Executive delegated authority for the recruitment and appointment of Executive Directors.	
6.0	Financial Regulations	The Financial Regulations define the principal procedures that must be followed when dealing with ISHA’s financial affairs. They are primarily operational, however, a summary of the Board’s responsibilities are outlined in the Appendix .	Financial Regulations
7.0	Treasury Management	The Board has delegated the execution and administration of treasury management to the Chief Executive and the Finance Director under the Treasury Management Policy. Authority retained by the Board is as follows:	Treasury Management Policy

		• Approval of Treasury Policies, procedures and delegation of authority. • Approval of the Annual Treasury Report and Quarterly Management Accounts. • Approval of the Annual Treasury Strategy. • Approval of all debt finance agreements and derivatives contracts, having sought the advice of suitably qualified advisors as considered appropriate. • Approval of ISHA Business Plan (alongside appropriate stress and scenario testing).	
8.0	Use of the Seal	As per Rule G5 the Company Secretary keeps the seal. The Board resolved on 27 January 2021, that the seal be affixed by two of the following: the Company Secretary or the Deputy Company Secretary acting on behalf of the Company Secretary; and the Chief Executive or any other Director. Section 22 of the Financial Regulations includes the types of documents which are to be executed under seal as well as the authorised signatories. The Company Secretary maintains the electronic seal register (23.8 of the Financial Regulations) and seal book and reports to the Board annually on the use of the seal as per the Board Terms of Reference.	ISHA registered rules 27 October 2014 with seal Financial Regulations Board Terms of Reference

The Governance Manager and/or Company Secretary will be responsible for updating this document to reflect any changes in the documents referenced herein.

Version 6, 22 December 2025 edited for publication