# sillogo**SIL STANDING ORDERS**

**Introduction**

Standing Orders supplement the Articles of Association by describing the Board’s procedures in conducting its business, and the remit and responsibilities of particular officers, employees, committees and other groups. The Standing Orders are entirely for the Board to determine and must compliment the Articles of Association.

The Board may, by resolution at a properly convened Board meeting, revoke, suspend or amend Standing Orders either permanently or for the purpose of specific business.

**1. The Board**

* 1. The Board has ultimate responsibility for directing the affairs of the charity, ensuring that it is solvent, well run, and delivering the charitable outcomes for the benefit of the public for which it has been set up. The Board has an annual schedule of work to ensure that it meets all statutory and best practice requirements.
  2. As a User Led Organisation (ULO) the Board shall endeavour to maintain a 51% or greater representation of Service Users and Carers. It is intended that the Chair shall be a Service User or Carer.
  3. To discharge its responsibilities effectively the Board shall meet bi-monthly. There will be time available on alternate months (after the Finance Committee) to finish any business not concluded at the bi-monthly meeting.
  4. The Board shall develop policies and procedures to enable it to govern effectively.
  5. The Board shall develop the business and financial strategies.

1. **Board Meetings**
   1. Trustees unable to attend a Board meeting shall give apologies in advance as far as practicably possible.
   2. A meeting may be held by suitable electronic means and / or individual trustees may count towards the quorum by participating in a meeting via electronic communication e.g. webcam.
   3. If a Trustee is absent from two or more consecutive Board meetings without agreement, or more than three meetings in a year in total, a meeting will be held with the Chair to determine if the situation is temporary or ongoing. The Board will then be asked to take a view on the Trustee’s continued Board involvement taking account of all the circumstances and balancing this with the need of the organisation for a strong, committed Board. The Board may decide to grant a time-limited period of absence in certain circumstances. If the trustee has explained the circumstances and their absence has been agreed, this provision would not apply
   4. The Chair and Chief Executive are responsible for drafting the Board Meeting Agenda. Trustees are to inform either person of any matter that they wish to put on the Agenda.
   5. ‘Any Other Business’ (AOB) shall be kept to a minimum. If likely to exceed 5 minutes length the item may be deferred to the next Board meeting. Urgent AOB shall be communicated to the meeting Chair at or before the meeting so that the Chair can decide whether or not to incorporate the item within the Agenda.
   6. The agenda will show whether items are for Information, Action or Decision.
   7. Meeting papers shall arrive with Trustees at least 3 working days prior to the Board meeting to enable Trustees time to read and prepare for the meeting.
   8. Meetings shall start promptly, and Trustees shall support the Chair by remaining focused on the Agenda in order to get through the business.
   9. Draft minutes shall be circulated to The Chair and Vic-Chair for proof reading shortly after the meeting. Corrections and amendments shall be advised prior to the circulation of the papers for the next board meeting.
   10. A Trustee who chairs the next meeting shall sign the approved version of the minutes, which are then held on file.
   11. The Board shall periodically monitor the effectiveness of its meetings On an annual basis.
   12. Urgent decisions can be made via email / post if necessary. 50% of the Trustees must be in agreement for the resolution / decision to be valid.
2. **Committees**
   1. The Board shall determine the nature and number of committees necessary to fulfil the business effectively.
   2. The Board is responsible for committee Terms of Reference and Membership.
   3. The committee chair shall be appointed annually at the first meeting following the AGM.
   4. A committee makes recommendations to the Board for approval. (It is expected that the Board shall ordinarily endorse committee recommendations without revisiting the detail behind those recommendations.)
3. **The Trustees** (see Articles of Association for election and powers of trustees)
   1. The Board shall conduct an annual audit to ensure that Board skills and knowledge meet the current and predicted future needs of the organisation.
   2. The Board has agreed a recruitment and induction process for new Trustees.
   3. All Trustees are expected to attend the AGM.
   4. Trustees must make clear any business or personal interest, (including a ‘conflict of loyalty’) that may conflict with their duties as Trustee of SIL at the earliest opportunity. The Board will then decide on the appropriate course of action from a range of options depending on the individual circumstances.
   5. Trustees are entitled to claim all reasonable out of pocket expenses by the submission of an expenses claim form on a quarterly basis, or more frequently if preferred.
4. **Delegated Authority/ Roles of Officers / Chief Executive**
   1. Delegated authority is given by the Board to the Chair and Treasurer to make decisions/intervene on behalf of the Board in exceptional circumstances. These circumstances will include occasions when the Chief Executive seeks advice, between Board meetings, on urgent issues, and if it were to become obvious to either the Chair or Treasurer that urgent action was required in order to protect the interests of the organisation. In either case all trustees shall be informed at the earliest opportunity.
   2. In the Chair’s absence the Vice Chair acts in all ways as Chair of the organisation. In the absence of the Vice-Chair the Board may, in exceptional circumstances, delegate responsibility to another Trustee.
   3. The Treasurer is responsible for monitoring the implementation of the financial policies and procedures agreed by the Board. Ensuring the correct implementation, is the responsibility of the CEO and Head of Finance.
   4. The Chief Executive has delegated authority for all operational activity, is the Company Secretary and reports monthly to the board; this will be ‘by exception’, on months where no Board meeting occurs. The Board retains decision making powers in relation to:
   5. Substantive revisions to the Contract of Employment.
   6. Determination of the salary structure.
   7. Recruitment of the Chief Executive.
   8. Redundancy of a senior member(s) of management.
   9. Expenditure over £10,000 for a single purchase / supplier contract / consultancy.
   10. Contracts between a purchaser (PCT/Council) and SIL, including any significant alteration to an existing contract.
   11. Contracts for equipment and premises (leases).

**Associated Documents:**

* Articles of Association
* Board Policies / Procedures
* Recruitment & Induction Process for new Trustees/Directors.
* Chief Executive Job Description