
Calling Meetings Policy

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1. Introduction

1.1. Who the Policy Affects

1.2. This policy is aimed at people who are;

- Members of our Governing Body at Clyde Valley Housing Association (CVG) and of the governing body of any of our subsidiary Clyde Valley Property Services (CVPS).
- Everyone who works for us or any of our subsidiaries of the Clyde Valley Group. (CVG)

2. About This Policy

2.1. We are a Registered Social Landlord (RSL) and a Scottish Charity. We are part of a sector that has a strong reputation for integrity and accountability to the people we exist to help and to our Regulators. We must ensure that the organisation upholds its reputation and that of the sector. Our people cannot benefit inappropriately from their connection with CVG.

2.2. The Scottish Housing Regulator (SHR) requires us to have a policy that sets out how we hold and give notice for General Meetings, Special General Meetings, Board Meetings and Special Board Meetings

2.3. As we are a Scottish Charity, all of our Governing Body Members must also ensure that they comply with the Office of the Scottish Charity Regulator (OSCR) guidance to Charity Trustees and charity legislation.

2.4. This Policy outlines in accordance with the Rules of the Association the guidance for calling different types of meetings.

3. What this Policy Covers

3.1. This policy covers:

- Methods to hold meeting
- General Meetings
- Special General Meetings
- Notice for General Meetings
- Board Meetings
- Special Board Meetings
- Sub-committee Meetings

4. Method used to hold the meeting

4.1. All meetings can be carried out either:

- face to face
- by conference call
- by video call.
- A combination of all or some of the above.

4.2. The Board will discuss and agree upon the format for holding the meeting in advance of the papers being due. The Board will at all times ensure they are being inclusive of individuals who are likely to attend the meeting when deciding the method of the

meeting, however at times circumstance may dictate the method of the meetings if there are restrictions in place.

- 4.3. Clear communication will be provided in respect of the format of the meeting, the details of the channels being used and the access to each link. Acceptance to the meeting invite will ask the invitee to select the means in which they are joining the meeting.

5. General Meeting

- 5.1. The Association will hold a general meeting known as the Annual General Meeting (AGM) within six months of the end of the financial year of the Association. The functions of the AGM are to:

- Present the Chairperson's report on the Association's activities for the previous year
- Present the accounts, balance sheet and auditors report
- Election of Board Members
- Appoint auditor for the following year
- Consider any other general business included in the notice of calling the meeting.

- 5.2. Meetings will only take place if there is at least 7 Members either present at the venue, electronically if this has been permitted or represented by a representative. If there are more than 70 Members there must be at least one tenth presented or represented.

- 5.3. If not enough Members are present in person, electronically if this has been permitted or by representative within half an hour of the time the meeting was scheduled to start, the meeting shall be rescheduled to the same day the following week at the same time and venue. The Chair of the meeting must be aware of this and announce the new date at the venue. There is no need to give notice to Members of the rescheduled meeting. If at the rescheduled meeting there are not enough Members present in person, electronically if this has been permitted or by representative at the scheduled starting time the meeting can still go ahead.

- 5.4. If a majority of Members present agree, the Chair of meeting can adjourn the meeting. No business can be discussed at the adjourned meeting other than the business not reached or left unfinished at the original meeting. There is no need to give notice to Members of the adjourned meeting.

- 5.5. The Chair of the CVHA Board will be Chair of all meetings of the Association. If there is no Chair present or the Chair is unwilling to act, Members present must elect a Member of the Board to be Chair at the meeting. If no Board Members are present, the Members must elect a Member to be Chair of the meeting.

- 5.6. If the Chair arrives later, after the meeting has commenced, they will take over as Chair of the meeting as soon as the current agenda item has concluded.

6. Special General Meeting

- 6.1. All general meetings other than AGM are known as special general meetings (SGM).

The Secretary will call a special general meeting if:

- The board requests one

- At least four Members request one in writing. If there are more than 40 Members, at least one tenth of all the Members must ask for the meeting.
- 6.2. Whoever requests the meeting must give the Secretary details of the business to be discussed at the meeting.
 - 6.3. If a SGM is requested the Secretary must within 10 days of having received the request give all Members notice calling the meeting. The meeting must take place within 28 days of the Secretary receiving the Members' request. The Secretary should decide on the time, date and venue for the meeting in consultation with the Board or the Chair, but if such consultation is not practicable the Secretary can decide the time, date and venue for the meeting.
 - 6.4. If the Secretary fails to call the meeting within 10 days, the Board of Members who requested the meeting can arrange to meet themselves.
 - 6.5. A SGM must not discuss any business other than the business mentioned in the notice for calling the meeting.

7. Notice for Meetings

- 7.1. The Secretary will call all general meetings by written notice posted or via email to every Member at the address and/or email given in the Share Membership Register at least 14 days before the date of the meeting. This notice will give details of:
 - The time, date and place of the meeting and if this will be held electronically the details of the electronic means. The meeting may be held electronically and in person as outlined in 4.1 above. It is up to the Board to agree in advance of the notice being sent to call the meeting the format the meeting will be held
 - Whether the meeting is an annual or special general meeting
 - The business for which the meeting is being called.
- 7.2. The Board may ask the Secretary to include with the letter or send separately to Members any relevant paper or accounts. If a Member does not receive notice of meeting or paper relating to the meeting, this will not stop the meeting going ahead as planned. Each communication sent to a Member by post, addressed to their registered address, shall be deemed to have arrived 48 hours after being posted. Communication sent to a Member via email shall be deemed to have arrived on the day it is sent.
- 7.3. The meeting shall not be invalidated by the inadvertent failure of the Association to send a notice calling the meeting to any Member.

8. Board Meetings

- 8.1. Board Members should decide when and where to hold Board Meetings, at least 5 times per year. There must be at least four Board Members participating, Members can participate from any location which allows them to hear or comment on the proceedings, for example a conference call, skype call or any other form of electronic video conference as agreed by the Chair.
- 8.2. Board Members must be sent written notice of Board Meetings at least seven days before the date of the meeting.

8.3. All business for the meeting's agenda must be with the Secretary in good time for it be mailed with the papers accompanying notice of the meeting. Urgent matters not on the agenda may be discussed at meeting if most Board Members agree. Urgent matters known before the meeting should be brought to the attention of the Secretary as soon as possible.

8.4. In all cases the Chair will decide if the matter is urgent.

9. Special Board Meetings

9.1. The Chair or two Board Members can request a Special Meeting of the Board by writing to the Secretary with details of the business to be discussed. The Secretary will send a copy of the request to all Board Members within three working days of receiving the request. The meeting should take place at a place mutually convenient for the majority of Board Members, normally in the place where Board Meetings are held, between 10 and 14 days after the Secretary receives the request.

9.2. No other business may be discussed at the meeting other the business for which the meeting has been called.

9.3. If the Secretary does not call the special meeting in the timescales noted, the Chair or Board Members who requested the meeting can call the meeting. In this case they must write to all Board Members at least seven days before the date of the meeting.

9.4. If a Board Member does not receive notice of the meeting, this will not prevent the meeting going ahead.

10. Sub-Committee Meetings

10.1. A minimum number of sub-committee meetings is three. There must be at least two-thirds of a sub-committee present for the meeting to take place.

11. Other relevant Policies

11.1. The Appointment and re-election of Board Members is linked to this policy. Failure to comply with the terms of this policy will be regarded as a breach of the Code of Conduct.