

SCOTTISH WATER
STANDING ORDERS

Part I - Conduct of Meetings

1. Ordinary Meetings of Scottish Water (SW)

- 1.1 SW shall hold at least 6 (six) Ordinary meetings in each calendar year and no more than 10 (ten) weeks shall elapse between Ordinary meetings.
- 1.2 Subject to Standing Order 1.1, SW may hold such Ordinary and Special meetings as it considers necessary for the effective performance of its functions. The Chair will determine the date, time and venue of meetings.
- 1.3 Unless otherwise directed by the Chair, the majority of members present at any meeting may decide that any subsequent Ordinary Meeting of SW may be held at a different venue.

2. Special Meetings of SW

- 2.1 The Chair, or the Chief Executive after consultation with the Chair, may convene a Special Meeting of SW when the Chair or, as the case may be, the Chief Executive feels that an item of business requires consideration between Ordinary Meetings. The person convening the meeting may determine the date, time and venue of the Special Meeting.

3. Calling of Meetings

- 3.1 The Chair may call a meeting of SW at any time and the Chair of a Committee may, after consultation with the Chair, call a meeting of that Committee at any time and shall call a meeting when required to do so by SW.
- 3.2 If the Chair refuses to call a meeting of SW after a requisition for that purpose specifying the business proposed to be transacted, signed by at least one third of the whole number of members, has been presented to the Chair, and if, without so refusing, the Chair does not call a meeting within 7 (seven) days after such a requisition has been presented, those members who presented the requisition may forthwith call a meeting provided that no business shall be transacted at that meeting other than that specified in the requisition.

4. Notice of Meetings

- 4.1 Before each Ordinary meeting of SW, a notice of the meeting, specifying the time, place and business proposed to be transacted at it and signed by the Chair or by a

member or employee of SW authorised by the Chair to sign on the Chair's behalf, or by those members requisitioning the meeting in terms of Standing Order 3.2 above, shall be delivered to every member or sent by post to the usual place of residence of such members to be available to them at least 3 (three) clear days before the meeting. Meetings of any Committee will require the same kind and period of notice.

- 4.2 Lack of service of the required notice on any member shall not affect the validity of a meeting or any business conducted at the meeting in question.
- 4.3 In the case of a meeting of SW called by members in default of the Chair, the notice shall be signed by those members who requisitioned the meeting in accordance with Standing Order 3.2 above.
- 4.4 Where a meeting needs to be urgently convened at short notice but there is not enough time to comply with Standing Order 4.1, then such compliance will not be required. In such a case, as much notice as is possible will be given to members, including the time, place and business proposed to be transacted at the meeting.
- 4.5 The proceedings of SW or of any Committee shall not be invalidated by any vacancy in its membership or by any defect in the appointment of any member.

5. **Chair**

- 5.1 The Chair, if present, will preside at every meeting of SW. If the Chair is absent from any meeting, then that meeting will be chaired by:-
 - (i) the Deputy Chair (if appointed and present); whom failing
 - (ii) another non-executive member of SW elected by a majority of members present and voting at the meeting.

The expression "Chair" shall be construed accordingly.

5.2 **Powers and Duties of the Chair**

5.2.1 The Chair will:

- (i) preserve order and ensure that every member of SW has a fair hearing and sufficient opportunity to express his or her views on any matter under discussion.
- (ii) decide all matters of order, competency and relevancy.
- (iii) decide between two or more members wishing to speak.
- (iv) if requested by any member, ask the mover of a motion, or an amendment, to state its terms.

- 5.2.2 The ruling of the Chair on all matters (within the Chair's jurisdiction) will be final and will not be open to question or discussion. Deference will be paid at all times to the

authority of the Chair. The Chair will be heard without interruption when addressing any meeting of SW.

- 5.2.3 Any power conferred or duty placed on the Chair in these Standing Orders, shall relate only to the conduct of any meeting of SW at which the Chair is presiding. The appointment of any member by SW to preside as “Chair” at a meeting of SW, will not entitle that member to exercise any other statutory powers which are, or may be, conferred on the Chair of Scottish Water.

6. Standing Orders to be Observed

- 6.1 It is the Chair’s duty to ensure that the Standing Orders are observed.

7. Suspension, Variation or Revocation of Standing Orders

- 7.1 The whole of these Standing Orders may be varied or revoked if:

- (i) there is a valid motion properly seconded; and
- (ii) two thirds of the members present and voting agree.

- 7.2 Any one or more of these Standing Orders (except Standing Order 8) may be suspended in relation to any business being considered at any meeting if:

- (i) there is a valid motion properly seconded; and
- (ii) two thirds of the members present and voting agree.

8. Interests of Members

- 8.1 A member of SW who is directly or indirectly interested in:-

- (i) a contract made or proposed to be made by SW; or
- (ii) any other matter whatsoever which falls to be considered by SW

shall, as soon as is practicable, declare the nature of his or her interest at a meeting of SW and the declaration shall be recorded in the minutes of the meeting.

- 8.2 In the case mentioned in:-

- (i) Standing Order 8.1(i) above, the member shall not take part in any deliberation or decision of SW with respect to the contract;
- (ii) Standing Order 8.1(ii) above, the member shall not take part in any deliberation or decision of SW with respect to the matter if SW decide that the interest in question might affect prejudicially his or her consideration of the matter.

- 8.3 For the purpose of this Standing Order, declaration at a meeting may be made without the attendance in person of the member in question provided that the member takes reasonable steps to ensure that the matter declared is raised, and taken into consideration, at the meeting.
- 8.4 For the purpose of this Standing Order, the majority of the members may by motion require the member having an interest referred to in paragraph 8.1 to leave the meeting while the item is discussed.
- 8.5 The requirements set out in this Standing Order are in addition to any requirement to declare any interest at a meeting or register any Registerable Interest in any Register of Members Interests pursuant to any statutory requirement.

9. **Quorum**

- 9.1 No business shall be transacted at an Ordinary or Special meeting of SW unless there are present, and entitled to vote, at least half of the number of members of SW. A member not entitled to take part in any deliberation or decision as a result of Standing Order 8.2, will not be included in the quorum when SW is deliberating or deciding upon the relevant matter.
- 9.2 The quorum of any Committees will be as determined by SW.
- 9.3 If at the start of, or during, any meeting of SW, or any of its Committees, the Chair finds that none of the remaining items on the agenda can be considered because the necessary quorum is not present, after a lapse of ten minutes, the Chair will cause the roll of members to be called. If a quorum is not then present for the consideration of a least one of the items, the Chair shall either suspend the meeting or bring the meeting to an end.
- 9.4 The Chair may allow members to attend and participate in any Ordinary or Special Meeting by use of video conference or telephone facility. In such circumstances the meeting shall be deemed to be held at the place where the Chair is located at the time of the meeting.

10. **Order of Business**

- 10.1 The business of SW at any Ordinary Meeting will proceed in accordance with the agenda issued for that meeting unless otherwise directed by the Chair. Unless there is any business required by statute to be transacted at a meeting of SW, the Chair may, at the Chair's discretion, alter the order of business at any stage.
- 10.2 Except when the Chair considers that an item should be taken as an emergency, no business other than that on the agenda will be considered except in special circumstances.

11. **Motions and Amendments**

- 11.1 Any member of SW at an Ordinary Meeting of SW may move:

- (i) a motion arising out of the business before the meeting.
- (ii) A motion of which the requisite notice has been given and which appears on the agenda of business.

11.2 No member will be entitled to propose a motion other than one arising directly from a matter before the Ordinary Meeting unless:-

- (i) notice of such motion has been given at a previous Ordinary Meeting; or
- (ii) notice has been received by SW, in writing, at least 10 (ten) working days before the date of the Ordinary Meeting.

In the absence of a member who has given such notice of a motion, any member may move the motion.

11.3 Amendments must be relevant to the motions to which they relate. No member shall move or second more than one amendment to any motion.

11.4 Motions and amendments made at an Ordinary Meeting but not seconded shall not be discussed or recorded in the Minutes.

11.5 A motion or amendment made and seconded shall not be altered or withdrawn unless the mover and seconder consent.

12. **Order of Debate**

12.1 In the event of any formal motion and amendment being considered by SW, every member who speaks will:

- (i) address the Chair,
- (ii) direct his or her speech in support of or in opposition to the motion, or any amendment to it, or to a point of order.

12.2 No member will speak in support of or in opposition to a motion or amendment until it has been properly seconded. A member may reserve his speech till a later stage of the debate if the member declares his intention when seconding a motion or amendment.

12.3 When a motion is under debate, no member may move any other motion or amendment except in the following circumstances:

- (i) to adjourn the meeting in terms of Standing Order 15; or
- (ii) to suspend a member in terms of Standing Order 17.

12.4 Without prejudice to Standing Order 10.1 above, the Chair shall have the power to regulate the conduct of any debate.

13. **Voting**

- 13.1 All acts of and all questions coming and arising before SW or of any Committee shall be done and decided by the majority of the members of SW or the Committee present and voting at that meeting. In the case of an equality of votes, the Chair or person presiding at the meeting shall have the second or casting vote.
- 13.2 No member shall be entitled to have his vote recorded after he has declined to vote.
- 13.3 If there are more amendments than one, votes will be taken between them. The unsuccessful amendments will be eliminated until there remains only one amendment. A vote shall then be taken on the remaining amendment and on the motion, as originally proposed or amended.

14. **Questions**

- 14.1 Any member may put a question to the Chair at any meeting of SW concerning any relevant and competent business arising from the agenda.
- 14.2 When a member raises a question of order at a meeting of SW, the Chair's ruling on it will be final.

15. **Adjournment**

- 15.1 SW may, at any of its meetings, adjourn the meeting to another time and/or venue. Alternatively, the Chair may adjourn the meeting to another time and/or venue.
- 15.2 Any member may ask the Chair for an adjournment at any time during a meeting (not in the course of an address by another member). The Chair may, either in response to any such request, or on his own initiative, adjourn the meeting until another time.
- 15.3 If it is necessary or expedient to do so, a meeting of SW or of any Committee may be adjourned to another day, time and place.
- 15.4 When an adjourned meeting resumes, the proceedings will (subject to the discretion conferred on the Chair under Standing Order 10) restart at the point of the adjournment.

16. **Suspension of Members**

- 16.1 If at any meeting of SW:
 - (i) any member disregards the order or authority of the Chair, or is guilty of obstructive or offensive conduct; and
 - (ii) the Chair calls the attention of the meeting to the member's behaviour,

SW may suspend that member for the remainder of the meeting.

The motion to suspend must be:

- (i) duly seconded, and
- (ii) supported by the majority of the members present and voting.

No debate shall be allowed on such a motion.

17. **Records**

- 17.1 The names of the members present at a meeting shall be recorded.
- 17.2 The minutes of the proceedings of a meeting including any decision or resolution made at that meeting shall be drawn up and submitted to the next ensuing meeting for agreement after which they will be signed by the person presiding at that meeting.

18. **Written Resolutions**

- 18.1 A resolution in writing signed by all the members entitled to receive notice of a meeting of SW or of a Committee shall be as valid and effectual as if it had been passed at a meeting of SW or, as the case may be, a meeting of a Committee duly convened and held and may consist of several documents in the like form signed by one or more members.

19. **Annual Consultative Meeting & Public Consultation**

- 19.1 SW shall make arrangements to hold an Annual Consultative Meeting within 6 (six) weeks of publication of its annual report and accounts.
- 19.2 SW shall advertise at least 7 (seven) days in advance, in a newspaper circulating throughout Scotland, the date, time, venue and purpose of the meeting and its agenda.
- 19.3 The purpose of the meeting shall be to consult with and seek the views of members of the public on strategic matters relating to any current, future or proposed exercise of its functions by SW.
- 19.4 The agenda shall be determined by SW but shall include the following:-
 - (i) a review of the annual report and accounts for the previous financial year and activities carried out during that year;
 - (ii) a review of SW's plans to develop and improve the provision of water and wastewater services to customers;
 - (iii) a review of SW's standards of customer service during the previous financial year including performance under the Code of Practice and any proposals for enhancing those standards.
- 19.5 SW may regulate the conduct of the meeting as it considers appropriate.

- 19.6 SW shall make arrangements to allow members of the public to question the Chair and Chief Executive at appropriate intervals throughout the year and shall put in place such arrangements as it considers appropriate to enable deputations of individuals to be received by SW.

Part II - Committees

20. **Proceedings at Committees**

- 20.1 These Standing Orders shall, in so far as they can be applied, regulate the proceedings of any Committee of SW. The Chair and membership of any Committee will be determined by SW. SW will have the power to remove and/or replace the Chair and/or any member of any such Committee. The term "Chair" will be construed accordingly.
- 20.2 The Chair of a Committee may at any time give instructions for the calling of a special meeting. The notice shall state the special purpose for which the meeting is called. Such meetings shall be held at a time determined by the Chair of the Committee.
- 20.3 When any matter is remitted to a Committee that has delegated powers, the resolution of the Committee may be carried out without waiting for the approval of SW. However, it shall be reported to the next meeting of SW for information.