



ROLE DESCRIPTIONS FOR GOVERNING BODY MEMBERS AND OFFICE BEARERS

Craig Porter
Craig.porter@almondha.org.uk

Contents

Role Description for a Governing Body Member.....	2
1. Introduction	2
2. Primary Responsibilities.....	2
3. Key Expectations	3
4. Main Tasks.....	3
5. Duties	3
6. Commitment	4
7. What AHA Offers GBMs	5
8. Review	5
Role Description for Chair	6
1. Introduction	6
2. Key Responsibilities.....	6
3. Leadership and Direction	7
4. Working with the Chief Executive	7
5. Promoting Good Governance	8
6. Conduct of HA’s Business	8
7. Monitoring and Review	9
Role Description for Vice Chair	10
1. Introduction	10
2. Role of Vice Chair	10
3. Monitoring and Review	10
Role Description for Secretary	11
1. Introduction	11
2. Duties of the Secretary	11
3. Monitoring and Review	11

Role Description for a Governing Body Member

1. Introduction

“The Governing Body leads and directs the RSL to achieve good outcomes for its tenants and other service users.” Regulatory Standards of Governance and Financial Management, Standard 1¹

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a governing body member (GBM) of Almond Housing Association (AHA). It should be read in conjunction AHA’s Rules and Standing Orders.
- 1.2 AHA is a Registered Social Landlord and a Scottish Charity. The role description reflects the principles of good governance and takes account of and is compliant with the expectations of the Regulatory Standards of Governance and Financial Management for Scottish RSLs and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).
- 1.3 AHA encourages people who are interested in the Association’s work to consider seeking election as a GBM and is committed to ensuring broad representation from the communities that it serves. GBMs do not require ‘qualifications’ but, from time to time, we will seek to recruit people with specific skills and experience to add to or expand the existing range of skills and experience available to ensure that the governing body is able to fulfil its purpose. We have developed a profile for the GB which describes the skills, qualities and experience that we consider we need to lead and direct AHA and carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.
- 1.4 This role description applies to all members of the governing body, whether elected or co-opted or appointed, new or experienced. It is subject to periodic review.

2. Primary Responsibilities

- 2.1 As a GBM your primary responsibilities are, with the other members of the governing body, to
 - Lead and direct AHA’s work
 - Promote and uphold AHA’s values
 - Set and monitor standards for service delivery and performance
 - Control AHA’s affairs and ensure compliance
 - Uphold AHA’s Code of Conduct and promote good governance
- 2.2 Responsibility for the operational implementation of AHA’s strategies and policies is delegated to the Chief Executive.

¹ Scottish Housing Regulator (February 2020) *Regulation of Social Housing in Scotland: Our Framework* available [here](#)

3. Key Expectations

- 3.1 AHA has agreed a Code of Conduct for Governing Body Members which every member is required to sign on an annual basis and uphold throughout their membership of the governing body.
- 3.2 Each GBM must accept and share collective responsibility for the decisions properly taken by the governing body. Each GBM is expected to contribute actively and constructively to the work of AHA. All members are equally responsible in law for the decisions made.
- 3.3 Each member must always act only in the best interests of AHA and its customers, and not on behalf of any interest group, constituency or other organisation. GBMs cannot act in a personal capacity to benefit themselves or someone they know.

4. Main Tasks

- To contribute to formulating and regularly reviewing AHA's values, strategic aims, business objectives and performance standards
- To monitor AHA's performance
- To be informed about and ensure AHA's plans take account of the views of tenants and other customers
- To ensure that AHA operates within and be assured that AHA is compliant with the relevant legal requirements and regulatory frameworks
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that AHA is adequately resourced to achieve its objectives and meet its obligations
- To oversee and ensure AHA's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants
- To act, along with the other members of the governing body, as the employer of AHA's staff
- To ensure that AHA is open and accountable to tenants, regulators, funders and partners

5. Duties

- Act at all times in the best interests of AHA
- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the governing body and sub-committees
- Contribute effectively to discussions and decision making
- Exercise objectivity, care and attention in fulfilling your role

- Take part in ongoing training and other learning opportunities
- Take part in an annual review of the effectiveness of AHA's governance and of your individual contribution to AHA's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent AHA positively and effectively at all times, including when attending meetings and other events
- Respect and maintain confidentiality of information
- Treat colleagues with respect and foster effective working relationships within the governing body and between the governing body and staff
- Be aware of and comply with our policy on the restrictions on payments and benefits
- Register any relevant interests as soon as they arise and comply with AHA's policy on managing conflicts of interest

6. Commitment

6.1 An estimate of the annual time commitment that is expected from GBMs is:

Activity	Time
Attendance at up to six regular meetings of the governing body	12 hours
Reading and preparation for meetings of the governing body	24-36 hours
Attendance at up to five sub-committee meetings (additional if required)	Up to 10 hours
Reading and preparation for sub-committee meetings	20 hours
Attendance at annual planning and review events (including individual review meeting)	4-6 hours
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	Up to 2 hours
Attendance at internal briefing and training events	Varied
External Training and conference attendance (may include overnight stay or weekend)	Varied
Total	Approx. 86 hours*

**This assumes membership of all sub-committees, which is not mandatory.*

7. What AHA Offers GBMs

- 7.1 All GBMs are volunteers and receive no payment for their contribution. AHA has adopted an Entitlements, Payments and Benefits Policy which prevents you or someone close to you from inappropriately benefiting personally from your involvement with AHA. This and related policies also seek to ensure that you are not unfairly disadvantaged by your involvement with AHA. All out of pocket expenses associated with your role as a GBM will be fully met and promptly reimbursed.
- 7.2 In return for your commitment, AHA offers:
- A welcome and introduction when you first join the governing body;
 - A mentor from the governing body and a named staff contact for the first six months, with ongoing support
 - Clear guidance, information and advice on your responsibilities and on AHA's work
 - Formal induction training to assist settling in
 - Papers which are clearly written and presented, and circulated in advance of meetings
 - The opportunity to put your experience, skills and knowledge to constructive use
 - The opportunity to develop your own knowledge, experience and personal skills
 - The chance to network with others with shared commitment and ideals

8. Review

- 8.1 This role description was approved by the governing body on Almond HA. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the governing body not later than three years from adoption.

Role Description for Chair

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of AHA and to the Chairs of AHA's sub-committees. The responsibilities described here are additional to those set out in the governing body members' (GBM) role description. It should be considered alongside AHA's Rules Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy .
- 1.2 This role description will be used to support the annual review of the governing body's effectiveness. It will be used to appoint the Chair and sub-committee Chairs after each AGM. GBMs who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here before the election takes place.
- 1.3 In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.
- 1.4 As set out in the Standing Orders, the Chair of AHA may not also serve as the Chair of a sub-committee and each sub-committee must elect a different Chair.
- 1.5 An overview of the Role of the Chair is outlined in Rule [59.6] of AHA's Rules.
- 1.6 The Chair will be elected by the governing body each year at the first governing body meeting following the AGM. Whilst the Chair of AHA can be re-elected, in accordance with Rule [59.11] of AHA's Rules, they cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five year maximum term.

2. Key Responsibilities

- 2.1 The Chair must act, and be seen to act, at all times on behalf of the governing body. The Chair's key responsibilities are:
 - To lead the governing body or sub-committee constructively, provide direction and manage meetings effectively
 - To develop and maintain a constructive and positive working relationship between the Chair and Chief Executive and senior staff
 - To uphold AHA's Code of Conduct and promote good governance
 - Ensure decision making complies with Standing Orders and Scheme of Delegation
 - To be a positive and effective ambassador for AHA
 - To ensure that AHA's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required
 - To be accountable for the actions of the Chair

3. Leadership and Direction

3.1 The Chair is expected to:

- Lead by positive action and example
- Represent AHA positively and effectively
- Set the style and tone of governing body or sub-committee meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for AHA's governing body
- Ensure that the necessary arrangements are in place to enable AHA to honour its obligations, achieve its objectives and meet agreed targets
- Demonstrate and support the principles of good governance at all times
- Ensure that the governing body has access to the range of skills, knowledge and experience necessary for the achievement of AHA's aims and objectives and for the fulfilment of the governing body's responsibilities
- Ensure that the governing body has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought
- Provide support to new and experienced governing body members by promoting access to relevant induction, training and development opportunities

4. Working with the Chief Executive Officer (CEO)

4.1 The Chair should:

- Establish a constructive relationship with the CEO and ensure that their respective roles of leading and managing are recognised and promoted effectively. Sub-committee Chairs should establish similar relationships with the relevant senior staff member.
- Ensure that the conduct of AHA's business continues effectively between meetings of the governing body and act under delegated or emergency authority when necessary
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a CEO, in accordance with AHA's agreed recruitment practices
- Carry out the CEO's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the governing body.
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the CEO

- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the CEO, in accordance with AHA's agreed procedures

5. Promoting Good Governance

5.1 The Chair is required to:

- Promote and demonstrate the highest standards of ethical conduct and integrity
- Build and sustain constructive relationships with other office bearers, members of the governing body and senior staff
- Initiate any investigation under the terms of AHA's Code of Conduct
- Chair all general meetings of AHA in accordance with the Rules
- Chair all governing body meetings of AHA, in accordance with the Rules and Standing Orders
- Ensure that all governing body members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- Ensure that effective induction and ongoing training and support are provided to all governing body members and that annual performance reviews are conducted in accordance with AHA's policy
- Manage meetings inclusively and effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically
- Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively

6. Conduct of HA's Business

6.1 The Chair is expected to:

- Ensure that AHA's business is efficiently and accountably conducted between governing body meetings
- Sign (or otherwise authorise) payment instructions and documents requiring the governing body or the Chair's authorisation, in accordance with AHA's standing orders
- Take decisions on behalf of the organisation in the event of emergencies that occur outside the regular meeting cycle and report these back to the governing body for ratification
- Ensure that the range of skills, knowledge and experience required to lead AHA effectively is available to the governing body and that the governing body is able to access specialist support when necessary

- Lead the governing body's succession planning and recruitment to ensure good governance and regulatory compliance.

7. Monitoring and Review

- 7.1 This role description was approved by the governing body on 2nd November 2023. It will be reviewed not later than November 2026.

Role Description for Vice Chair

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of AHA. The responsibilities described here are additional to those set out in the governing body members' (GBM) role description. It should also be considered alongside:
 - the Role Description for the Chair of AHA;
 - AHA's Rules; and
 - AHA's Standing Orders.
- 1.2 In the event that the Chair of AHA is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.
- 1.3 The position of Vice Chair will be elected by the governing body, every year at the first meeting following the AGM.
- 1.4 In accordance with Rule [59.11] of AHA's Rules, the Chair cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five-year maximum term.
- 1.5 When the Chair stands down, the Vice Chair in post will be asked if they wish to stand for election to become Chair.
- 1.6 The role of Vice Chair must be carried out by a governing body member, and may also be carried out by a former office bearer.

2. Role of Vice Chair

- 2.1 The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair of AHA. Therefore, this role description must be read in conjunction with the Role Description for the Chair of AHA.
- 2.2 When known in advance, the Vice Chair should ensure that they are available for any governing body meeting that the Chair is unable to attend – e.g. where the Chair has booked a holiday. Close liaison with the Chair is a key requirement of the role.
- 2.3 The individual holding the post of Vice Chair will gain training and insight as to whether they would like to consider performing the role of Chair in the future.

3. Monitoring and Review

- 3.1 This role description was approved by the governing body on 2nd November 2023. It will be reviewed not later than November 2026.

Role Description for Secretary

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of AHA. It should also be considered alongside AHA's Rules and Standing Orders.
- 1.3 Where appropriate, the Secretary's duties can be delegated to an appropriate employee of AHA, with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner. All of the practical duties detailed in 2.2 – with the exception of attendance at meetings - will be delegated to the Chief Executive.

2. Duties of the Secretary

- 2.1 AHA's Rules specify the Role of the Secretary in detail.
- 2.2 The duties of the secretary include:
 - Calling and going to all Annual General Meetings, Special General Meetings and governing body meetings
 - Keeping the minutes for all Annual General Meetings, Special General Meetings and governing body meetings
 - Sending out letters, notices calling meetings and relevant documents to Members before a meeting
 - Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator
 - Ensuring compliance with AHA's Rules
 - Keeping the Register of Members and other Registers required by AHA's Rules
 - Supervision of the AHA's seal

3. Monitoring and Review

- 3.1 This role description was approved by the governing body on 2nd November 2023. It will be reviewed not later than November 2026.