



**Rural Stirling**  
Housing Association



Quality property  
management services

# RSG Role Descriptions for Governing Body Members' and Office Bearers

Approved: June 2022

## **1. Introduction**

### **Background**

The role descriptions in this document have been adapted from the Scottish Federation of Housing Associations (SFHA) Model Role Descriptions for Governing Body Members and Office Bearers 2021. The content is also consistent with the SFHA Model Rules 2020, adopted by the Association in October 2020.

Role descriptions are provided for;

- Governing Body Members
- Chair
- Vice Chair

The Rural Stirling Group (RSG) has assigned the role of the Secretary to the CEO. This is reflected in the Standing Orders and Schedule of Delegation and a separate Role Description is not necessary.

## **2. Role Descriptions**

### **2.1 Governing Body Member (GMB)**

The role description has been prepared to set out the responsibilities that are associated with being a governing body member (GBM). The role description also applies to GBMs of Venachar Ltd. a wholly owned subsidiary within the Rural Stirling Group (RSG). The role descriptions should be read in conjunction with the Rules and Standing Orders and the RSG Governing Body Members Guide.

RSHA 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 SHR Regulatory Standards of Governance and Financial Management for Scottish RSLs and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).

We encourage people who are interested in our work to consider seeking election as a GBM and we are committed to ensuring broad representation from the communities that we serve. Our 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 which describes the skills, qualities and experience that we consider we need to lead and direct our organisation and we carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.

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.

### **2.1.2 Primary Responsibilities**

As a GBM your primary responsibilities are, with the other members of the governing body, to

- Lead and direct our work
- Promote and uphold our values
- Set and monitor standards for service delivery and performance
- Control our affairs and ensure compliance
- Uphold our Code of Conduct and promote good governance

Responsibility for the operational implementation of strategies and policies is delegated to the CEO.

### **2.1.3. Key Expectations**

We have an agreed a Code of Conduct for GBMs which every member is required to sign on an annual basis and uphold throughout their membership of the governing body.

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 our work. All members are equally responsible in law for the decisions made.

Each member must always act only in our best interests and of our 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.

### **2.1.4. Main Tasks**

- To contribute to formulating and regularly reviewing our values, strategic aims, business objectives and performance standards
- To monitor our performance
- To be informed about and ensure our plans take account of the views of tenants and other customers
- To ensure that we operate within and be assured that we are compliant with the relevant legal requirements and regulatory frameworks

- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that we are adequately resourced to achieve our objectives and meet our obligations
- To oversee and ensure our 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 our staff
- To ensure that we are open and accountable to tenants, regulators, funders and partners

#### **2.1.5. Duties**

- Act at all times in our best interests
- 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 our governance and of your individual contribution to our governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent us positively and effectively at all times, including in our local communities and 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 our 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 our policy on managing conflicts of interest

### 2.1.6. Commitment

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

Activity	Time (hours)
Attendance at up to <b>7</b> regular meetings of the governing body	<b>14</b>
Reading and preparation for meetings of the governing body	<b>14</b>
Attendance at Sub-committee meetings (optional)	<b>6</b>
Reading and preparation for sub-committee meetings (optional)	<b>6</b>
Attendance at annual planning and review events (including individual review meeting)	<b>6</b>
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	<b>4</b>
Attendance at mandatory internal briefing and training events	<b>8</b>
Attendance at optional training events	<b>8</b>
External Training and conference attendance (may include overnight stay or weekend)	<b>4</b>
<b>Total</b>	<b>70</b>

### 2.1.7. What RSHA Offers GBMs

All of our GBMs are volunteers and receive no payment for their contribution. We have adopted an Entitlements, Payments and Benefits Policy which prevents you or someone close to you from inappropriately benefiting personally from your involvement with us. This and related policies also seek to ensure that you are not unfairly disadvantaged by your involvement with us. All out of pocket expenses associated with your role as a GBM will be fully met and promptly reimbursed.

In return for your commitment, we offer:

- A welcome and introduction when you first join the governing body;
- Formal induction training to assist settling in

- A mentor from the governing body if required
- Clear guidance, information and advice on your responsibilities and on our work
- 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

## 2.2 Chair

### 2.2.1 Role description

This role description sets out the particular duties and responsibilities that attach to the Chair of RSHA and to the Chair of RSHA's Audit and Risk 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 our Rules, Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy and the RSG Governing Body Members Guide.

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 Chair 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.

In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.

As set out in the Standing Orders, the Chair of RSHA may not also serve as the Chair of the Sub-committee. The Sub-committee must elect a different Chair.

An overview of the Role of the Chair is outlined in Rule **59.6** of our Rules.

The Chair will be elected by the governing body each year at the first governing body meeting following the AGM. Whilst the Chair of RSHA can be re-elected, in accordance with Rule **59.11** of our 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.

**In the spirit of our rules, if an individual has served five years as Chair, they should not be subsequently re-elected as Chair at any point.**

### 2.2.2. Key Responsibilities

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 CEO and senior staff
- To uphold our 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
- To ensure that our business is conducted effectively between meetings and that emergency decisions are taken appropriately when required
- To be accountable for the actions of the Chair
- The Chair of RSHA will act as the organisation's representative for member organisations e.g., EVH, SFHA etc

### **2.2.3. Leadership and Direction**

The Chair is expected to:

- Lead by positive action and example
- Represent us 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 our governing body
- Ensure that the necessary arrangements are in place to enable us to honour our obligations, achieve our 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 our 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

- Establish a constructive relationship with other Office Bearers

#### **2.2.4. Working with the CEO**

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. The Subcommittee Chair should establish similar relationships with the CEO and other relevant senior staff members.
- Ensure that the conduct of our 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 our agreed recruitment practices
- Meet regularly with the CEO and other Office Bearers to approve and agree Board meeting agendas and act as a sounding Board between meetings
- Meet regularly with the CEO on a one to one basis to provide support
- Carry out, with at least one other governing body member, 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 our agreed procedures

#### **2.2.5. Promoting Good Governance**

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 our Code of Conduct
- Chair all general meetings in accordance with the Rules
- Chair all governing body meetings, 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 our 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

### **2.2.6. Conduct of Business**

The Chair is expected to:

- Ensure that 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 our 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 the organisation 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.

## **2.3 Vice Chair**

### **2.3.1 Role Description for Vice Chair**

This role description sets out the particular duties and responsibilities that attach to the Vice Chair. 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, our Rules and Standing Orders and the RSG Governing Body Members Guide.

In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.

The position of Vice Chair will be elected by the governing body, every year at the first meeting following the AGM.

In accordance with Rule **59.11** of RSHA'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. **When the Chair stands down, the Vice Chair in post will be asked if they wish to stand for election to become Chair.**

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.

### **2.3.2. Role of Vice Chair**

The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair. **This role description must therefore be read in conjunction with the Role Description for the Chair.**

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.

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. To aid succession planning and as and when required, the post of Vice Chair may be held jointly between members of the governing body.

## **3. Review**

Role descriptions were approved by the governing body on **16 June 2022** and will form the basis of the annual review of the effectiveness of contribution to our governance. It will be reviewed by the governing body no more than **three** years from adoption.