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## ROLES, DUTIES AND AUTHORITY OF OFFICE BEARERS

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**Title:** Roles, Duties and Authority of Governing Body Members and Office Bearers

**Purpose of Procedure:**

**Section:** Committee

**Date:** June 2021

**Review Date:** June 2024

**Regulatory Standards of Governance & Financial Management & Guidance:**

Standard 1

- 1.2 The RSL's governance policies and arrangements set out the respective roles, responsibilities and accountabilities of governing body members and senior officers, and the governing body exercises overall responsibility and control of the strategic leadership of the RSL.

**Reference:** Regulatory Standards of Governance & Finance Management & Guidance

**BLAIRTUMMOCK HOUSING ASSOCIATION LIMITED**

**ROLES, DUTIES AND AUTHORITY OF GOVERNING BODY MEMBERS  
AND OFFICE BEARERS**

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## 1.0 ROLE DESCRIPTION FOR GOVERNING BODY MEMBERS OF BHA

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### 1.1 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 1<sup>1</sup>

- 1.1.1 This role description has been prepared to set out the responsibilities that are associated with being a governing body member (GBM) of Blairtummock Housing Association (**BHA**). It should be read in conjunction with the accompanying person specification [or GB profile] and **BHA**'s Rules and Standing Orders.
- 1.1.2 **BHA** 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).
- 1.1.3 **BHA** 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 BHA and carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.
- 1.1.4 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.
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## 1.2 Primary Responsibilities

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

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

1.2.2 Responsibility for the operational implementation of **BHA**'s strategies and policies is delegated to the Senior Officer.

## 1.3 Key Expectations

1.3.1 **BHA** 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.

1.3.2 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 **BHA**. All members are equally responsible in law for the decisions made.

1.3.3 Each member must always act only in the best interests of **BHA** 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.

## 1.4 Main Tasks

- To contribute to formulating and regularly reviewing **BHA**'s values, strategic aims, business objectives and performance standards
- To monitor **BHA**'s performance
- To be informed about and ensure **BHA**'s plans take account of the views of tenants and other customers
- To ensure that **BHA** operates within and be assured that **BHA** 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 **BHA** is adequately resourced to achieve its objectives and meet its obligations

- To oversee and ensure **BHA**'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 **BHA**'s staff
- To ensure that **BHA** is open and accountable to tenants, regulators, funders and partners

## 1.5 Duties

- Act at all times in the best interests of **BHA**
- 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 **BHA**'s governance and of your individual contribution to **BHA**'s governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent **BHA** positively and effectively at all times, including **[in 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 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 **BHA**'s policy on managing conflicts of interest

## 1.6 Commitment

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

Activity	Time
Attendance at up to <b>10</b> regular meetings of the governing body	<b>20 hrs</b>
Reading and preparation for meetings of the governing body	<b>10 hrs</b>
Attendance at up to <b>4</b> sub-committee meetings	<b>8 hrs</b>
Reading and preparation for sub-committee meetings	<b>4 hrs</b>

Attendance at annual planning and review events (including individual review meeting)	<b>2 days</b>
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	<b>1.5 days</b>
Attendance at internal briefing and training events	
External Training and conference attendance (may include overnight stay or weekend)	<b>3</b>

## 1.7 What BHA Offers GBMs

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

1.7.2 In return for your commitment, **BHA** 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 **BHA's** work
- Formal induction training to assist settling in
- Papers which are clearly written and presented, and circulated in advance of meetings, currently sent to iPad provided by BHA.
- 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

## 1.8 Review

1.8.1 This role description was approved by the governing body on 24<sup>th</sup> June 2021. 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 **no more than three years from adoption.**

## 2.0 MODEL ROLE DESCRIPTION FOR CHAIRPERSON

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### 2.1 Introduction

- 2.1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of BHA and to the Chairs of BHA'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 BHA's Rules Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy.
- 2.1.2 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.
- 2.1.3 In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.
- 2.1.4 As set out in the Standing Orders, the Chair of BHA may not also serve as the Chair of a sub-committee and each sub-committee must elect a different Chair.
- 2.1.5 An overview of the Role of the Chair is outlined in Rule **[59.6]** of **BHA's** Rules.
- 2.1.6 The Chair will be elected by the governing body each year at the first governing body meeting following the AGM. Whilst the Chair of **BHA** can be re-elected, in accordance with Rule **[59.11]** of **BHA'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.
- 2.1.7 In the spirit of BHA's rules, if an individual has served five years as Chair, they should not be subsequently re-elected as Chair at any point.

### 2.2 Key Responsibilities

- 2.2.1 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 [Senior Officer} and senior staff
- To uphold **BHA**'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 **BHA**
- To ensure that **BHA**'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

## 2.3 Leadership and Direction

### 2.3.1 The Chair is expected to:

- Lead by positive action and example
- Represent **BHA** 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 **BHA**'s governing body
- Ensure that the necessary arrangements are in place to enable **BHA** 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 **BHA**'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

## 2.4 Working with the Director

### 2.4.1 The Chair should:

- Establish a constructive relationship with the Director 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 **BHA**'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 Director, in accordance with **BHA**'s agreed recruitment practices
- Carry out, with at least one other governing body member, the Director'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 Director
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Director, in accordance with **BHA**'s agreed procedures

## 2.5 Promoting Good Governance

### 2.5.1 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 **BHA**'s Code of Conduct
- Chair all general meetings of **BHA** in accordance with the Rules
- Chair all governing body meetings of **BHA**, 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 **BHA**'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

## 2.6 Conduct of HA's Business

### 2.6.1 The Chair is expected to:

- Ensure that **BHA**'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 **BHA**'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 BHA 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 24<sup>TH</sup> June 2021. It will be reviewed not later than June 2024.

## 3.0 MODEL ROLE DESCRIPTION FOR VICE CHAIRPERSON

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### 3.1 Introduction

3.1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of **BHA**. 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 **BHA**;
- **BHA**'s Rules; and
- **BHA**'s Standing Orders.

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

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

3.1.4 In accordance with Rule **59.10** of **BHA**'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.

**3.1.5 When the Chair stands down, the Vice Chair in post will be asked if they wish to stand for election to become Chair.**

3.1.6 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.

### 3.2 Role of Vice Chair

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

3.2.2 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.

3.2.3 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.

### **3.3 Monitoring and Review**

3.1 This role description was approved by the governing body on 24<sup>th</sup> June 2021. It will be reviewed not later than June 2024.

## 4.0 MODEL ROLE DESCRIPTION FOR SECRETARY

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### 4.1 Introduction

4.1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of **BHA**. The responsibilities described here are additional to those set out in the governing body members' (GBM) role description. It should also be considered alongside **BHA's** Rules and Standing Orders.

4.1.2 The role of the Secretary will be carried out by a governing body member of **BHA** who will be elected by the governing body, every year at the first meeting following the AGM.

4.1.3 Where appropriate, the Secretary's duties can be delegated to an appropriate employee of **BHA**, with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner. **All of the practical duties detailed at 2.1 – with the exception of attendance at meetings - will be delegated to Director**

### 4.2 Duties of the Secretary

4.2.1 **BHA's** Rules specify the Role of the Secretary in detail. **All references to the Secretary within BHA's Rules are provided as Annex 1**

4.2.2 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 **BHA's** Rules
- Keeping the Register of Members and other Registers required by **BHA's** Rules
- Supervision of the **BHA's** seal

### 4.3 Monitoring and Review

4.3.1 This role description was approved by the governing body on 24<sup>th</sup> June 2021. It will be reviewed not later than June 2021.

## **Annex 1 – References to Secretary Within BHA’s Rules**

### **1. Rules Relating to Correspondence with Members**

#### **[Rule 10]**

If you change your address, you must let the Association know by writing **to the Secretary** at the registered office within three months. This requirement does not apply if you are a tenant of the Association and have moved home by transferring your tenancy to another property owned and managed by the Association.

#### **[Rule 11.1.1]**

Your membership of the Association will end and the Committee will cancel your share and record the ending of your membership in the Register of Members if you (a Member) resign your membership giving seven days’ notice in writing **to the Secretary** at the registered office.

**The Secretary** must notify the Member of the complaint in writing no less than one calendar month before the meeting takes place

### **2. Rules Relating to Annual and Special General Meetings**

#### **[Rule 21.1]**

All general meetings other than annual general meetings are known as special general meetings. **The Secretary** will call a special general meeting if:

**[21.1.1]** the Committee requests one; or

**[21.1.2]** 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.

#### **[Rule 21.2]**

Whoever asks for the meeting must give **the Secretary** details of the business to be discussed at the meeting.

#### **[Rule 21.3]**

If a special general meeting 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 a time, date and place for the meeting in consultation with the Committee or the Chairperson, but if such

consultation is not practicable **the Secretary** can on his/her own decide the time, date and place for the meeting.

**[Rule 21.4]**

If **the Secretary** fails to call the meeting within ten days, the Committee or the Members who requested the meeting can arrange the meeting themselves.

**[Rule 22.1]**

**The Secretary** will call all general meetings by written notice posted or sent by fax or email to every Member at the address, fax number or email address given in the Register of Members at least 14 days before the date of the meeting. This notice will give details of:

**[22.1.1]** the time, date and place of the meeting;

**[22.1.2]** whether the meeting is an annual or special general meeting;

**[22.1.3]** the business for which the meeting is being called

**[Rule 22.2]**

The Committee may ask **the Secretary** to include with the letter or send separately to Members any relevant papers or accounts. If a Member does not receive notice of a meeting or papers relating to the meeting, this will not stop the meeting going ahead as planned. Each communication sent to a Member by post, addressed to his or her registered address, shall be deemed to have arrived forty eight hours after being posted. Each communication sent to a Member by fax or email shall be deemed to have arrived on the day it is sent.

### **3. Rules Relating to Committee Meetings and Special Committee Meetings**

**[Rule 50]**

Committee Members must be sent written notice of Committee meetings posted, or delivered, by hand or sent by fax or email to the last such address for such communications given to **the Secretary** at least seven days before the date of the meeting. The accidental failure to give notice to a Committee Member or the failure of the Committee Member to receive such notice shall not invalidate the proceeding of the relevant meeting.

**[Rule 56.1]**

The Chairperson or two Committee Members can request a special meeting of the Committee by writing to **the Secretary** with details of the business to be discussed. **The Secretary** will send a copy of the request to all Committee Members within three working days of receiving it. The meeting will take place at a place mutually convenient for the majority of Committee Members, normally the usual place where Committee Meetings are held, between 10 and 14 days after **the Secretary** receives the request.



### **[Rule 56.3]**

If **the Secretary** does not call the special meeting as set out above, the Chairperson or the Committee Members who request the meeting can call the meeting. In this case, they must write to all Committee Members at least seven days before the date of the meeting.

## **4. Rules Relating to the Role of the Secretary**

### **[Rule 59.1]**

The Association must have a **Secretary**, a Chairperson and any other Office Bearers the Committee considers necessary. The Office Bearers, except for **the Secretary**, must be elected Committee Members and cannot be co-optees. An employee may hold the office of **Secretary** although not be a Committee Member. The Committee will appoint these Office Bearers. If **the Secretary** cannot carry out his/her duties, the Committee, or in an emergency the Chairperson, can ask another Office Bearer or employee to carry out **the Secretary's** duties until **the Secretary** returns.

### **[Rule 59.2]**

**The Secretary** and the other Office Bearers will be controlled, supervised and instructed by the Committee.

### **[Rule 59.3]**

**The Secretary's** duties include the following (these duties can be delegated to an appropriate employee with **the Secretary** assuming responsibility for ensuring that they are carried out in an effective manner):

- [59.3.1]** calling and going to all meetings of the Association and all the Committee Meetings;
- [59.3.2]** keeping the minutes for all meetings of the Association and Committee;
- [59.3.3]** sending out letters, notices calling meetings and relevant documents to Members before a meeting;
- [59.3.4]** preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;
- [59.3.5]** ensuring compliance with these Rules;
- [59.3.6]** keeping the Register of Members and other registers required under these Rules; and
- [59.3.7]** supervision of the Association's seal.

### **[Rule 59.4]**

**The Secretary** must produce or give up all the Association's books, registers, documents and property whenever requested by a resolution of the Committee, or of a general meeting.

**[Rule 59.10]**

The Chairperson can resign his/her office in writing to **the Secretary** and must resign if s/he leaves the Committee or is prevented from standing for, or being elected to the Committee under Rule 43. The Committee will then elect another Committee Member as Chairperson.

**[Rule 63]**

The Association shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 and record the execution in the register. The use of a common seal is not required. The Association may have a seal which **the Secretary** must keep in a secure place unless the Committee decides that someone else should look after it. The seal must only be used if the Committee decides this. When the seal is used, the deed or document must be signed by **the Secretary** or a Member of the Committee or another person duly authorised to subscribe the deed or document on the Association's behalf and recorded in the register.

**[Rule 68]**

At the last Committee Meeting before the annual general meeting, **the Secretary** must confirm in writing to the Committee that Rules 62 to 67 have been followed or, if they have not been followed, the reasons for this. **The Secretary's** confirmation or report must be recorded in the minutes of the Committee Meeting.

**[Rule 75.1]**

Every year, within the time allowed by the law, **the Secretary** shall send to the Financial Conduct Authority the annual return in the form required by the Financial Conduct Authority.

**[Rule 75.2]**

**The Secretary** must also send:

- [75.2.1]** a copy of the auditor's report on the Association's accounts for the period covered by the return; and
- [75.2.2]** a copy of each balance sheet made during that period and of the auditor's report on that balance sheet.

**[Rule 85]**

**The Secretary** shall, on demand, provide a copy of the Rules of the Association free of charge to any Member who has not previously been given a copy and, upon payment of such fee as the Association may require, not exceeding the amount specified by law, to any other person.

## **5.0 MODEL ROLE DESCRIPTION FOR TREASURER**

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### **5.1 Appointment/Resignation/Removal**

The Treasurer shall be elected by the members of the Committee at the first meeting after each Annual General Meeting to hold office until the conclusion of the next Annual General Meeting unless he/she ceases in the meantime to be a Committee member

He/she shall be removable from office only by a vote of 2/3 of those members present at a special meeting called for that purpose.

The Treasurer may resign his/her office by notice in writing to the Chairperson and shall vacate office for any reason he/she ceases to be a member of the Committee. Where the Treasurer resigns or vacates office, the Management Committee shall immediately elect one of their number to be Treasurer in his/her place.

### **5.2 General Role and Duties**

The Treasurer shall comply with Rule 60 (Financial Guarantees for Officers).

### **5.3 The Duties of the Treasurer**

The Treasurer shall ensure that proper books of accounts are maintained and that adequate financial controls operate.

The Treasurer shall ensure that Annual Accounts, in a form meeting statutory requirements, are prepared.

The Treasurer shall discuss with the Auditors the annual management accounts and receive a report on these.