COMMITTEE MEMBER – ROLE DESCRITION

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[1]

1.1 This role description has been prepared to set out the responsibilities that are associated with being a Management Committee Member (MCM) of Clydesdale Housing Association (CHA). It should be read in conjunction with the accompanying person specification and CHA's Rules and Standing Orders.

1.2 CHA 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 CHA encourages people who are interested in the Association's work to consider seeking election as a MCM and is committed to ensuring broad representation from the communities that it serves. MCMs 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 Management Committee (MC) which describes the skills, qualities and experience that we consider we need to lead and direct CHA 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 MCM your primary responsibilities are, with the other members of the governing body, to:

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

2.2 Responsibility for the operational implementation of CHA's strategies and policies is delegated to the CEO.

[1] Scottish Housing Regulator (February 2024) Regulatory Framework

3. Key Expectations

3.1 CHA has adopted 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 MCM must accept and share collective responsibility for the decisions properly taken by the governing body. Each MCM is expected to contribute actively and constructively to the work of CHA. All members are equally responsible in law for the decisions made.

3.3 Each member must always act only in the best interests of CHA and its customers, and not on behalf of any interest group, constituency or other organisation. MCMs cannot act in a personal capacity to benefit themselves or someone they know.

3.4 Our rules contain specific requirements that all MCMs should be aware of, including:

- The MC must have at least seven members
- The quorum for a meeting of the MC is four members, who must be elected or have filled a casual vacancy
- The quorum for a Sub-Committee meeting is three members, who must be elected or have filled a casual vacancy
- Co-opted members cannot make up more than one third of the MC; they do not contribute to a quorum being achieved and cannot be elected to an Office Bearer role
- The Secretary must present a report to the last MC meeting before the AGM confirming that all the requirements of Rules 62-67 have been met
- An experienced MCM (who has nine or more years' experience with the RSL) must have the agreement of the MC if they intend to seek re-election for a further term: the MC's agreement should be recorded in the relevant minute
- A MCM ceases to be a member of the MC if they miss four consecutive meetings without, first, having been granted leave of absence
- A MCM who has declared an interest in a matter to be discussed at a meeting must leave the meeting, before the matter is discussed, and cannot vote on the issue

4. Main Tasks

- To contribute to formulating and regularly reviewing CHA's values, strategic aims, business objectives and performance standards
- To monitor CHA's performance
- To be informed about and ensure CHA's plans take account of the views of tenants and other customers
- To ensure that CHA operates in accordance with relevant legal and regulatory requirements
- To be assured that CHA is compliant with relevant legal and regulatory requirements
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that CHA is adequately resourced to achieve its objectives and meet its obligations
- To oversee and ensure CHA'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 CHA's staff
- To ensure that CHA is open and accountable to tenants, regulators, funders and partners

5. Duties

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

6. Commitment

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

Activity	Time
Attendance at up to 14 regular meetings of the governing body	28 hours
Reading and preparation for meetings of the governing body	42 hours
Attendance at up to 4 Sub-Committee meetings	6 hours
Reading and preparation for Sub-Committee meetings	4 hours
Attendance at annual planning and review events (including individual review meeting)	10 hours
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	5 hours
Attendance at internal briefing and training events	8 hours
External Training and conference attendance (may include overnight stay or weekend)	To be agreed
Total	100 hours

7. What CHA Offers MCMs

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

7.2 In return for your commitment, CHA 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 CHA'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 Management Committee on **30 October 2024**. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Management Committee not later than **October 2027**.

CHAIR of CHA - ROLE DESCRIPTION

1. Introduction

1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of CHA and to the Chairs of CHA's Sub-Committees. The responsibilities described here are additional to those set out in the Management Committee Members' (MCM) role description. It should be considered alongside CHA'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 Management Committee's (MC) effectiveness. It will be used to appoint the Chair and Sub-Committee Chairs after each Annual General Meeting (AGM). MCMs 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 CHA 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 CHA's Rules.

1.6 The Chair will be elected by the MC each year at the MC meeting following the AGM. Whilst the Chair of CHA can be re-elected, in accordance with Rule 59.11 of CHA'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.

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

2. Key Responsibilities

2.1 The Chair must always act, and be seen to act on behalf of the governing body. The Chair's key responsibilities are:

- To lead the MC or Sub-Committee constructively, provide direction and manage meetings effectively
- To develop an open and inclusive relationship amongst MCMs and support strong and effective governance
- To develop and maintain a constructive and positive working relationship between the Chair and Chief Executive and senior staff
- To uphold CHA'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 CHA
- To ensure that CHA's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required and reported to the MC
- 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 CHA 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 CHA's MC
- Ensure that the necessary arrangements are in place to enable CHA 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 MC has access to the range of skills, knowledge and experience necessary for the achievement of CHA's aims and objectives and for the fulfilment of the MC's responsibilities
- Ensure that the MC 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 MCMs by promoting access to relevant induction, training and development opportunities
- In the event that it is necessary, be responsible for the implementation of the Protocol that provides for investigations into an allegation that a MCM may have breached the Code of Conduct

4. Working with the 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 where relevant.
- Work in partnership with the CEO to ensure the effective conduct of the MC's business
- Ensure that the conduct of CHA's business continues effectively between meetings of the MC 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 CHA's agreed recruitment practices
- Carry out, with at least one other MCM, the CEO's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the MC.
- 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 CHA'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 MC and senior staff
- Initiate any investigation under the terms of CHA's Code of Conduct
- Chair all general meetings of CHA in accordance with the Rules
- Chair all governing body meetings of CHA, in accordance with the Rules and Standing Orders
- Ensure that all MCMs have access to appropriate information and advice (including specialist, independent and/or professional advice) 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 MCMs and that annual performance reviews are conducted in accordance with CHA'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 CHA's Business

6.1 The Chair is expected to:

- Ensure that CHA's business is efficiently and accountably conducted between MCMs
- Sign (or otherwise authorise) payment instructions and documents requiring the MC's or the Chair's authorisation, in accordance with CHA'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 MC body for ratification
- Ensure that the range of skills, knowledge and experience required to lead CHA effectively is available to the MC and that the MC is able to access specialist support when necessary
- Lead the MC's succession planning and recruitment to ensure good governance and regulatory compliance.

7. Commitment

7.1 An estimate of the annual time commitment that is expected from the Chair, in addition to that of standard MCM, is:

Activity	Time
Attendance at pre-MC meetings with Chief Executive	24 hours
Preparation for and participation in Governing Body appraisal meetings	6 hours
Preparation for and participation in the Chief Executive's annual appraisal.	4 hours
Support the CEO in event planning	5 hours
Ad-hoc meetings/discussions with Chief Executive	24 hours
Ad-hoc meetings/discussions with Office Bearers/Chief Executive	6 hours
Total	**66 hours**

8. What CHA Offers the Chair

8.1 All MCMs are volunteers and receive no payment for their contribution. CHA has adopted an Entitlements, Payments and Benefits Policy which prevents you or someone close to you from inappropriately benefiting personally from your involvement with CHA. This and related policies also seek to ensure that you are not unfairly disadvantaged by your involvement with CHA. All out of pocket expenses associated with your role as a MCM are fully met and promptly reimbursed. In return for your commitment as Chair, CHA offers:

- Training and development opportunities before and after an individual is elected to the position in order to help them acquire and improve the skills, knowledge and experience required to be an effective Chair.
- Training and development opportunities after an individual is elected to the position in order to help them acquire and improve the skills, knowledge and experience required to be an effective Vice Chair (Mentor).
- The support of the previous Chair in a mentoring capacity.
- Sponsorship to attend relevant supportive forums and events specifically for Chairs and Office Bearers.

9. Experience, Knowledge & Skill Levels Expected of the Chair

9.1 The level of experience, knowledge and skill that is desirable for Committee Members considering standing for election to the role of Chair are outlined below. Members should bear this in mind when considering their own or others' candidacy.

Experience of:
Business that is focused on people and service delivery, whether public, not for profit or private sector(s).
Membership of governing bodies in the public, not for profit or private sector(s), including acting as Chair or Vice-Chair.
Social housing.
Management and/or leadership in either a voluntary or employment capacity.
Knowledge and Skills
Ability to chair meetings impartially, effectively and inclusively.
Strong leadership and inter-personal skills, including the ability to motivate others.
Ability to lead strategically and delegate effectively.
Strong knowledge of good governance principles and practices.
Knowledge of the Scottish housing sector generally and CHA's housing environment specifically.
Effective communication skills in a variety of settings (from one-on-one conversations to service user consultations and complex negotiations).
Good organisational skills.

10. Monitoring and Review

10.1 This role description was approved by the Management Committee on **30 October 2024**. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Management Committee not later than **October 2027**.

VICE CHAIR of CHA - ROLE DESCRIPTION

1. Introduction

1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of Clydesdale housing Association (CHA). The responsibilities described here are additional to those set out in the Management Committee Members' (MCM) role description. It should also be considered alongside:

- the Role Description for the Chair of CHA;
- CHA's Rules; and
- CHA's Standing Orders.

1.2 In the event that the Chair of CHA 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 Annual General Meeting (AGM).

1.4 In the spirit of Rule 59.11 which refers to the maximum term of office for the Chair, the Vice Chair cannot serve a continuous term of more than five years. There is no expectation that the Vice Chair must serve the full five year maximum term. CHA encourages the rotation of the Vice Chair's office as part of its approach to effective succession planning, in order to provide opportunities for MCMs to develop their skills and experience.

1.6 The role of Vice Chair must be carried out by a MCM, 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 **C**HA. **Therefore, this role description must be read in conjunction with the Role Description for the Chair of CHA.**

2.2 When known in advance, the Vice Chair should ensure that they are available for any MCM 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 Develop and implement a personal development plan in partnership with the Chair aimed at the Vice Chair achieving a level of competence in the Chair's role in advance of the Chair completing their term of office.

2.4 After appropriate training and experience, lead the induction process for new MCMs.

2.5 After appropriate training and experience, oversee the planning, review and evaluation of the MC's learning and development function.

3. Commitment

3.1 An estimate of the annual time commitment that is expected from the Vice-Chair, in addition to that of standard MCs, is:

Activity	Time
Preparation for and participation in the Chief Executive's annual appraisal.	4 hours
Development, implementation and evaluation of Vice Chair personal development plan[2]	20 hours
Leading and participating in the induction process for new MCMs	6 hours
Oversee planning, evaluation & evaluation of MC learning & development	8 hours
Ad-hoc meetings/discussions with Office Bearers/Chief Executive	6 hours
Total	44 hours

4. Experience, Knowledge & Skill Levels Expected of the Vice-Chairperson

4.1 The level of experience, knowledge and skill that is desirable for MCMs considering standing for election to the role of Vice Chair is outlined below. Members should bear this in mind when considering their own or others' candidacy.

Experience of:
Business that is focused on people and service delivery, whether public, not for profit or private sector(s).
Membership of governing bodies in the public, not for profit or private sector(s).
Social housing.
Management and/or leadership in either a voluntary or employment capacity.
Knowledge and Skills:
Ability to chair meetings impartially, effectively and inclusively.
Good leadership and inter-personal skills, including the ability to motivate others.
Ability to lead strategically and delegate effectively.
Good knowledge of good governance principles and practices.
Knowledge of the Scottish housing sector generally and CHA's housing environment specifically.
Effective communication skills in a variety of settings (from one-on-one conversations to service user consultations and complex negotiations).
Good organisational skills.

5. Monitoring and Review

5.1 This role description was approved by the Management Committee on **30 October 2024**. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Management Committee not later than **October 2027**.

[2] Refer to Vice Chair Personal Development Plan

SECRETARY of CHA - ROLE DESCRIPTION

1. Introduction

1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of CHA. The responsibilities described here are additional to those set out in the Management Committee Members' (MCM) role description. It should also be considered alongside CHA's Rules and Standing Orders.

1.2 The responsibilities associated with the role of the Secretary will be carried by a MCM of CHA who will be elected by the Management Committee (MC), every year at the first meeting following the Annual General Meeting (AGM).

1.3 Where appropriate, the Secretary's duties can be delegated to an appropriate employee of **C**HA, with the Secretary assuming responsibility and being accountable 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 the Chief Executive.**

2. Duties of the Secretary

2.1 CHA's Rules specify the Role of the Secretary in detail. The Secretary is responsible for ensuring that all of these responsibilities are fulfilled. **All references to the Secretary within CHA's Rules are provided as Annex 1.**

2.2 The duties of the Secretary include:

- Calling and going to all AGMs, Special General Meetings and MC meetings
- Keeping the minutes for all AGMs, Special General Meetings and MC meetings
- Sending out letters, notices calling meetings and relevant documents to Members before a meeting
- Ensuring that nominations and elections to the MC are carried out in accordance with the Rules
- Preparing and sending all the necessary reports to the Financial Conduct Authority, the Scottish Housing Regulator and the Office of the Scottish Charity Regulator
- Ensuring compliance with CHA's Rules
- Keeping the Register of Members and other Registers required by CHA's Rules
- Supervision of the CHA Seal
- Confirming to the MC, at the last meeting before the AGM, that the requirements of Rules 62-67 have been met

3. Commitment

3.1 An estimate of the annual time commitment that is expected from the Secretary, in addition to that of standard MC Members, is:

Activity	Time
Preparation for and participation in the Chief Executive's annual appraisal.	4 hours
Participation in annual planning and review events	4 hours
Ad-hoc meetings/discussions with other Office Bearers/ Chief Executive	6 hours
Total	**12 hours**

4. Monitoring and Review

4.1 This role description was approved by the Management Committee on **30 October 2024**. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Management Committee not later than **October 2027**.

Annex 1 – References to Secretary Within CHA'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.

Rule 11.1.4.2
(This refers to part of the procedure for cancelling a Membership by virtue of receiving a complaint)

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 22.1
All general meetings other than annual general meetings are known as special general meetings. **The Secretary** will call a special general meeting if:

- **22.1.1** the Committee requests one; or
- **22.1.2** 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 22.2
Whoever asks for the meeting must give **the Secretary** details of the business to be discussed at the meeting.

Rule 22.3
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 22.4
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 23.1
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:

- **23.1.1** the time, date and place of the meeting;
- **23.1.2** whether the meeting is an annual or special general meeting;
- **23.1.3** the business for which the meeting is being called

Rule 23.2
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.

TREASURER of CHA - ROLE DESCRIPTION

1. Introduction

1.1 This role description sets out the particular duties and responsibilities that attach to the Treasurer of Clydesdale Housing Association (CHA). The responsibilities described here are additional to those set out in the Management Committee Member's (MCM) role description. It should also be considered alongside CHA's Rules and Standing Orders.

1.2 The role of the Treasurer will be carried out by a MCM of CHA who will be elected by the Management Committee (MC), every year at the first meeting following the Annual General Meeting (AGM).

2. Working as Treasurer (supported by the Finance Manager):

2.1 Support the MC and Audit & Risk Sub-Committee to ensure that:

- CHA makes the best use of its financial resources whilst minimising exposure to risk. (See Rules 18 & 19)
- CHA has appropriate systems for recording and keeping accounts (see Rule 69).
- CHA has robust internal financial control systems (see Rule 69).
- Annual Accounts are prepared and audited (see Rule 70).
- Annual Accounts and the Auditor's Report are presented to Members at the AGM (see Rule 21.2).
- the appointment of an auditor is approved at the AGM (see Rule 21.4).
- copies of Annual Accounts and the Auditor's Report are provided to the Scottish Housing Regulator and Financial Conduct Authority within 6 months of the financial year end (see Rule 71).
- the financial reporting requirements of CHA's funders are met.
- recommendations from the Auditor's Report are presented to the MC and implemented where accepted.
- a copy of the latest balance sheet and Auditor's Report are publicly displayed at CHA's offices (see Rule 77).
- an Annual Budget, Rent Policy and Cashflow is presented to the MC for approval before tenants are consulted.
- expenditure against approved budgets is monitored and ensure the preparation of quarterly Management Accounts for the MC.
- long term cashflows are developed and revised at least annually.
- CHA obtains appropriate advice regarding the securing of loan finance and the investment of surplus funds.

2.2 Authorise expenditure outwith the provisions of the budget, but in accordance with the Internal Financial Controls, on condition that the matter is reported at the next meeting of the MC.

2.3 Attend meetings of the Audit & Risk Sub-Committee.

2.4 Represent CHA at external events appropriately.

2.5 Act as a document signatory as required.

3 Commitment

3.1 An estimate of the annual time commitment that is expected from the Treasurer, in addition to that of standard MCMs, is:

Activity	Time
Quarterly Audit & Risk Sub-Committee meetings	12 hours
Preparation for and participation in the Chief Executive's annual appraisal.	4 hours
Participation in annual planning and review events.	4 hours
Ad-hoc meetings/discussions with other Office Bearers/ Chief Executive.	6 hours
Total	**26 hours**

4 Experience, Knowledge & Skill Levels Expected of the Treasurer

4.1 The level of experience, knowledge and skill that is desirable for MCMs considering standing for election to the role of Treasurer is outlined below. Members should bear this in mind when considering their own or others' candidacy.

Experience of:
Annual financial planning and budgetary control.
Business that is focused on people and service delivery, whether public, not for profit or private sector.
Membership of governing bodies in the public, not for profit or private sector.
Social housing.
Management and/or leadership in either a voluntary or employment capacity.
Knowledge and Skills:
Good understanding of financial record keeping.
Good understanding of risk management.
Good financial analysis skills.
Good leadership and inter-personal skills, including the ability to motivate others.
Good knowledge of good governance principles and practices.
Knowledge of the Scottish housing sector generally and CHA's housing environment specifically.
Effective communication skills in a variety of settings (from one-on-one conversations to service user consultations and complex negotiations).
Excellent organisational skills.

5 Review

5.1 This role description was approved by the Management Committee on **30 October 2024**. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Management Committee not later than **October 2027**.

Clydesdale HOUSING ASSOCIATION

VICE CHAIR (MENTOR) of CHA - ROLE DESCRIPTION

1. Introduction

1.1 Clydesdale Housing Association (CHA) recognises that a newly elected Chair will benefit from the support of the outgoing Chair as a mentor.

1.2 CHA has therefore created the option to appoint a Vice Chair (Mentor) to fulfil a mentoring role to the Chair.

1.3 This role description sets out the particular duties and responsibilities that attach to the Vice Chair (Mentor) of CHA. The responsibilities described here are additional to those set out in the Management Committee Members' (MCM) role description. It should also be considered alongside:

- the Role Description for the Chair of CHA;
- the Role Description for the Vice Chair of CHA;
- CHA's Rules; and
- CHA's Standing Orders.

1.4 This role description will be used to support the annual review of the MC's effectiveness. It will also be used to appoint the Vice Chair (Mentor) as required.

1.5 In accordance with CHA's Rules and Standing Orders, the appointment of the Vice Chair (Mentor) will require the approval of the Management Committee (MC).

1.6 Where it is deemed to be in the best interests of CHA, the MC will consider the appointment of the previous Chair (following completion of their final term of office as Chair) to the Vice Chair (Mentor) position.

1.7 The MC, acting in the best interests of CHA, reserves the right to:

- Forego the appointment of a Vice Chair (Mentor);
- Appoint any MCM (except co-optees) to the position of Vice Chair (mentor) as required.

1.8 The term of office for the Vice Chair (Mentor) will be limited to one year, unless either the Chair or the MC consider an extension to this term is desirable and in the best interests of CHA.

2. Vice Chair (Mentor) Responsibilities

2.1 The key responsibilities of the Vice Chair (Mentor) are to provide mentoring support to the Chair in order that the Chair can effectively fulfil their responsibilities in respect of:

- Leadership and direction;
- Working with the Chief Executive;
- Promoting good governance;
- Conducting CHA's business;
- Personal development.

2.2 The Vice Chair (Mentor) will provide mentoring support to the Chair in order that the Chair can effectively:

- Review and evaluate their performance;
- Reflect on specific experiences in order to learn from them;
- Identify areas for personal development and personal growth.

2.3 The Vice Chair (Mentor) will receive training and development that will equip them to provide emotional support to the Chair in order that the Chair can effectively fulfil their responsibilities. Emotional support will specifically include:

- Listening to the Chair's concerns;

- Providing encouragement;
- Providing constructive feedback to the Chair as and when appropriate;
- Avoiding making assumptions or being judgemental, but nevertheless ask challenging questions;
- Coaching the Chair to explore options for different courses of action;
- Helping the Chair to establish what further help they may require and how to access it.

2.4 The Vice-Chair (Mentor) will also provide support to new MCMs as required – via CHA's 'buddy' system and through attendance at selected induction sessions.

2.5 The Vice-Chair (Mentor) will contribute to the work of Office Bearers as required.

2.6 The Vice Chair (Mentor) will, along with other Office Bearers, prepare for and participate in the Chief Executive's annual appraisal.

3. Commitment

3.1 An estimate of the annual time commitment that is expected from the Vice Chair (mentor), in addition to that of standard MCMs, is:

Activity	Time
Attendance at pre-MC meetings with Chair and Chief Executive (continued attendance will be regularly reviewed by the Chair and Vice Chair (mentor))	24 hours
Preparation for and participation in the Chief Executive's annual appraisal	4 hours
Meetings/discussions with Chair	6 hours
Attendance at new Committee Member training session	6 hours
Ad-hoc meetings/discussions with Office Bearers/Chief Executive	6 hours
New Committee Member support	6 hours
Total	**52 hours**

4. What CHA Offers the Vice Chair (Mentor)

4.1 All MCMs receive no payment for their contribution. CHA has policies which prevent MCMs or someone close to them from benefiting personally from MC membership, although these policies also seek to ensure that people are not unfairly disadvantaged by their involvement with CHA. As with all MCMs, all out of pocket expenses associated with the role of Vice Chair (Mentor) will be fully met and promptly reimbursed.

5. Experience, Knowledge & Skill Levels Expected of the Vice Chair (Mentor)

5.1 The level of experience, knowledge and skill that is desirable for Committee Members considering standing for election to the role of Vice Chair (Mentor) are outlined below. Members should bear this in mind when considering their own or others' candidacy.

Experience of
Business that is focused on people and service delivery, whether public, not for profit or private sector(s).
Membership of governing bodies in the public, not for profit or private sector(s), including acting as Chair or Vice-Chair.
Social housing.
Management and/or leadership in either a voluntary or employment capacity.
Knowledge and Skills
Coaching & mentoring skills.
Ability to chair meetings impartially, effectively and inclusively.
Strong leadership and inter-personal skills, including the ability to motivate others.
Ability to lead strategically and delegate effectively.
Strong knowledge of good governance principles and practices.
Knowledge of the Scottish housing sector generally and CHA's housing environment specifically.
Effective communication skills in a variety of settings (from one-on-one conversations to

service user consultations and complex negotiations).
Good organisational skills.

6. Review

6.1 This role description was approved by the Management Committee on **30 October 2024**. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Management Committee not later than **October 2027**.