



ROLE DESCRIPTION FOR BOARD MEMBERS 2024

1.0 Introduction

According to Regulatory Standards of Governance and Financial Management Standard 1

“The Governing Body leads and directs the RSL to achieve good outcomes for its tenants and other service users”.

This role description has been prepared to set out the responsibilities that are associated with being a Board Member of the Association. It should be read in conjunction with the Governing Body Code of Conduct, the Rules and Standing Orders and Delegated Authority documents.

- 1.1 The Association 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;
 - ✓ relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).
- 1.2 The Association encourages people who are interested in its work to consider seeking election as a Board member and is committed to ensuring broad representation from the communities that it serves. Board members do not require ‘qualifications’ but, from time to time, will seek to recruit people with specific skills and experience to add to or expand the range of skills and experience available to ensure that the Board is able to fulfil its purpose.
- 1.3 The Association carries out an annual review of existing skills and those that are required to inform our recruitment activities.
- 1.4 This role description applies to all members of the Board, whether elected or co-opted, new or experienced and will form the basis of the annual review of Board performance.

2.0 Primary Responsibilities

The Board Member’s primary responsibilities are, with the other members of the Board, to:

- ✓ lead and direct the Association’s work;

- ✓ promote and uphold the Association's values;
- ✓ set and monitor standards for service delivery and performance;
- ✓ control the Association's affairs and ensure compliance;
- ✓ ensure the Association's financial viability;
- ✓ provide effective, objective and constructive challenge to the officers of the Association;
- ✓ Uphold the Association's Code of Conduct and promote good governance

2.1 Responsibility for the operational implementation of the Association's strategies and policies is delegated to the Chief Executive.

3.0 Key Expectations

3.1 The Association has agreed a Code of Conduct for Board Members which every member is required to sign on an annual basis and uphold throughout their membership of the Board.

3.2 Each member must accept and share collective responsibility for the decisions properly taken by the Board. Each Board member is expected to contribute actively and constructively to the work of the Association. All members are equally responsible in law for the decisions made.

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

3.4 The Association's Rules contain specific requirements that all Board members must be aware of, including:

- The Board must have at least seven members
- The quorum for a Board meeting 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 for than one-third of the Board; 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 Board meeting before the AGM confirming all the requirements of Rules 62-67 have been met
- An experienced Board member (who has nine or more years' experience with the Association) must have the agreement of the Board if they intent to seek re-election for a further term; the Board's agreement should be recorded in the relevant minute
- A Board member ceases to be a member of the Board if they miss four consecutive meetings without first having been granted leave of absence
- A Board member 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

4.0 Main Tasks

The main tasks are:

- ✓ to contribute to formulating and regularly reviewing the Association's values, strategic aims, business objectives and performance standards;
- ✓ to monitor the Association's performance;
- ✓ to be informed about and ensure the Association's plans take account of the views of tenants and other customers
- ✓ to ensure that the Association operates within and be assured that the Association 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 the Association is adequately resourced to achieve its objectives and meet its obligations;
- ✓ to oversee and ensure the Association's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants
- ✓ to act, along with other members of the Board, as the employers of the Association's staff
- ✓ to ensure that the Association is open and accountable to tenants, regulators, funders and partners.

5.0 Duties

The key duties are to:

- ✓ act at all times in the best interests of the Association;
- ✓ accept collective responsibility for decisions, policies and strategies;
- ✓ attend and be well prepared for meetings of the Board and sub-committees;
- ✓ contribute effectively to discussions and decision making;
- ✓ exercise objectivity, care and attention in fulfilling the role
- ✓ take part in ongoing training and other learning opportunities;
- ✓ take part in an annual review of the effectiveness of the Association's governance and of their individual contribution to the Association's governance;
- ✓ maintain and develop personal knowledge of relevant issues and the wider housing sector;
- ✓ represent the Association 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 Board and between the Board and staff;
- ✓ attend and participate in reviews of the Board's performance, individual and collective;
- ✓ be aware of and comply with the Association's policy on the restrictions on payments and benefits ;
- ✓ register any relevant interests as soon as they arise and comply with the Association's policy on managing conflicts of interest.

6.0 Commitment

An **estimate** of the annual time commitment (in hours) that is expected from Board members is as follows:

Activity	Time (hours)
Attendance at up to 11 regular meetings of the Board of Management	22
Reading and preparation for Board of Management meetings	44
Attendance at up to 4/6 sub-committee meetings	10
Reading and preparation for sub-committee meetings	10
Attendance at annual planning and review events (including individual review meeting)	7
Attendance at openings and site visits	N/A
Attendance at internal briefing and training events	6
External Training and conference attendance	6
Total	105 hrs

7.0 What the Association Offers Board Members

7.1 All members of the Board are volunteers and receive no payment for their contribution. The Association has adopted an Entitlements, Payments and Benefits policy which prevents Board members or someone close to them from inappropriately benefiting personally from their involvement with the Association. This, and related policies, also seek to ensure that Board members are not unfairly disadvantaged by their involvement with the Association. All out of pocket expenses associated with the role of a Board member are fully met and promptly reimbursed.

In return for the commitment offered by Board members, the Association offers:

- ✓ a welcome and introduction when a member first joins the Board;
- ✓ a mentor from the Board and a named staff contact for the first six months, with ongoing support;
- ✓ clear guidance, information and advice on Board members' responsibilities and on the Association's work;
- ✓ formal induction training to assist settling in;
- ✓ loan of essential IT equipment to enable access to Board papers and documents;
- ✓ papers which are clearly written and presented, and circulated in advance of meetings;
- ✓ the opportunity to put their experience, skills and knowledge to constructive use;
- ✓ the opportunity to develop their own knowledge, experience and personal skills;
- ✓ the chance to network with others with shared commitment and ideals.

8.0 Review

This policy will be subject to review at least every 3 years.

Anne Smith
Chief Executive

27th August 2024

Policy Review Consultation Process

Considered by the Finance, Audit & Corporate Governance Committee	5 th September 2024
APPROVED BY THE BOARD OF MANAGEMENT	26th September 2024
Date of Next Review	September 2027

Approved