

1. Introduction

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

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a governing body member (GBM) of Cassiltoun Housing Association. It should be read in conjunction with the accompanying person specification and Cassiltoun Housing Association's Rules and Standing Orders
- 1.2 Cassiltoun Housing 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 and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).
- 1.3 Cassiltoun Housing Association 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 carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.
- 1.4 This role description applies to all members of the governing body, whether elected or co-opted or appointed, new or experienced. It is subject to periodic review.

2. Primary Responsibilities

- 2.1 As a GBM your primary responsibilities are, with the other members of the governing body, to
 - Lead and direct Cassiltoun Housing Association's work
 - Promote and uphold Cassiltoun Housing Association's values
 - Set and monitor standards for service delivery and performance
 - Control Cassiltoun Housing Association's affairs and ensure compliance

¹ Scottish Housing Regulator (February 2019) *Regulation of Social Housing in Scotland*:

- Uphold Cassiltoun Housing Association's Code of Conduct and promote good governance
 - To approve our subsidiaries ie Cassiltoun Stables Nursery and Cassiltoun Trusts' annual budgets and business plan
 - To regularly review of group governance arrangements with both subsidiaries
 - To monitor compliance with the provisions of the Independence Agreement, and in the event of non-compliance, taking appropriate action.
- 2.2 Responsibility for the operational implementation of Cassiltoun Housing Association's strategies and policies is delegated to the Chief Officer.

3. Key Expectations

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

4. Main Tasks

- To contribute to formulating and regularly reviewing Cassiltoun Housing Association's values, strategic aims, business objectives and performance standards
- To monitor Cassiltoun Housing Association's performance
- To be informed about and ensure Cassiltoun Housing Association's plans take account of the views of tenants and other customers
- To ensure that Cassiltoun Housing Association operates within and be assured that Cassiltoun Housing 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 Cassiltoun Housing Association is adequately resourced to achieve its objectives and meet its obligations
- To oversee and ensure Cassiltoun Housing Association'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 Cassiltoun Housing Association's staff
- To ensure that Cassiltoun Housing Association is open and accountable to tenants, regulators, funders and partners

5. Duties

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

6. Commitment

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

Activity
Attendance at up to 10 regular meetings of the governing body
Reading and preparation for meetings of the governing body
Attendance at sub-committee meetings
Reading and preparation for sub-committee meetings
Attendance at annual planning and review events (including individual review meeting)
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits
Attendance at internal briefing and training events
External Training and conference attendance (may include overnight stay or weekend)

7. What Cassiltoun Housing Association Offers GBMs

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

7.2 In return for your commitment, Cassiltoun Housing Association 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 Cassiltoun Housing Association's work
- Formal induction training to assist settling in
- Papers which are clearly written and presented, and circulated in advance of meetings
- The opportunity to put your experience, skills and knowledge to constructive use
- The opportunity to develop your own knowledge, experience and personal skills
- The chance to network with others with shared commitment and ideals

8. Review

- 8.1 This role description was approved by the governing body on **26th October 2022**. 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 **October 2025**

BOARD MEMBER JOB DESCRIPTION
Key Responsibilities
<ul style="list-style-type: none"> • To oversee and set the long term strategic direction for the organisation; in support of the Business Plan
<ul style="list-style-type: none"> • To ensure that the Board fulfil its duties and responsibilities for the proper governance of the organisation including compliance and monitoring risk
<ul style="list-style-type: none"> • To ensure an effective business plan and budget is in place for the Association and its subsidiaries
<ul style="list-style-type: none"> • To ensure that performance is monitored and managed through internal controls and delegation
<ul style="list-style-type: none"> • To approve key strategies and policies to allow the organisation to achieve its objectives
Duties and tasks to fulfil the key responsibilities
To oversee and set the long term strategic direction for the organisation including monitoring risk
<ul style="list-style-type: none"> • To collectively set the strategic objectives and high-level policies for the organisation
<ul style="list-style-type: none"> • To contribute to establishing a framework for approving strategies, policies and plans to achieve those objectives
<ul style="list-style-type: none"> • To uphold and promote the core policies, purposes, values and objectives of the organisation
<ul style="list-style-type: none"> • To ensure major risks are reviewed regularly and an effective risk management framework is maintained
<ul style="list-style-type: none"> • To keep abreast of current developments and thinking in the sector including matters relating to housing, support, social policy, regulation and investment
To ensure that the Board fulfils its duties and responsibilities for the proper governance of the organisation including compliance
<ul style="list-style-type: none"> • To act reasonably and always in the best interests of the organisation and its subsidiaries, and comply with its Code of Conduct; to ensure your behaviour as a Board Member models the values of the organisation
<ul style="list-style-type: none"> • To contribute to and share responsibility for decisions of the Board
<ul style="list-style-type: none"> • To work in partnership with the Chief Executive, senior officers; and to challenge colleagues constructively
<ul style="list-style-type: none"> • To satisfy yourself that the Association's affairs are conducted lawfully and in accordance with regulatory requirements and generally accepted standards of performance and probity
<ul style="list-style-type: none"> • To engage effectively with key stakeholders as required
<ul style="list-style-type: none"> • To comply fully with the Association's Code of Governance; policies and procedures and standing orders
<ul style="list-style-type: none"> • Declare any conflicts of interest which may influence their work as a Board Member in any way

To ensure an effective business plan and budget is in place for Cassiltoun Housing Association and its subsidiaries

- To satisfy yourself as to the integrity of financial information, and ensure that all loan covenants are complied with
- To approve each year's financial accounts prior to publication and budgets

To ensure that performance is monitored and managed through internal controls and delegation

- Ensure there are appropriate mechanisms, both internal and external, to verify that the Board receives a balanced and accurate picture of how the organisation and its subsidiaries are performing
- To ensure that internal controls and systems are audited and reviewed regularly
- To monitor performance at a strategic level in relation to plans, budgets, controls and decisions
- To participate in regular reviews of board performance and in board member appraisal, to participate in board development and training, and in other learning activities as required

Board of Management Members Person and Skills Specification

The following is a list of the key requirements for the role of a Board of Management Member. It should be noted that training, support and development will be provided for the postholder, where required.

Requirement	Essential	Desirable
An understanding of, a commitment to, and a passion for social housing, its purpose and its work.	✓	
Objectivity, fairness, independence of mind, integrity, wisdom, discretion and good judgment.	✓	
Strategic vision and the ability to focus on practical issues.	✓	
A commitment to act solely in the best interest of Cassiltoun Housing, and of the community it serves, without regard to personal interest or benefit.	✓	
Readiness to take and be accountable for decisions.	✓	
A lively awareness of how the world is changing politically, economically and socially.		✓
The necessary time to be an effective Board of Management Member.	✓	
A good team player.	✓	
Self-aware and self-managing.	✓	
No significant potential conflicts of interest.	✓	
Resident, community and neighbourhood involvement.		✓
Experience of leadership.		✓
Governing body and committee level decision making.		✓
Experience of organisations with stakeholders.		✓
Experience of social housing and community issues.		✓
A broad experience of good governance in business, and Charitable organisation.		✓
An understanding of the governance issues and duties and responsibilities facing the social housing sector.		✓

Core Competencies

Requirement	Essential	Desirable
Ability to challenge positively	✓	
Analytical skills	✓	
Ability to work collaboratively to reach consensus	✓	
Communication skills	✓	
Ability to act as an ambassador for the organisation	✓	
Ability to be creative and logical	✓	
Ability to interpret information	✓	
Ability to maintain a customer focus	✓	

Eligibility criteria to become a Board of Management Member

- 43.1 A person will not be eligible to be a Committee Member and cannot be appointed or elected as such if:-
- 43.1.1 he/she is an undischarged bankrupt, has granted a trust deed which has not been discharged or is in a current Debt Payment Plan under the Debt Arrangement Scheme; or
 - 43.1.2 he/she has been convicted of an offence involving dishonesty which is not spent by virtue of the Rehabilitation of Offenders Act 1974 or an offence under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 43.1.3 he/she is a party to any legal proceedings in any Court of Law by or against the Association; or
 - 43.1.4 he/she is or will be unable to attend the Committee Meetings for a period of 12 months; or
 - 43.1.5 he/she has been removed from the Committee of another registered social landlord within the previous five years; or
 - 43.1.6 he/she has resigned from the Committee in the previous five years in circumstances where the resignation was submitted after the date of his/her receipt of notice of a special committee meeting convened to consider a resolution for his/her removal from the Committee in terms of Rule 44.5; or
 - 43.1.7 he/she has been removed from the Committee in terms of Rules 44.4 or 44.5 within the previous five years; or
 - 43.1.8 he/she has been removed, disqualified or suspended from a position of management or control of a charity under the provisions of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 or the Charities and Trustee Investment (Scotland) Act 2005; or
 - 43.1.9 he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners for England and Wales or by Her Majesty's High Court of Justice in England on the grounds of any misconduct in the administration of the charity for which he/she were responsible or to which he/she were privy, or which his/her conduct contributed to or facilitated; or
 - 43.1.10 a disqualification order or disqualification undertaking has been made against that person under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (which relate to the power of a Court to prevent someone from being a director, liquidator or administrator of a company or a receiver or manager of company property or being involved in the promotion, formation or management of a company); or
 - 43.1.11 his/her nomination for election to the Committee has been rejected in accordance with Rule 40.3 during the period between the return of the completed nomination form and the commencement of the relevant Annual General Meeting.