

Board Member & Office Bearer Role Profiles

September 2019



Board Members

1. Role Profile

1.1 This document provides a statement of the responsibilities attached to being a member of Maryhill Housing's (MH's) Board. It is intended to act as a reference for all those involved in the governance of MH, including new and established Board members and senior members of staff. This role description applies to all Board members, whether they have been elected, co-opted or appointed.

2. What the Board Is responsible for

2.1 The Board has two primary functions:

- to provide leadership to MH and determine its strategy, and
- to control MH's affairs and ensure compliance.

2.2 The operational management of MH is delegated to staff, within a framework of controls established by the Board. These controls are the Standing Orders and Scheme of Delegation. MH is committed to practicing good governance and this requires a strong element of partnership between the Board and staff; it also demands mutual respect, trust and support.

2.3 The Standing Orders and Scheme of Delegation also set out the responsibilities and remit of any Sub Committees that perform specific functions on behalf of the Board.

3. What MHA Expects of Board Members

3.1 Each individual member is expected to contribute constructively to the work of the Board. The effective collective performance of the Board depends on members recognising and fulfilling their individual responsibilities.

3.2 All Board members share and must accept collective responsibility for the decisions properly made by the Board. All Board members are equally responsible in law for the decisions made. Each must act only in the best interests of MH and its customers, and not on behalf of any constituency, other organisation or interest group. Although members may have been elected, nominated or appointed by a particular stakeholder group, their overriding loyalty must be to MH as a whole.

3.3 MH has agreed a Code of Conduct for Board members that every member is required to sign on an annual basis and uphold throughout the year.

3.4 Every individual member is expected to:

- Uphold MH’s values, objectives and policies.
- Contribute to and accept responsibility for the Board’s decisions.
- Uphold and promote the principles of equality and diversity in MH’s governance.
- Treat all colleagues on the Board with consideration, and foster mutual respect and trust
- Prepare for meetings and attend regularly and punctually.
- Attend relevant training sessions and events.
- Attend and participate in reviews of the collective performance and effectiveness of the Board.
- Attend and participate in annual reviews of their own contribution to MH’s governance.
- Represent MH positively and appropriately.
- Be aware of MH’s restrictions on payments and benefits and follow MH’s policy on managing these restrictions.
- Not accept any offers of gifts or hospitality that could be seen as a way of exercising, or seeking to exercise, an improper influence over decision making.
- Declare any personal or other interests that could potentially conflict with those of MH.
- Not engage in any activity which could be detrimental to MH’s interests.
- Respect the confidentiality of information shared with the Board.
- Keep individual learning and knowledge of the local and national operating environments, and the impact that these have on MH, as up to date as possible, in order to make well informed decisions
- Adhere to the principles and the expectations set out in the Regulatory Framework published by the Scottish Housing Regulator, and other regulatory codes that are relevant to MH.

3.5 An estimate of the annual time commitment that is expected of MH Board members is as follows:

Attendance at 10 meetings of the Board	2 hours per meeting (20 hrs)
Reading and preparation for Board meetings	3 hours per meeting (30 hrs)
Attendance at up to 4 meetings of Audit and Risk Committee	2 hours per meeting (8 hrs)
Reading and preparation for Audit and Risk Committee meetings	2 hour per meeting (8 hrs)

Attendance at up to 3 Board Away Days	3 individual days at weekends
Preparation for and attendance at their annual review	2 hours
Membership of joint working groups	Dependent on whether a member wishes to participate and how much time they wish to commit
Training and conference attendance	Generally as defined by training needs analysis and for knowledge building
Minimum total time commitment (daily equivalent)	Approx. 12 days per annum

3.6 The above time commitments are estimated only and may vary. Office bearers have additional responsibilities as set out below.

4. What MH offers Board members

4.1 MH is committed to ensuring that the Board and its members are able to exercise their roles and responsibilities effectively. It recognises that members require support and assistance to carry out their responsibilities, and to make their role a rewarding and satisfying one.

4.2 In return for their commitment and time, MHA provides its Board members with

- A welcome and induction when they first join.
- Clear guidance, information and advice on their responsibilities and on the work of MH.
- The optional support of a more experienced member as a mentor for a minimum period of six months after joining.
- Papers that are clearly written and presented, and circulated in advance of meetings.
- The opportunity to put Board members' experience, skills and knowledge to constructive use.
- The opportunity to develop their own knowledge and personal skills.
- The opportunity to work in a stimulating and mutually supportive environment.
- The chance to network with others with shared commitment and ideals.
- The opportunity to stand for one of the office bearer positions.

4.3 All members of the Board are volunteers and receive no payment for their contribution. In accordance with regulatory advice, MH applies restrictions that prevent Board members or their relatives benefiting personally from their involvement

with MH. However, all expenses associated with the role of Board members are fully met and promptly reimbursed. No Board member is expected to be out of pocket as a result of any work on behalf of MH.

Chair

1. Role Profile

- 1.1 This role description sets out the duties and responsibilities of the Chair of Maryhill Housing (MH) **and** of the Chairs of MH's Sub Committees. The responsibilities described here are additional to those set out in the Board members' role description, and should be considered alongside the Rules and Standing Orders.
- 1.2 This role description will be used to support the annual review of the Board's effectiveness. It will be used to appoint the Chair and Committee Chairs after each AGM: Board members who wish to be considered for one of these roles will be invited to say how, if elected, they will carry out the duties that are set out here.
- 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, in accordance with this role description.

2. Key Responsibilities

- 2.1 Chairs must act, and be seen to act, at all times on behalf of the Board. The Chair's key responsibilities are:
 - To lead and advise the Board and Committees constructively, provide strategic direction and manage meetings effectively.
 - To ensure that MH complies with all legal and regulatory requirements.
 - To develop and maintain a constructive and positive working relationship between the Chair and Chief Executive and other senior staff.
 - To uphold the Code of Conduct and promote good governance.
 - To ensure that Board members adhere to the Code of Conduct, and act ethically and in the interests of the organisation at all times. To lead any investigations into alleged breaches of the Code of Conduct by other Board Members.
 - To ensure that MH's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required.

3. Leadership and Direction

- 3.1 The Chair is expected to:
 - Represent MH positively and effectively.

- Uphold MH's corporate values and the culture of MH, and lead by example.
- Set the style and tone of Board and Committee meetings to ensure effective and participative decision making.
- Promote and uphold the Code of Conduct for MH's Board.
- Ensure that the necessary arrangements are in place to enable MH 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 Board has access to the range of skills, knowledge and experience necessary for the achievement of MH's aims and objectives and for the fulfilment of the Board's responsibilities.
- Ensure that the Board 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 Board members by promoting access to relevant induction, training and development opportunities.
- Support the Service Improvement Panel in a positive and professional way.
- Maintain an overview of MH's business and activities.

4. Working with the Chief Executive

4.1 The Chair should:

- Establish a constructive relationship with the Chief Executive and ensure that their respective roles of leading and managing are recognised and promoted effectively; Committee Chairs should establish similar relationships with the relevant senior staff member.
- Liaise with the Chief Executive Officer on meeting agendas where required, and check the minutes and actions prior to the meeting.
- Ensure that the conduct of MH's business continues effectively between meetings of the Board 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 Chief Executive, in accordance with MH's agreed recruitment practices.
- Carry out, with at least one other Board member, the Chief Executive's annual appraisal and report to the Board.
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the Chief Executive.

- In the event that it is necessary, be responsible for dealing with any grievance or disciplinary action in respect of the Chief Executive, in accordance with MH'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.
- Initiate and take responsibility for any investigation under the terms of MH's Code of Conduct.
- Chair all Board meetings of MH in accordance with the Rules and Standing Orders.
- Facilitate professional, strategic level discussions and make sure that all decision making is clear, open and understood.
- Make certain that the Board applies sufficient challenge to major proposals.
- Ensure that agendas for Board meetings are prepared and that accurate minutes of Board meetings are taken and approved.
- Ensure that all members of the Board have access to appropriate information to make decisions and have an opportunity and are encouraged to contribute to discussion and consideration of all matters requiring their attention.
- Manage meetings 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.
- Ensure the Board has an effective succession plan in place.
- Have regard to the benefits of diversity in the composition of the Board.
- Support any incoming Chair or Vice Chair through the provision of advice and debriefing.

6. Conduct of MH's Business

6.1 The Chair is expected to:

- Ensure that MH's business is efficiently and accountably conducted between Board meetings.
- Ensure that decisions taken by the Board are implemented.
- Sign documents requiring the Board's or the Chair's authorisation, in accordance with MH's Standing Orders or regulatory requirements.

- 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 Board for ratification, in accordance with delegated authority.
- Ensure that the implementation and effectiveness of MH's policies and standing orders are monitored by the Board.
- Ensure that the skills, knowledge and support available to the Board are kept under annual review.
- Ensure that each Board member participates in an annual review of their contribution to MH's governance.

Vice Chair

1. Role and Responsibilities

- Fulfilling the responsibilities of the Chair in the event the Chair is unable to do so.
- Assisting the Chair in meeting their responsibilities and in particular helping to ensure the efficient conduct of the business at the Board meetings by liaising with the Chair and contributing to the planning of agendas.
- Supporting the Chair to keep under review the effectiveness and composition of the Board and its Committees and to bring to the Board proposals for review and change to ensure that the Board's effectiveness is maintained and maximised.
- Supporting the Chair in developing and maintaining a constructive and positive working relationship with, and providing appropriate support to, the Chief Executive and ensuring the Board as a whole acts in partnership with the Senior Management Team and holds them to account.
- Working with the Chair to make sure that the Chief Executive, if required, is replaced in a timely and orderly manner.
- Building a constructive relationship with and between other Board Members.
- Supporting the Chair in maintaining the integrity of the Board; promoting and upholding the Code of Conduct.
- Upholding MH's corporate values and the culture of MH and leading by example.
- Representing the organisation positively and effectively as appropriate.
- Ensuring compliance with the agreed codes and regulations.
- Conducting the Chair's annual individual performance assessment.
- Undertaking individual pieces of work on behalf of the Board, such as events, meetings, and ad-hoc working groups and taking forward specific tasks.
- Taking decisions as delegated to the Vice Chair.

- Supporting any incoming Vice Chair or Chair through the provision of advice and de-briefing.
- Working with the Service Improvement Panel in a positive and professional way.

2. Key Tasks

- Supporting the Chair in maintaining the standards of governance.
- When deputising, ensuring that standards of behaviour are maintained in accordance with the Code of Conduct.
- When deputising, liaising with the Chief Executive on meeting agendas where required, and checking the minutes and actions prior to the meeting.
- Supporting the Chair in carrying out the Chief Executive's annual appraisal.
- When representing MH, acting as an ambassador and promoting the aims, vision and values of the organisation positively.
- Attending induction programme events and training events for Board and staff, to share how the Board and governance operates and to develop skills and experience in support of the Board's succession plan.
- Where required, representing MH by attending meetings with partner organisations.
- Attending key conferences as the organisation's representative.
- When deputising, taking decisions delegated to the Chair with advice from the Chief Executive, other Board members, Senior Management Team or advisors.
- Where delegated by the Board, taking the lead in key areas of interest or expertise to promote best practice and champion improvement.

Person Description – Chair and Vice Chair

Qualifications and background

- Good knowledge of housing and/or related issues.
- Several years' experience at Board level in a small to medium sized organisation.

Experience and knowledge

- Experience and understanding of corporate governance and the respective responsibilities of executives and non-executives in the public, private and not for profit sectors.

- Experience leading or managing an organisation where you require good coordination and management skills in either a voluntary or management capacity.
- Experience providing strategic direction to a senior management team.
- Knowledge or experience of the regulatory and financial regimes that MH operates within.
- Understanding of local communities and customers' concerns and aspirations.
- Knowledge of housing and related issues, such as regeneration or development.

Abilities and skills

- Commitment to social housing and the aims, vision and values of MH.
- Commitment to the interests of current and future customers and their communities.
- Ability to demonstrate high standards of probity and integrity.
- Ability to motivate, support and communicate well with colleagues.
- Ability to chair meetings effectively, impartially and inclusively, keeping to time and focused on achieving consensus and agreeing actions.
- Ability to assess the performance and contribution of Board colleagues and the Senior Management Team in an objective and purposeful way.
- Ability to set aside personal interests to lead the Board fairly and effectively.
- Ability to communicate clearly, both vocally and in writing.
- Ability to promote and support effective decision making and promote and uphold collective responsibility.
- An innovative and creative problem solving approach.
- Sound business and commercial judgement.
- A commitment to equality, diversity and inclusion.

Term of office

- Maximum 5 years.

Time commitment

Attendance at 10 meetings of the Board	2 hours per meeting (20 hrs)
Reading and preparation for Board meetings, including any required pre meetings and reviewing/approving the agenda and minutes	4 hours per meeting (40 hrs)

Attendance at up to 4 meetings of Audit and Risk Committee	2 hours per meeting (8 hrs)
Reading and preparation for Audit and Risk Committee meetings	2 hour per meeting (8 hrs)
Attendance at up to 3 Board Away Days	3 individual days at weekends
Preparation for and attendance at their annual review	2 hours
Preparation for and carrying out other Board members' reviews (Chair only)	20 hours
Membership of joint working groups	Dependent on whether a member wishes to participate and how much time they wish to commit
Training and conference attendance	Generally as defined by training needs analysis and for knowledge building
Representing MH at events and speaking at events run by the organisation	As required
Carrying out induction for new Board members	As required in years when new members are recruited
Minimum total time commitment (daily equivalent)	Approx. 24 days per annum