# **Role Description for Chair of Glen Housing Association**

**1. Introduction**

1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of Glen Housing Association (GHA). The responsibilities described here are additional to those set out in the governing body members’ (GBM) role description. It should be considered alongside GHA’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 governing body’s effectiveness. It will be used to appoint the Chair 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.

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 GHA may also serve as an ex-officio member on each sub-committee/working group.

1.5 An overview of the Role of the Chair is outlined in Rule 59.6of GHA’s Rules.

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 GHA can be re-elected, in accordance with Rule 59.11 of GHA’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. Key Responsibilities**

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 bodyconstructively, provide direction and manage meetings effectively
* To develop and maintain a constructive and positive working relationship between the Chair and Director and senior staff
* To uphold GHA’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 GHA
* To ensure that GHA’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

**3. Leadership and Direction**

3.1 The Chair is expected to:

* Lead by positive action and example
* Represent GHA positively and effectively
* Set the style and tone of governing bodymeetings to ensure effective and participative decision making
* Promote and uphold the Code of Conduct for GHA’s governing body
* Ensure that the necessary arrangements are in place to enable GHA 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 GHA’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

**4. Working with the Director**

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 GHA’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 GHA’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 GHA’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 governing body and senior staff
* Initiate any investigation under the terms of GHA’s Code of Conduct
* Chair all general meetings of GHA in accordance with the Rules
* Chair all governing body meetings of GHA, 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 GHA’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 HA’s Business**

6.1 The Chair is expected to:

* Ensure that GHA’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 GHA’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 GHA 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 in July 2021. It will be reviewed not later than July 2024.

# **Role Description for Vice Chair of GHA**

**1. Introduction**

1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of GHA. 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 GHA;
* GHA’s Rules; and
* GHA’s Standing Orders.

1.2 In the event that the Chair of GHA 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 AGM.

1.4 In accordance with Rule 59.11 of GHA’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.

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.

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.

**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 GHA. **Therefore, this role description must be read in conjunction with the Role Description for the Chair of GHA.**

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.

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. Monitoring and Review**

3.1 This role description was approved by the governing body on July 2021. It will be reviewed not later than July 2024.

# **Role Description for Secretary of GHA**

**1. Introduction**

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

1.2 The role of the Secretary will be carried out by a governing body memberof GHA who will be elected by the governing body, every year at the first meetingfollowing the AGM.

1.3 Where appropriate, the Secretary’s duties can be delegated to an appropriate employee of GHA, 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 THE Director and Corporate Manager.**

**2. Duties of the Secretary**

2.1 GHA’s Rules specify the Role of the Secretary in detail. All references to the Secretary within GHA’s Rules are provided as Annex 1.

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 GHA’s Rules
* Keeping the Register of Members and other Registers required by GHA’s Rules
* Supervision of the GHA’s seal

**3. Monitoring and Review**

3.1 This role description was approved by the governing body on July 2021. It will be reviewed not later than July 2024.

**Annex 1 – References to Secretary Within GHA’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 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:

**[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.

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**[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.