



# **GOVERNANCE ARRANGEMENTS FRAMEWORK**

**Approved by SBHA's Board of Management  
on 7<sup>th</sup> June 2017**

# **SCOTTISH BORDERS HOUSING ASSOCIATION**

## **GOVERNANCE ARRANGEMENTS FRAMEWORK**

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## INTRODUCTION AND RELATIONSHIP TO OTHER DOCUMENTATION

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### 1.0 Introduction

1.1 This Governance Arrangements Framework forms part of a suite of documentation that sets down how SBHA's governance structure operates. Nothing in this policy can overwrite:

- Statutory Requirements;
- Guidance from the Scottish Housing Regulator (SHR) which has the force of statute;
- SBHA's Rules; or
- SBHA's Standing Orders.

1.2 This framework draws from the SHR's *Regulatory Standards of Governance and Financial Management*. Alongside SBHA's Rules and Standing Orders, it ensures the SBHA and its governance structure complies with the six regulatory standards:

- *"The governing body leads and directs the RSL to achieve good outcomes for its tenants and service users.*
- *The RSL is open and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these priorities.*
- *The RSL manages its resources to ensure its financial well-being and economic effectiveness.*
- *The governing body bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation's purpose.*
- *The RSL conducts its affairs with honesty and integrity.*
- *The governing body and senior officers have the skills and knowledge they need to be effective."*

1.3 This framework aims to ensure that SBHA's Vision and Values are at the centre of the Association and its governance structure. The Vision of SBHA is to 'Enhance lives by providing quality homes and great places to live across the Scottish Borders.' SBHA's Values (below) support this:



## **2.0 Content of Policy**

- 2.1 This Governance Arrangements Framework contains four main policies: the Shareholding Membership Policy, the Governance Recruitment Policy, the Governance Learning & Development Policy, and the Governance Appraisal Policy.
- 2.2 In addition to the four key policies, it also contains a guidance note for governing body members on SBHA's charitable status (**Appendix 1**) and a guidance note for governing body members on seeking advice from SBHA staff and external parties (**Appendix 2**). **Appendix 3** is a copy of the skills matrix for the Board and Sub-Committees, and **Appendix 4** presents the role descriptions for Governance Members and the Person Specification.

## **3.0 Policy Review**

- 3.1 This framework and the enclosed Policies will be reviewed by the Board and amended as appropriate every 3 years. It will also be reviewed if any significant changes are made to SBHA's Rules and/or Standing Orders, and if there are any revisions to SHR guidance.



**1.0 INTRODUCTION AND PURPOSE OF POLICY**

1.1 The Association is formed for the benefit of its tenants and their communities. The aim of this policy is to ensure that SBHA's Membership reflects this, and is drawn from as wide a cross section of the population as possible to achieve this.

1.2 SBHA's charitable objects, as set out in its Rules, are:

- to provide for the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage through the provision, construction, improvement and management of land and accommodation and the provision of care; and
- any other purpose or object under Section 24 of the Housing (Scotland) Act 2010 which is charitable both for the purposes of Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and also in relation to the application of the Taxes Acts.

**2.0 CRITERIA FOR MEMBERSHIP**

2.1 SBHA wishes to ensure that its membership is representative of the communities which it serves. Applications are welcomed from (Rules 7.1.1-7.1.4):

- Tenants of the Association;
- service users of the Association;
- other persons who support the objects of the Association;
- organisations sympathetic to the objects of the Association including, without limitation, Scottish Borders Council. The Association will normally expect such organisations to operate in the Scottish Borders.

2.2 You have to be 16 years of age or older to apply for Shareholding Membership (Rule 8).

2.3 Staff who are employed by SBHA or any other organisation within SBHA's group, or any close relative of any such employees, are not eligible for Shareholding Membership (Rule 7.3).

2.4 In addition, SBHA wishes to recruit Members with interests or experience in the following areas:

- the delivery and performance of services to Tenants and communities;
- improving and developing local housing supply;
- investment and maintenance of Tenants' homes;
- creating safe and well-maintained neighbourhoods;

- supporting Tenants to manage their money and avoid debt;
- delivering value for money services;
- managing and developing staff skills;
- financial and risk management.

2.5 Applications are accepted from individuals and organisations.

### **3.0 EQUALITIES MONITORING**

3.1 SBHA welcomes applications from all sections of the communities it serves. Membership is open to all sections of the community regardless of age, disability, gender reassignment, marriage or civil partnership, pregnancy or maternity, race, religion or belief, sex, and/or sexual orientation (ref Equalities Policy).

3.2 In order to monitor the representativeness of SBHA's Shareholding Members, all applicants for Shareholding Membership will be asked to submit an equalities monitoring form, which will be confidential and retained by the Secretary. The Secretary will prepare and maintain a record of all Shareholders (including any who were unsuccessful) analysed by protected characteristics to determine whether SBHA's Shareholding Membership represents the communities it serves. This will be reported annually to the Board as part of its Governance Update.

### **4.0 APPLICATION PROCEDURE**

4.1 Application forms can be obtained from SBHA's website ([www.sbha.org.uk](http://www.sbha.org.uk)) or from SBHA's Registered Office. Completed forms should be returned to SBHA Head Office, South Bridge House, Whinfield Road, Selkirk TD7 5DT, along with a £1 fee. The Board of Management will consider all membership requests at their Meetings as soon as is reasonably practical. All applicants will be advised in writing of the outcome of their application within seven working days of the Board Meeting at which their application was considered. New Members will receive:

- an SBHA share certificate;
- a copy of the Association's Rules;
- a copy of SBHA's Tenant Participation Strategy; and
- a copy of the Getting Involved in SBHA leaflet.

4.2 In order to maintain regular contact, each Member will receive a copy of the Annual Report, and a copy of the Annual Audited Accounts on request. Members are invited to attend SBHA's Annual General Meeting.

**5.0 UNSUCCESSFUL APPLICATIONS**

- 5.1 While the Board of Management’s intention is to encourage membership, the Board has absolute discretion to accept or reject any membership application. An application shall be considered by the Board as soon as reasonably practicable after its receipt by the Association. An application for membership will not be considered by the Board within the period of fourteen days before the date of a general meeting (Rule 7.4).
- 5.2 An application may be refused by the Board of Management on the following grounds (Rules 7.2.1 to 7.2.3):
- where membership would be contrary to the Association’s Rules or policies;
  - where a conflict of interest may exist which, even allowing for the disclosure of such an interest, may adversely affect the work of the Association;
  - where the Board considers that accepting the application would not be in the best interests of the Association.
- 5.3 If an application is rejected, written reasons for refusal will be given.
- 5.4 The decision of the Board of Management is final.

**6.0 REPRESENTING AN ORGANISATION**

- 6.1 An organisation which is admitted as a Member must nominate to the Association a person it considers suitable as its representative. The Association will consider the suitability of such person in accordance with the criteria set out in Rule 7.2 and will notify the organisation of the outcome (Rule 12.1).
- 6.2 If a nomination is accepted by the Association from a member organisation, then to confirm the identity of a representative, the organisation must send the Association a copy of the authorisation or appointment of an individual as a representative. This should be signed by a Director, Secretary or Authorised Signatory of the organisation which signature must be witnessed, or in the case of a local authority, by the Chief Executive or properly authorised Officer of the local authority. The representative will then represent the organisation and exercise all of the organisation’s rights and powers at general meetings (Rule 12.2).
- 6.3 An organisation can change the identity of the person entitled to represent that organisation at any time by nominating another person in accordance with Rule 12.1 and, upon that person being considered by the Association to be suitable, , by confirming the identity of the new representative in terms of Rule 12.2 and withdrawing the authority of the original representative (Rule 12.3).
- 6.4 If you are a representative of an organisation which is a Member, you cannot be a Member as an individual yourself. If you are already a Member as an individual when you start to represent a member organisation which is a Member, the Association will suspend your individual membership as an individual, until such time as you are no longer a representative of an organisation which is a Member (Rule 12.4).

### **7.0 PARTICIPATING IN THE ASSOCIATION**

- 7.1 SBHA wishes to include all its Members in the running of the organisation and values the contribution made by its Members. The Association aims to positively promote an active membership by holding meetings at an accessible venue, making reasonable arrangements for people who require assistance to attend and having information available in accessible formats (for example, Braille, tape, pictorial, signing or appropriate languages) on request. It will also ensure that at least 14 days notice is given of any Annual or Special General Meeting and will regularly review its communication with Members to take into account Members' views and concerns.
- 7.2 The Association wishes to encourage Shareholding Members with the relevant skills to support the organisation by serving as Board or Sub-Committee Members. There are annual elections and shareholders are notified of these in writing. Membership and recruitment to the Board and Sub-Committees is outlined in the Governance Recruitment and Succession Policy.

### **8.0 TERMINATION OF SHAREHOLDING MEMBERSHIP**

- 8.1 Membership of the Association will end and the Board will cancel a member's share and record the ending membership in the Register of Members if (Rules 11.1.1 to 11.1.3):-
- the Member resigns giving seven days notice in writing to the Secretary at the Registered Office;
  - the Board reasonably believes that the Member has failed to tell the Association of a change of address (except in the case of tenants who transfer their tenancy to another property owned and managed by the Association);
  - for five annual general meetings in a row the Member has not attended, submitted apologies or exercised a postal vote.
- 8.2 Membership may also be terminated if the Association receives a complaint about the behaviour of the Member and two-thirds of Members voting at a Special General Meeting agree to ending the membership (Rule 11.1.4).
- 8.3 If membership is ended they will immediately cease to be a Member from the date that the resolution to end membership was passed and any further application for membership will need to be approved by two-thirds of the Members voting at a General Meeting (Rule 11.2).
- 8.4 If an individual is a Member and becomes (a) an employee of the Association or of another organisation within the Group or (b) a Close Relative of a person falling within (a), the Association will suspend their membership until such time as they no longer fall within (a) or (b) (Rule 11.3).
- 8.5 The £1 membership fee is non-refundable.

## **SHAREHOLDING MEMBERSHIP POLICY**

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### **9.0 REGISTER OF MEMBERS**

- 9.1 The necessary particulars of all Shareholding Members will be recorded in the Association's Register of Members. It will also contain statement of the Share held by each Member and the date on which the Member was entered into the Register (and was removed if appropriate) (Rules 64.1-64.3).
- 9.2 The Register will be maintained by the Secretary and will be held at the registered office of SBHA: South Bridge House, Whinfield Road, Selkirk, TD7 5DT.



## GOVERNANCE RECRUITMENT AND SUCCESSION POLICY

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### 1.0 Introduction and Purpose of Policy

1.1 The Association's Board is comprised of up to 8 Elected Board Members and up to 4 Appointed Board Members (Rule 39.1). At no point should the number of Board Members fall below 7 (Rule 37.1).

1.2 All recruitment to the Board will be open and transparent, and where applicable in the Rules, based on applicants' skills and experience, as well as objective selection and assessment techniques. It is the intention of the Board to work in positive partnership with the members of the Association, as set out in this policy, to deliver this important objective. Underlying this is the Scottish Housing Regulator's *Regulatory Standards of Governance and Financial Management* that:

*'The people of the governing body, and the skills and knowledge they collectively have, are the most significant contributors to good governance of the RSL. Poor governance presents a corporate risk to an RSL. Therefore each RSL needs to be confident that it has the appropriate mix of experience and objectivity on its governing body which best enables it to give effective strategic direction and deliver good tenant outcomes.'*

1.3 As such, the Board will at least annually review the skills, knowledge, diversity and objectivity that it needs for its decision making (Rule 37.5) as part of its succession planning and recruitment process

1.4 SBHA is committed to taking positive action to ensure that its vacancies are known widely within the communities and areas that it serves to promote diversity on its Board. SBHA encourages people from all backgrounds to apply for vacancies regardless of characteristics that are unrelated to their abilities to serve, including age, disability, gender reassignment, marriage or civil partnership, pregnancy or maternity, race, religion or belief, sex, and/or sexual orientation.

1.5 The Board are particularly aware of the need to encourage the successful recruitment of Tenants to the Board and Sub-Committees of SBHA, and welcome applications from SBHA's Tenants.

### 2.0 Principles of the Recruitment Process and Succession Planning

2.1 In order to be a Board Member, applicants must be a Shareholding Member of SBHA, with the exception of Co-optees (Rules 37.2). The Association's Rules (at 43.1) set out why a person may not be eligible to be elected or appointed to the Board.

2.2 Board Members are Elected or Appointed for fixed term of 3 years. If a Board Member has served for 9 years or more, the Board must be satisfied as to that Members continued effectiveness under Rules 37.5 and 37.6. The fixed term applicable to such a Board Member will be 1 year (Rules 39.2 and 39.3).

- 2.3 To ensure the continuity of good governance, the Board has developed a skills matrix (**Appendix 3**) for the Board and its Sub-Committees. At least annually, the Board will review the composition of the Board and its Sub-Committees against this skills matrix, taking into account any forthcoming resignations and/or retirements. This will include what is contributed by current Governance Members, and what gaps need to be filled (including gaps that will be created by possible retirements and/or resignations). Based on this assessment, the Board, with the support of the Remuneration and Nominations Sub-Committee, will publicise vacancies as is appropriate. This will encourage the recruitment of governing body members from the widest possible pool of available talent. The Board will have the final decision on any nominations to the Board or Sub-Committees.
- 2.4 Orderly succession planning is identified in the SHR's *Regulatory Standards* as important to 'maintain an appropriate balance of skills and experience and to ensure the progressive refreshing of the governing body.' As such, the skills assessment detailed above should, where possible, commence no later than 6 months before an election, or the retirement or resignation of any Member.
- 2.5 The process for becoming a Board Member is different depending on which route is being followed (Elected, Appointed or Co-opted), and these are detailed below. At all times during the recruitment process, Governance Members and members of staff, should abide by the current Code of Conduct. This includes taking appropriate action to ensure there are no conflicts of interest in the recruitment process.

### **3.0 Elected Board Members**

- 3.1 Where there are Elected Member vacancies at an AGM, the Board will advertise the role profile and the skills identified as required. This advertising will be to its full membership, and others (including Tenants) who may wish to become governing body members.
- 3.2 Interested applicants will be required to submit an application form, including references to allow the Association to confirm the information provided is accurate, on how they meet the role profile and skills requirements that the Board has publicised. Interested applicants will then be invited to meet Board Members and a member of the Executive Team (or a senior member of staff) informally, so that they understand the requirements and commitments necessary to be a Board Member.
- 3.3 If applicants then wish to put themselves forward for election to the Board, they will be included on the ballot papers issued to Shareholding Members in advance of the AGM, and the election will take place as per Rule 29.2.

### **4.0 Appointed Board Members**

- 4.1 Where there are vacancies for Appointed Board Members, the Board will agree and identify the role profile and required skills and will then seek to identify and recruit appropriate candidates for the vacancies. The method used to identify candidates will be whichever the Board feels is the most appropriate for the skills required, but could involve advertising, the use of recruitment agencies, or professional recommendations or networks.

- 4.2 Interested applicants will be required to submit an application form, including references to allow the Association to confirm that the information provided is accurate, detailing their suitability for the position based on the information provided by the Board. The Remuneration and Nominations Sub-Committee will then score the applications against the role profile and skills requirement, and will invite those they deem as meeting the requirements to an interview.
- 4.3 The interview panel will be selected by the Remuneration and Nomination Sub-Committee, and will always include the Sub-Committee's Convenor, with the Chief Executive as an adviser. Each member of the panel will maintain their own record of the candidate's suitability in respect of the Board Member role profile and the skills used for recruitment. A scoring system will be used to ensure consistency.
- 4.4 The panel will establish which candidate has the highest score. Where 2 or more candidates score the same, the panel chair should seek to obtain a consensus view. If, in rare circumstances, there is a substantial disagreement between the views of the panel members, the panel chair may wish to arrange a second interview or seek additional candidates.
- 4.5 All candidates will be informed of the outcome of their interview by email, telephone, or letter as appropriate. The decision of the panel is final and unsuccessful candidates will have no right of appeal against the Sub-Committee's decision. Candidates at this stage will be informed that feedback is available and from whom. The onus will be for the candidate to seek feedback. The Remuneration and Nominations Sub-Committee will then intimate its decision to the Board, which will constitute a recommendation but it will ultimately be for the Board to decide whether to accept the recommendation and ratify the Sub-Committee's decision.

### **5.0 Independent Sub-Committee Members**

- 5.1 The process for appointing Independent Sub-Committee Members will be the same as for Appointed Board Members.
- 5.2 When recruiting candidates for the Customer Board, it should be taken into account that this Sub-Committee can provide a development route onto the Board for suitable candidates, including Tenants of SBHA.

### **6.0 Casual Vacancies and Co-optees**

- 6.1 If an Elected Member vacancy becomes available before an AGM, the Board can appoint a Shareholding Member to this casual vacancy until the next AGM (Rule 41). The process for this will be the same as for Appointed Board Members.
- 6.2 If the Board's skills assessment identifies any key gaps that cannot be filled through the Elected or Appointed positions, it can consider Co-opting Members, as long as no more than one third of the Board is made up of Co-optees (Rule 42.3). The process for this will be the same as for Appointed Board Members.

**7.0 Equalities Monitoring**

- 7.1 All applicants will be asked to submit an equalities monitoring form which will be confidential and retained by the Secretary. The Secretary will prepare and maintain a record of all applicants (including those who were unsuccessful) by protected characteristics to determine whether the recruitment process is providing a fair and balance outcome. This will be reported annually to the Board as part of its Governance Update.



## GOVERNANCE LEARNING & DEVELOPMENT POLICY

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### 1.0 INTRODUCTION AND PURPOSE OF POLICY

- 1.1 SBHA's Governing Body Members - the Board of Management, supported by the Sub-Committees - have the responsibility to provide good governance of the Association. This Learning and Development Policy aims to outline the induction, and support and development of Governance Members with a view to maintaining strong leadership, focus and direction of SBHA.
- 1.2 Good governance reduces corporate and financial risk and the Association aims to ensure a balance of skills and experience on the Board enabling effective strategic direction and the delivery of good outcomes for Tenants.
- 1.3 Learning and Development is central to enabling Governance Members to maximise their contribution to the work of SBHA and exercise effective control over the Association's activities and strategic direction.

### 2.0 STANDARDS OF GOVERNANCE AND FINANCIAL MANAGEMENT

- 2.1 SBHA recognises the importance of developing skilled Governance Members whose performance will enhance the Association's ability to provide sustainable, high quality, cost effective services to SBHA's customers and Tenants.
- 2.2 SBHA aims to create a learning environment where Governance Members will be equipped to deliver change, develop new skills and take responsibility for their own learning.
- 2.3 In accordance with the Association's Strategic Plan and Equal Opportunities Policy, all Governance Members will have equal access to appropriate training opportunities.
- 2.4 This policy links directly to the Scottish Housing Regulators (SHR) *Regulatory Standards of Governance and Financial Management*, specifically Standard 6 states that 'The governing body [...] have the skills and knowledge they need to be effective. This means that 'the RSL supports new governing body members with effective induction to enable them to exercise their governance responsibilities. Existing governing body members are given support and training to sustain their continued effectiveness.'

### 3.0 INDUCTION

- 3.1 All new Governance Members will receive an induction to cover the background of SBHA and the services it delivers to Tenants.
- 3.2 The Induction process will also include training on important aspects of governance, including risk, finance and health and safety management. This will be delivered as appropriate for each new Governance Member, and could involve a training session and/or a briefing with appropriate staff members before a Meeting.

3.3 All new Governance Members will also be assigned a 'mentor' (a current Governance Member) who will be a source of advice and support for the first 6 to 12 months as appropriate. They will provide context and background and share knowledge and experience.

### **4.0 ANNUAL LEARNING & DEVELOPMENT PLAN**

4.1 The Annual Learning & Development Plan will be drafted each year following the outcomes from Governance Member appraisals and skills assessment. In addition to individual learning needs, the Plan will also cover group and corporate needs. Board Members will therefore have an individual learning and development plan to focus their development and support. A record of all training undertaking will also be maintained.

4.2 There will be opportunities throughout the year for training and development, which may include a formal session (either delivered in house or externally), attendance at conferences and/or work shadowing. Some of the opportunities could include governance and risk, budgets and strategic planning, health and safety, and equalities.

4.3 When drafting Board and Sub-committee agendas, senior officers will take into account the learning and development needs of the governance structure and, where appropriate, include learning and development opportunities as well as best practice examples on agendas as required.



## GOVERNANCE APPRAISAL POLICY

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### 1.0 Introduction and Purpose of Policy

- 1.1 Appraisal is a key part of effective governance. The Scottish Housing Regulator's *Regulatory Standards of Governance and Financial Management* states that:

*'Each governing body needs to assess annually the skills, knowledge, diversity and objectivity that it needs for its decision-making, what is contributed by continuing governing body members, and what gaps there are that need to be filled... All governing body members need to be subject to annual performance reviews to assess their contribution and effectiveness. The governing body needs to take account of these annual performance reviews in its succession planning.'*

- 1.2 The appraisal will be based on the skills matrix, and will contribute to the annual assessment of the Board's and Sub-Committees' skills and experience, which informs the recruitment and succession planning process. The outcomes of the appraisal process will be a clear understanding of the current skills profile and any potential skills gaps on both the Board and Sub-Committees. Personal learning and development plans will also be produced.

### 2.0 The Appraisal Process

- 2.1 The Chair will annually carry out an appraisal of each Member of the Board (the Chair's appraisal will be carried out by the Vice-Chair and the Convenor of the Audit and Compliance Sub-Committee). For Independent Sub-Committee Members, the appraisal will be carried out by the appropriate Convenor and/or the Chair.
- 2.2 Every three years, a specialist independent advisor will be invited to participate in the appraisal process. This will be to moderate the process and to provide an external perspective on opportunities to improve.
- 2.3 A key part of the appraisal process is self-assessment and this incorporates two sections. Where possible, the self-assessment phase of the appraisal should be carried out electronically to ease completion and record keeping. Support will be provided to any individuals who have difficulty completing the form.
- 2.4 The first part of the self-assessment is a Performance Review. This provides an opportunity for the Governance Member to reflect on their attendance and contribution to meetings, away days, conferences, training and other related events, as well as their strengths, competencies, behaviours and relationships with other Governance Members and senior officers.
- 2.5 The second part of the self-assessment is a training needs analysis. This will inform individual learning and development plans, as well as the skills profile of the overall Board and Sub-Committees. This will include the skills the Governance Member has acquired through work experience, life experience, study or training.
- 2.6 The appraisal interview will then be informed by the completed self-assessment. This will give the Chair (or Convenor) the chance to discuss performance and any other issues that arise from the appraisal form.

- 2.7 Following the appraisal interview each Governance Member should receive a copy of the actions recorded during the appraisal and be given the opportunity to record any further thoughts/comments before being asked to sign the appraisal form. The outcomes of the appraisal process should be presented by the Chair to the Board in order to inform succession planning.
- 2.8 If an independent advisor has been involved in the appraisal process, a de-briefing meeting will take place with the Chair, and the outcomes of this included in the Chair's report.



## **APPENDIX 1 - GUIDANCE NOTE FOR GOVERNANCE MEMBERS ON SBHA'S CHARITABLE STATUS**

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### **1.0 PURPOSE OF GUIDANCE NOTE**

1.1 This Guidance Note is provided to inform Board Members and Staff of what is involved in being a Charity, and why it is important for SBHA to remain so.

### **2.0 KEY FACTS ABOUT SBHA'S STATUS AS A CHARITY**

2.1 SBHA was formally accepted as a Scottish Charity by the Inland Revenue on 28<sup>th</sup> December 2000.

2.2 The Association's Charity Number is SCO30751. It is a legal requirement that this number appears on all SBHA's public documents, letters, e-mails etc. Failure to do this can result in a fine.

2.3 Whether or not an organisation can be accepted as a Charity is dependent on its "Objects", i.e. the main purpose of the organisation being in existence, as defined in its constitution (for SBHA, the constitution is called the Rules).

2.4 The objects of SBHA, as set out in SBHA's Rules, paragraphs 2.1 and 2.2 are:

- To provide for the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage through the provision, construction, improvement and management of land and accommodation and the provision of care; and
- Any other purpose or object permitted under Section 24 of the Housing (Scotland) Act 2010 which is charitable both for the purposes of Section 7 of the Charities and Trustees Investment (Scotland) Act 2005 and also in relation to the application of the taxes Acts.

### **3.0 HOW IS SBHA REGULATED AS A CHARITY?**

3.1 All Charities in Scotland are regulated by the Office of the Scottish Charities Regulator (OSCR).

3.2 Because SBHA is also a Registered Social Landlord (RSL), it is also subject to regulation by the Scottish Housing Regulator (SHR).

3.3 The SHR and OSCR have agreed that the SHR will have the primary role in regulating RSLs, whether they are charitable or not, in order to minimise duplication of regulation across the RSL sector.

### **4.0 WHAT ARE THE MAIN BENEFITS TO SBHA OF BEING A CHARITY?**

4.1 Being a Charity means that SBHA does not have to pay Corporation Tax on investment income or if the Association makes surpluses.

## **APPENDIX 1 - GUIDANCE NOTE FOR GOVERNANCE MEMBERS ON SBHA'S CHARITABLE STATUS**

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4.2 **It is imperative that SBHA, in any of its activities, does not make or seek to make a "profit".** It is, however, acceptable within Charitable rules, to aim to make a reasonable "surplus", sufficient only to ensure that the business is sound and viable, and that any surplus is used solely to pursue the Charitable Objects referred to in Para 2.3 of this Guidance Note. SBHA must not distribute any surpluses to Members/Shareholders.

4.3 As a Charity, SBHA can claim up to 80% Rates relief from the Council in respect of its offices etc.

### **5.0 WHAT DOES SBHA BEING A CHARITY MEAN TO YOU AS A BOARD MEMBER?**

5.1 Board Members have a duty to act and make decisions in the best interests of SBHA, and to ensure it follows its Charitable objectives.

5.2 In carrying out this duty, Members are required to exercise the same care as if managing the affairs of a third party.

5.3 Board Members must ensure that the Association complies with the requirements of the SHR and OSCR.

5.4 Board Members must act/take decisions on behalf of SBHA in good faith.

5.5 Failure on the part of any Board Member to act in the manner described above could lead to an investigation and the possibility of personal assets being exposed to claims by anyone who has suffered loss as a result of the failure.

***NB: Board Members can protect themselves from action in terms of Para 5.5 above by ensuring they are well-informed, and if necessary seeking professional advice, before taking any action or making any decision on behalf of SBHA.***

### **6.0 WHAT DOES SBHA BEING A CHARITY MEAN TO YOU AS A MEMBER OF SBHA STAFF?**

6.1 Staff have a duty to act in the best interests of SBHA and to ensure that what they do is consistent with SBHA's Charitable purposes.

6.2 All Policies and Procedures which Staff devise, recommend for approval, and apply in practice, must all adhere to SBHA's Charitable objectives (see 2.4 above).

6.3 Staff must maintain an awareness that Charities are perceived as being different from commercial companies. Consequently, Staff should maintain high standards of conduct, and words such as "profit" should not form part of everyday language in SBHA's work environment.

### **7.0 HOW TO PREVENT INADVERTENT LOSS OF/THREAT TO SBHA'S CHARITABLE STATUS**

7.1 SBHA and other charitable RSLs will always be subject to any legislative change which applies to Charities. It is the responsibility of the Director of Business Support to maintain awareness of any pending changes to Charitable legislation, so that where possible SBHA can be prepared for the impact of such change.

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- 7.2 In its day to day operations, SBHA is most vulnerable to inadvertent breach of Charitable requirements when it carries out work or provides services to individuals or organisations who are not SBHA's Tenants.
- (a) The Inland Revenue allows Charities to do some small-scale work for other parties which is not connected with their Charitable objectives. In SBHA's case, the annual limit for this work is £50,000. A significant and ongoing difficulty for SBHA is determining what work forms part of that £50,000.
  - (b) In order to prevent any inadvertent breach of this limit, all SBHA Staff are required to notify the Executive Team prior to committing to carrying out work or providing services for any outside party, individual or organisation, which is not a Charity. The Executive Team will take legal advice as required to determine whether it is appropriate for SBHA to do the work or provide the service.
  - (c) The Executive Team, with information supplied by the Director of Finance, is responsible for monitoring SBHA's compliance with the £50,000 annual limit.



## **APPENDIX 2 - GUIDANCE NOTE FOR GOVERNANCE MEMBERS ON SEEKING ADVICE FROM SBHA STAFF & EXTERNAL PARTIES**

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This Guidance Note should be read in conjunction with SBHA's Code of Conduct for Board and Sub-Committee Members and associated Declaration by Board and Sub-Committee Members. Governance Members of SBHA are required to adhere to the various rules and regulations governing SBHA. However, this Guidance Note outlines for Members' benefit the processes to follow should they wish to raise an issue, or a concern, outwith a Board or Sub-Committee Meeting, noting that such an issue is distinct from Board business, or a personal complaint (see item 1.0 below clarifying "Formal Complaints").

It is acknowledged that the nature of the item raised by a Board Member could range from informal information, to information which could lead to a formal investigation and disciplinary procedures taking place.

### **1.0 COMPLAINTS PROCESS**

1.1 Members should note that any complaints in relation to services delivered to them by SBHA should follow the Complaints procedure e.g. failure to satisfactorily complete a repair. A copy of the procedure is available on SBHA's website and hard copies are available from our offices or on request. Governance Members will not receive any priority treatment if they take their report to a senior member of Staff as opposed to via the correct channels.

### **2.0 GENERAL ENQUIRIES**

2.1 As per the Code of Conduct any queries about the housing service, e.g. the report of a repair, should follow the normal routes that is, report such through the Freephone Repairs line. As with complaints, Governance Members will not receive any priority treatment if they take their report to a senior member of Staff as opposed to via the correct channels.

2.2 However, if a Governing Body Member has a general query relating to their role, for example, if they require:

- *information about details in a Board report;*
- *clarity on elements in a report or believe items to be incorrect;*
- *clarification about SBHA business; or,*
- *information about expenses, travel difficulties, or has specialist dietary or health issues.*

The Committee Administrator will be able to assist, either email [board@sbha.org.uk](mailto:board@sbha.org.uk) or phone 01750 724 444.

**3.0 SERIOUS ISSUES RELATING TO THE BUSINESS OF THE ASSOCIATION; CONDUCT OF STAFF OR BOARD MEMBERS; OR, HIGHLY SENSITIVE MATTERS**

3.1 Any issues of a sensitive nature or one which relates to Staff, Board Members or confidential business must be reported to the Chief Executive or the Secretary of the Registered Society. If the matter is about the Chief Executive or the Secretary, the issues should be reported to the Chair of SBHA.

3.2 Depending on the seriousness of the issue, the Chief Executive (or the Chair if appropriate) may be required to invoke formal SBHA procedures.

3.3 Items to report could include:

- *Awareness of a Member of Staff's or Board Member's potential conflict of interest in relation to SBHA business;*
- *Behaviour which could bring the Association into disrepute;*
- *Information being openly discussed, or distributed by third parties about the Association (Staff or Board Members) which the Board Member knows to be confidential, or feels is inappropriate; or,*
- *Sensitive issues which do not constitute any formal breach of SBHA rules e.g. alert SBHA that a member of Staff may require HR support or counselling.*

If Members are unsure about reporting incidents, it is prudent to discuss them with the Chief Executive (or the Chair if appropriate) at an early stage, to allow matters to be managed swiftly, prior to the situation escalating.

**4.0 ANONYMOUS ALLEGATIONS**

4.1 SBHA will use its discretion in deciding whether to consider any anonymous allegation, taking into account the seriousness and credibility of the allegation and the likelihood of confirming it with attributable sources.

4.2 Members are discouraged to from reporting items anonymously.

**5.0 MALICIOUS OR UNPROFESSIONAL ALLEGATIONS**

5.1 If a Member makes an allegation frivolously, maliciously or for personal or professional gain they can be removed from the Board of Management as per SBHA's Rules. Members are expected to conduct their governance roles with integrity and professionalism at all times.

**6.0 OUTCOMES OF REPORTS OR ALLEGATIONS & CONFIDENTIALITY**

6.1 Members should note that the outcomes of their report or allegation will be communicated to them. However in some instances, due to the confidential nature of the item, or subsequent investigation, the Chief Executive (or Chair if appropriate) may not be able to report outcomes directly to the Member, only confirm that appropriate action has been taken following their query.

**7.0 SEEKING EXTERNAL ADVICE**

- 7.1 From time to time Board Members may request that the Association obtains appropriate external advice from consultants, legal services or specialists. Board Members should not organise the taking or instructing of such advice themselves. Rather, it must be arranged with the approval of the Secretary or Chief Executive, in order to ensure cost-effectiveness, compliance with procurement policies etc., and confirmation that funding can be sourced for such advice. Members may not initiate contracts on behalf of SBHA.
- 7.2 Although Members may be part of a Panel who liaise with the specialist it is anticipated that a member of Staff be identified to manage the “contract” on behalf of SBHA and ensure SBHA financial regulations are adhered to. In some instances this will be the Corporate Manager or Executive Team Member e.g. when carrying out a task directly for the Chair or a Panel of the Board.



APPENDIX 3 – SKILLS MATRIX FOR THE BOARD AND SUB-COMMITTEES

The below Skills Matrix has been developed by the Board to assist in recruitment and succession planning. All of the skills below are required for the Board, but the Board does not expect every Member to possess every skill; rather the Board as a whole should fulfil the matrix. The Board has designated skills in *italics* as optional. The skills have been colour coded to show the skills required by each Sub-Committee – those highlighted purple are required on the Customer Board, and those highlighted in green are required on the Audit and Compliance Sub-Committee. Those highlighted in orange are required across all of the Sub-Committees.

Skill area	Skill
General business skills	<b>Leadership:</b> Experience of senior leadership within the public and private sector.
	<b>Change management:</b> Experience of successful implementation of a change or transformation programme.
Commercial business management	<b>Operational management:</b> Knowledge and experience of operational management within an organisation, so full understanding of the implications of strategy can be translated into operational requirements.
	<b>Commercial business acumen:</b> Commercial and entrepreneurial skills including experience of managing varied aspects of a business, including management of risk so that it runs smoothly and effectively.
	<b>Marketing acumen:</b> Knowledge and experience to promote an organisation effectively using appropriate methods/tools of communication, advertising, media and PR.
Financial management	<b>Financial acumen:</b> Knowledge and experience to analyse financial information and take appropriate action.
	<b>Strategic finance:</b> Skills in business planning.
	<b>Treasury management:</b> Understanding of funding and investment including loan terms and covenants.

### APPENDIX 3 – SKILLS MATRIX FOR THE BOARD AND SUB-COMMITTEES

Risk management	<b>Risk management:</b> Experience of ensuring that risks are identified and managed effectively. Is able to effectively oversee risk management and risk appetite frameworks, assurance procedures and internal control frameworks.
	<b>Audit:</b> Experience of Audit (internal and external) processes and rules and ability to contribute strategically.
Property management	<b>Strategic asset management:</b> Knowledge of managing a portfolio of properties to gain the best results from the property and ensure they are maintained.
	<b>Procurement &amp; purchasing:</b> An understanding of strategic commissioning and/or procurement.
	<b>Regeneration:</b> The experience of working within regeneration, understanding the constraints, funding and impact on the organisation and community.
Property Development	<b>Development / Construction:</b> Experience of successfully operating and working within the Development/Construction industry
	<b>Sales &amp; marketing:</b> <i>Knowledge of property sales and marketing tools</i>
Housing management & service delivery	<b>Housing management:</b> Knowledge of service delivery, service improvement and housing and tenancy related issues.
	<b>Quality assurance:</b> Experience of quality assurance and experience of contributing to 'fit for purpose' and 'right first time' processes
	<b>Customer service:</b> Experience of looking after the interests of external and internal customers in today's environment
Customer & community perspective	<b>Social value:</b> Experience of community led and social enterprise organisations, customer engagement and participation and community development
	<b>Customer insight:</b> Knowledge and experience of using data analytics or customer segmentation to understand your customers

**APPENDIX 3 – SKILLS MATRIX FOR THE BOARD AND SUB-COMMITTEES**

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Technology & digitalisation	<i><b>IT skills:</b> Knowledge and experience of strategic IT management and governance</i>
	<i><b>Digital solutions:</b> Knowledge or experience of ICT solutions, and channel shifting</i>
HR	<i><b>HR:</b> Senior level experience of operating in a HR capacity</i>
Legal & Governance	<i><b>Legal / Governance:</b> Knowledge of systems and processes within an organisation ensuring they are run effectively and that they comply with legislation.</i>



## **APPENDIX 4 – ROLE DESCRIPTIONS AND PERSON SPECIFICATION FOR GOVERNANCE MEMBERS**

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### **Board Member Role Description**

#### **1. Introduction**

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a Board Member of Scottish Borders Housing Association (SBHA). It should be read in conjunction with the accompanying person specification and SBHA's Rules, Standing Orders and Governance Policy.
- 1.2 SBHA encourages people who are interested in the Association's work to consider becoming Board Members and is committed to ensuring broad representation from the communities that it serves. Board Members do not require 'qualifications', but 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.
- 1.3 This role description applies to all members of the Board, whether elected or appointed, new or experienced.

#### **2. Primary Responsibilities**

- 2.1 As a member of the Board of Management your primary responsibilities will be, with the other members of the Board, to
- Lead and direct SBHA to achieve good outcomes for all of our customers;
  - Promote and uphold SBHA's values;
  - Set and monitor standards for service delivery and performance; and
  - Control SBHA's affairs and ensure compliance.
- 2.2 Responsibility for the operational implementation of SBHA's strategies and policies is delegated to the Chief Executive and Executive Team.

#### **3. Main Tasks**

- 3.1 The main tasks that Board Members will perform are:
- To contribute to formulating and regularly reviewing SBHA's Strategic Plan, along with its Values, Vision, Mission Statement and Objectives;
  - To contribute to formulating and reviewing SBHA's performance standards, and monitoring SBHA's performance;
  - To ensure that Tenants' views and needs underpin the decision making of SBHA at all times;

## **APPENDIX 4 – ROLE DESCRIPTIONS AND PERSON SPECIFICATION FOR GOVERNANCE MEMBERS**

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- To ensure that SBHA operates within and is compliant with the relevant legal and regulatory frameworks;
- To exercise financial control, ensuring that systems for internal control and assurance are effective;
- To ensure that corporate risks are realistically assessed and appropriately monitored and managed;
- To ensure that SBHA is adequately resourced to achieve its objectives and meet its obligations; and
- To assess the Board's effectiveness and ensure that it, and the governance structure as a whole, has the skills, knowledge, diversity and objectivity it needs for effective decision making.

### **4. Key Expectations**

- 4.1 SBHA has agreed a Code of Conduct for Governing Body Members to which every Member is required to adhere.
- 4.2 Each Board Member must accept and share collective responsibility for the decisions properly taken by the Board. Each Member is expected to contribute actively and constructively to the work of SBHA. All members are equally responsible in law for the decisions made.
- 4.3 Each Board Member must always act only in the best interests of SBHA and its customers, and not on behalf of any interest group, constituency or other organisation. Members cannot act in a personal capacity to benefit themselves or someone they know.
- 4.4 In addition, Board Members are expected to:
- Attend and be well prepared for all Meetings;
  - Contribute effectively to discussions and decision making;
  - Take part in training and other learning opportunities;
  - Take part in an annual review of the effectiveness of SBHA's governance, and an annual review of individual contributions, by way of an Appraisal;
  - Maintain and develop personal knowledge of relevant issues and the wider housing sector;
  - Represent SBHA positively and effectively 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 the Association's staff;

## **APPENDIX 4 – ROLE DESCRIPTIONS AND PERSON SPECIFICATION FOR GOVERNANCE MEMBERS**

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- Be aware of and comply with SBHA's Entitlements, Payments and Benefits Policy; and
- Register any relevant interests as soon as they arise and comply with all other relevant Policies.

### **5. Time Commitment**

5.1 Apart from attendance at Board Meetings, Members would normally be expected to sit on a Sub-Committee. The approximate time commitment for Meetings is set out below, but it is also expected that Members spend time prior to Meetings reading papers provided:

- Board of Management: approximately 7 evening Meetings per year, lasting 2-2½ hours, plus two additional Away Days annually.
- Customer Board Sub-Committee: 4 Meetings per year, lasting around 2 hours, plus one additional Away Day annually.
- Audit & Compliance Sub-Committee: 4 Meetings per year, lasting around 2 hours.
- Remuneration & Nominations Sub-Committee: 2 Meetings per year, lasting around 30 minutes to 1 hour, both depending on business needs.
- SBHA Plus: 4 Meetings per year, lasting 1-2 hours.

5.2 In addition to formal Meetings, Members are expected to attend training opportunities during the year. It is intended that, where possible, these will coincide with Meetings. There is also a requirement to attend an annual Appraisal with the Board Chair.

### **6. What SBHA offers Board Members**

6.1 All Board Members are volunteers and receive no payment for their contribution. Out of pocket expenses associated with your role as a Board Member will be reimbursed in line with the relevant Policy.

6.2 In return for your commitment, SBHA offers:

- 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;
- A welcome and introduction on first joining the Board;
- A mentor from the Board to provide initial support and advice;
- Clear guidance, information and advice on responsibilities and on SBHA's activities; and

- Formal induction training to assist with settling in to the organisation.

### **Customer Board Member Role Description**

#### **1. Introduction**

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a Member of Scottish Borders Housing Association's (SBHA) Customer Board Sub-Committee. It should be read in conjunction with the accompanying person specification and SBHA's Rules, Standing Orders and Governance Policy.
- 1.2 SBHA encourages people who are interested in the Association's work to consider becoming Governance Members and is committed to ensuring broad representation from the communities that it serves. Governance Members do not require 'qualifications', but 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.
- 1.3 This role description applies to all members of the Sub-Committee, whether elected or appointed, new or experienced.

#### **2. Primary Responsibilities**

- 2.1 As a member of the governance structure your primary responsibilities are, with the other Governance Members, to
  - Lead and direct SBHA to achieve good outcomes for all of our customers;
  - Promote and uphold SBHA's values;
  - Set and monitor standards for service delivery and performance; and
  - Control SBHA's affairs and ensure compliance.
- 2.2 Responsibility for the operational implementation of SBHA's strategies and policies is delegated to the Chief Executive and Executive Team.

#### **3. Main Tasks**

- 3.1 The main tasks that Customer Board Members will perform are:
  - To contribute to formulating and regularly reviewing relevant areas of SBHA's Strategic Plan;
  - To contribute to formulating and reviewing SBHA's performance standards, and monitoring SBHA's customer-facing performance;

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- To ensure that Tenants' views and needs underpin the decision making of SBHA at all times;
- To promote high-quality customer care in all aspects of SBHA's service delivery, including its development programme; and
- To work with Tenant representatives to monitor improvements to SBHA's service delivery.

### **4. Key Expectations**

4.1 SBHA has agreed a Code of Conduct for Governing Body Members which every member is required to adhere to and sign on an annual basis.

4.2 Each Governance Member must accept and share collective responsibility for the decisions properly taken by the Sub-Committee. Each Member is expected to contribute actively and constructively to the work of SBHA. All Members are equally responsible in law for the decisions made.

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

4.4 In addition, Governance Members are expected to:

- Attend and be well prepared for all Meetings;
- Contribute effectively to discussions and decision making;
- Take part in training and other learning opportunities;
- Take part in an annual review of their individual contribution to SBHA's governance by way of an Appraisal;
- Maintain and develop personal knowledge of relevant issues and the wider housing sector;
- Represent SBHA positively and effectively when attending meetings and other events;
- Respect and maintain confidentiality of information;
- Treat colleagues with respect and foster effective working relationships within the Governance Structure and between Governance Members and staff;
- Be aware of and comply with SBHA's Entitlements, Payments and Benefits Policy; and
- Register any relevant interests as soon as they arise and comply with all other relevant Policies.

## **5. Time Commitment**

- 5.1 The approximate time commitment for Customer Board Sub-Committee Members is 4 Meetings per year, lasting around 2 hours each, plus 1 additional Away Day annually. Members are also expected to spend time prior to Meetings reading papers provided in advance:
- 5.2 In addition to formal Meetings, Members are expected to attend training opportunities during the year. It is intended that, where possible, these will coincide with Meetings. There is also a requirement to attend an annual Appraisal with the Board Chair and/or Sub-Committee Convenor.

## **6. What SBHA offers Governance Members**

- 6.1 All Governance Members are volunteers and receive no payment for their contribution. Out of pocket expenses associated with your role as a Member will be reimbursed in line with the relevant Policy.
- 6.2 In return for your commitment, SBHA offers:
- 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;
  - A welcome and introduction on first joining the Sub-Committee;
  - A mentor from the Sub-Committee to provide initial support and advice;
  - Clear guidance, information and advice on responsibilities and on SBHA's activities; and
  - Formal induction training to assist with settling into the organisation.

## **Audit and Compliance Sub-Committee Member Role Description**

### **1. Introduction**

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a Member of Scottish Borders Housing Association's (SBHA) Audit and Compliance Sub-Committee. It should be read in conjunction with the accompanying person specification and SBHA's Rules, Standing Orders and Governance Policy.
- 1.2 SBHA encourages people who are interested in the Association's work to consider becoming Governance Members and is committed to ensuring broad representation from the communities that it serves. Governance Members do not require 'qualifications', but we will seek to recruit people with specific skills and experience to

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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.

- 1.3 This role description applies to all members of the Sub-Committee, whether elected or appointed, new or experienced.

### **2. Primary Responsibilities**

- 2.1 As a member of the governance structure your primary responsibilities are, with the other Governance Members, to:

- Lead and direct SBHA to achieve good outcomes for all of our customers;
- Promote and uphold SBHA's values;
- Set and monitor standards for service delivery and performance; and
- Control SBHA's affairs and ensure compliance.

- 2.2 Responsibility for the operational implementation of SBHA's strategies and policies is delegated to the Chief Executive and Executive Team.

### **3. Main Tasks**

- 3.1 The main tasks that Audit and Compliance Sub-Committee Members will perform are:

- To contribute to formulating and regularly reviewing relevant areas of SBHA's Strategic Plan;
- To contribute to formulating and reviewing SBHA's performance standards, and monitoring SBHA's performance in relevant areas;
- To ensure that Tenants' views and needs underpin the decision making of SBHA at all times;
- To ensure that SBHA operates within and is compliant with the relevant legal and regulatory frameworks;
- To exercise financial control, ensuring that systems for internal control and assurance are effective, which will include oversight of Internal and External Audits;
- To ensure that corporate and health and safety risks are realistically assessed and appropriately monitored and managed;
- To monitor SBHA's cash flow forecasting and treasury operations; and
- To ensure that SBHA is adequately resourced to achieve its objectives and meet its obligations.

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### **4. Key Expectations**

- 4.1 SBHA has agreed a Code of Conduct for Governing Body Members which every member is required to adhere to and sign on an annual basis.
- 4.2 Each Governance Member must accept and share collective responsibility for the decisions properly taken by the Sub-Committee. Each Member is expected to contribute actively and constructively to the work of SBHA. All Members are equally responsible in law for the decisions made.
- 4.3 Each Member must always act only in the best interests of SBHA and its customers, and not on behalf of any interest group, constituency or other organisation. Members cannot act in a personal capacity to benefit themselves or someone they know.
- 4.4 In addition, Governance Members are expected to:
- Attend and be well prepared for all Meetings;
  - Contribute effectively to discussions and decision making;
  - Take part in training and other learning opportunities;
  - Take part in an annual review of their individual contribution to SBHA's governance by way of an Appraisal;
  - Maintain and develop personal knowledge of relevant issues and the wider housing sector;
  - Represent SBHA positively and effectively when attending meetings and other events;
  - Respect and maintain confidentiality of information;
  - Treat colleagues with respect and foster effective working relationships within the Governance Structure and between Governance Members and the Association's staff;
  - Be aware of and comply with SBHA's Entitlements, Payments and Benefits Policy; and
  - Register any relevant interests as soon as they arise and comply with all other relevant Policies

### **5. Time Commitment**

- 5.1 The approximate time commitment for Audit and Compliance Sub-Committee Members is 4 Meetings per year, lasting around 2 hours each. It is also expected that Members spend time prior to Meetings reading papers provided in advance.

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5.2 In addition to formal Meetings, Members are expected to attend training opportunities during the year. It is intended that, where possible, these will coincide with Meetings. There is also a requirement to attend an annual Appraisal with the Board Chair and/or Sub-Committee Convenor.

### **6. What SBHA offers Governance Members**

6.1 All Governance Members are volunteers and receive no payment for their contribution. Out of pocket expenses associated with your role as a Member will be reimbursed in line with the relevant Policy.

6.2 In return for your commitment, SBHA offers:

- 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;
- A welcome and introduction on first joining the Sub-Committee;
- A mentor from the Sub-Committee to provide initial support and advice;
- Clear guidance, information and advice on responsibilities and on SBHA's activities; and
- Formal induction training to assist with settling into the organisation.

### **Remuneration and Nominations Sub-Committee Members Role Description**

#### **1. Introduction**

1.1 This role description has been prepared to set out the responsibilities that are associated with being a Member of Scottish Borders Housing Association's (SBHA) Remuneration and Nominations Sub-Committee. It should be read in conjunction with the accompanying person specification and SBHA's Rules, Standing Orders and Governance Policy.

1.2 SBHA encourages people who are interested in the Association's work to consider becoming Governance Members and is committed to ensuring broad representation from the communities that it serves. Governance Members do not require 'qualifications', but 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.

1.3 This role description applies to all members of the Sub-Committee, whether elected or appointed, new or experienced.

## **2. Primary Responsibilities**

2.1 As a member of the governance structure your primary responsibilities will be, with the other Governance Members, to

- Lead and direct SBHA to achieve good outcomes for all of our customers;
- Promote and uphold SBHA's values;
- Set and monitor standards for service delivery and performance; and
- Control SBHA's affairs and ensure compliance.

2.2 Responsibility for the operational implementation of SBHA's strategies and policies is delegated to the Chief Executive and Executive Team.

## **3. Main Tasks**

3.1 The main tasks that Remuneration and Nominations Sub-Committee Members will perform are:

- Carry out succession planning on behalf of the Board to ensure that governance structure has the skills, knowledge, diversity and objectivity it needs for effective decision making;
- Oversee the recruitment of Appointed Board and Sub-Committee Members on behalf of the Board; and
- Approve and review pay levels of the senior officers of SBHA.

## **4. Key Expectations**

4.1 SBHA has agreed a Code of Conduct for Governing Body Members which every member is required to adhere to.

4.2 Each Governance Member must accept and share collective responsibility for the decisions properly taken by the Sub-Committee. Each Member is expected to contribute actively and constructively to the work of SBHA. All Members are equally responsible in law for the decisions made.

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

4.4 In addition, Governance Members are expected to:

- Attend and be well prepared for all Meetings Contribute effectively to discussions and decision making;
- Take part in training and other learning opportunities;
- Take part in an annual review of their individual contributions to SBHA's governance, by way of an Appraisal;

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- Maintain and develop personal knowledge of relevant issues and the wider housing sector;
- Represent SBHA positively and effectively when attending meetings and other events;
- Respect and maintain confidentiality of information;
- Treat colleagues with respect and foster effective working relationships within the Governance Structure and between Governance Members and the Association's staff;
- Be aware of and comply with SBHA's Entitlements, Payments and Benefits Policy; and
- Register any relevant interests as soon as they arise and comply with all other relevant Policies.

### **5. Time Commitment**

5.1 The approximate time commitment for Remuneration and Nominations Sub-Committee Meetings is approximately 2 Meetings per year lasting around 30 minutes to 1 hour each, although these can vary depending on the business needs. It is also expected that Members spend time prior to Meetings reading papers provided in advance.

5.2 In addition to formal Meetings, Members are expected to attend training opportunities during the year. It is intended that, where possible, these will coincide with Meetings. There is also a requirement to attend an annual Appraisal with the Board Chair.

### **6. What SBHA offers Governance Members**

6.1 All Governance Members are volunteers and receive no payment for their contribution. Out of pocket expenses associated with your role as a Member will be reimbursed in line with the relevant Policy.

6.2 In return for your commitment, SBHA offers:

- 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;
- A welcome and introduction on first joining the Sub-Committee;
- A mentor from the Sub-Committee to provide initial support and advice;
- Clear guidance, information and advice on responsibilities and on SBHA's activities; and
- Formal induction training to assist with settling in to the organisation.

## **Chair and Sub-Committee Convenors Role Description**

### **1. Introduction**

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of Scottish Borders Housing Association (SBHA) and to the Convenors of SBHA's Sub-Committees. The responsibilities described here are additional to those set out in the Board Members' role description. It should be considered alongside SBHA's Rules, Standing Orders and Governance Policy.
- 1.2 In the event that the Chair is unable to perform his/her duties, the Vice-Chair will take his/her place, and so will also be subject to this role description.
- 1.3 This role description will be used to support the annual review of the Board and Sub-Committee's effectiveness. It will also be used to appoint the Chair and Sub-Committee Convenors after each AGM.

### **2. Primary Responsibilities**

- 2.1 The Chair and Convenors must act, and be seen to act, at all times on behalf of the Board or Sub-Committee. Their key responsibilities are:
  - To lead the Board or Sub-Committee constructively, provide direction and manage meetings effectively in accordance with the Rules and Standing Orders;
  - To develop and maintain a constructive and positive working relationship with other Officer Bearers, the Chief Executive and (where appropriate) relevant senior officers;
  - To uphold the Code of Conduct and promote good governance; and
  - To ensure that SBHA's business is conducted effectively between Meetings and that emergency decisions are taken only in line with SBHA's Standing Orders.

### **3. Main Tasks**

#### **3.1 Leadership and Direction:**

The Chair or Convenor is expected to:

- Represent SBHA positively and effectively;
- Set the style and tone of Board or Sub-Committee meetings to ensure effective and participative decision making;
- Promote and uphold SBHA's Code of Conduct for Governing Body Members;
- Ensure that the necessary arrangements are in place to enable SBHA to honour its obligations, achieve its objectives and meet agreed targets;
- Demonstrate and support the principles of good governance at all times;

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- Ensure that the Board or Sub-Committee has access to the range of skills, knowledge, diversity and experience necessary for the achievement of SBHA's aims and objectives and for the fulfilment of the their responsibilities;
- Ensure that the Board or Sub-Committee has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought in line with the SBHA's Standing Orders and relevant Policies; and
- Provide support to new and experienced Members by promoting access to relevant induction, training and development opportunities.

### **3.2 Working with the Chief Executive (or relevant senior officer):**

The Chair or Convenor should:

- Establish a constructive relationship with the Chief Executive (or relevant senior officer) and ensure that their respective roles of leading and managing are recognised and promoted effectively;
- Ensure that the conduct of SBHA's business continues effectively between Meetings and act under delegated or emergency authority in line with SBHA's Standing Orders;
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Chief Executive, in accordance with SBHA's agreed recruitment practices (Chair only);
- Carry out the Chief Executive's annual appraisal and report to the Board (Chair only);
- Ensure that appropriate arrangements are in place and implemented effectively for the support of the Chief Executive (Chair only); and
- In the event that it is necessary, be responsible for dealing with grievance or disciplinary action in respect of the Chief Executive, in accordance with the relevant Policies (Chair only).

### **3.3 Promoting Good Governance:**

The Chair or Convenor is required to:

- Promote and demonstrate the highest standards of ethical conduct and integrity;
- Chair all general meetings of SBHA in accordance with the Rules (Chair only);
- Chair all Board or relevant Sub-Committee Meetings of SBHA, in accordance with the Rules and Standing Orders;
- Ensure that all Members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention;

## **APPENDIX 4 – ROLE DESCRIPTIONS AND PERSON SPECIFICATION FOR GOVERNANCE MEMBERS**

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- 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; and
- Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively.

### **3.4 Conduct of SBHA's Business**

The Chair or Convenor is expected to:

- Ensure that SBHA's business is efficiently and accountably conducted between Meetings;
- Sign any documents requiring their authorisation, in accordance with SBHA's Standing Orders and/or decisions of the Board of Sub-Committee;
- 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 governance structure for ratification, all in accordance with the Standing Orders; and
- Ensure that the skills, knowledge and support available to the Board or Sub-Committee are kept under periodic review.

### **SBHA Governance Member Person Specification**

This person specification has been developed to help potential Governance Members of SBHA to understand the requirements of the role, and should be read together with the relevant role description.

#### **Experience and Skills**

Commitment to SBHA's mission, vision, values, aims and objectives, and to helping SBHA achieve these

Have an understanding of social housing and the environment that SBHA operates in

Have an understanding of the local communities in which SBHA operates

Willingness to undertake learning and development to gain new knowledge and skills

Have experience and knowledge in at least 2 areas of the attached knowledge and experience list

#### **Scrutiny and Decision Making**

Able to constructively contribute and participate in discussions at meetings

Able to analyse information provided, present new ideas and reach decisions

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Commitment to putting SBHA's customers at the heart of decision making, valuing customer insight and feedback

### **Team Working**

Able to work in partnership with other Governance Members and senior members of staff, as well as SBHA's customers

Able to negotiate with others to arrive at an agreed way forward, whilst respecting and taking on board a wide range of views

An understanding of the importance of relationships with key external partners

### **Integrity**

Able to accept collective responsibility for and support all decisions made

Maintain confidentiality on matters considered at meetings

Able to make the time commitment required, including preparing for meetings by reading and analysing the reports provided

### **Knowledge and Experience List**

The following is the list of knowledge and experience that the Governance Structure requires to operate effectively. It is not expected that applicants have all of these skills, but we ask that they have experience and/or knowledge in at least 2 areas. If you are successful, it is expected that you would take part in learning and development to build skills in some of the additional areas.

#### **Customer Experience:**

Quality Assurance – Experience of quality assurance and 'right first time' processes

Customer Service – Experience of delivering great service to internal and external customers

Social Value – Experience of community based groups, which could include customer engagement, encouraging participation and/or community development

Customer Insight – Experience of using insight techniques to understand customers

#### **General Experience:**

Leadership – Experience of a leadership role in the private, public or voluntary sectors

Change Management – Experience of managing a programme of change in an organisation

## **APPENDIX 4 – ROLE DESCRIPTIONS AND PERSON SPECIFICATION FOR GOVERNANCE MEMBERS**

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Operational Management – Experience of operational management within an organisation

Business Skills – Experience of managing areas of an organisation in the private, public or voluntary sectors, including managing risks

Marketing Skills – Experience of using a variety of methods (both traditional and social media) to promote an organisation or campaign

### **Finance and Risk:**

Financial Skills – Experience of dealing with financial information in a private, public or voluntary organisation

Strategic Finance – Experience of business planning

Treasury Management – Understanding of funding and investing, including loan terms and covenants

Risk Management – Experience of identifying and managing risks effectively

Audits – Experience of internal and external audit processes

### **Property and Development:**

Housing Management – Knowledge of housing and tenancy related service delivery

Asset Management – Knowledge of property management, including ensuring best value and maintenance

Procurement & Purchasing – Knowledge of strategic commissioning and/or procurement

Development/Construction – Experience of the development/construction sector

### **Specialist Skills [nb these are the skills deemed secondary by the Board]:**

Regeneration – Experience of working with a community regeneration project, including funding and community impacts

Property Sales & Marketing – Knowledge of property sales and marketing techniques

IT – Experience of strategic IT solutions and management

Digital Solutions – Knowledge of IT solutions and channel shifting

HR – Experience of HR policy and practice, ideally from operating in a senior role in the private, public or voluntary organisation

Legal/Governance – Knowledge of systems and processes within an organisation to ensure they run effectively and comply with legislation