



Provanhall Housing Association Limited

POLICY

Governing Body Role Description & Development

AUTHOR

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1 Introduction

This Governing Body Role Description & Development Framework forms part of a suite of documentation that sets down how PHA'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;
- PHA's Rules; or
- PHA's Standing Orders.

This framework draws from PHA's Rules and Standing Orders, it ensures the PHA and its governance structure complies with the Regulatory Standards (from which the following is extracted):

Standard 1 The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.

1.1 The governing body sets the RSL's strategic direction. It agrees and oversees the organisation's business plan to achieve its purpose and intended outcomes for its tenants and other service users.

1.2 The RSL's governance policies and arrangements set out the respective roles, responsibilities and accountabilities of governing body members and senior officers, and the governing body exercises overall responsibility and control of the strategic leadership of the RSL.

1.3 The governing body ensures the RSL complies with its constitution and its legal obligations. Its constitution adheres to these Standards and the constitutional requirements set out below.

1.4 All governing body members accept collective responsibility for their decisions.

1.5 All governing body members and senior officers understand their respective roles, and working relationships are constructive, professional and effective.

1.6 Each governing body member always acts in the best interests of the RSL and its tenants and service users, and does not place any personal or other interest ahead of their primary duty to the RSL.

1.7 The RSL maintains its independence by conducting its affairs without control, undue reference to or influence by any other body (unless it is constituted as the subsidiary of another body).

Standard 2 The RSL is open about 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.

2.1 The RSL gives tenants, service users and other stakeholder's information that meets their needs about the RSL, its services, its performance and its future plans.

2.2 The governing body recognises it is accountable to its tenants, and has a wider public accountability to the taxpayer as a recipient of public funds, and actively manages its accountabilities.

2.3 The governing body is open and transparent about what it does, publishes information about its activities and, wherever possible, agrees to requests for information about the work of the governing body and the RSL.

2.4 The RSL seeks out the needs, priorities, views and aspirations of tenants, service users and stakeholders. The governing body takes account of this information in its strategies, plans and decisions.

2.5 The RSL is open, co-operative, and engages effectively with all its regulators and funders, notifying them of anything that may affect its ability to fulfil its obligations. It informs the Scottish Housing Regulator about any significant events such as a major issue, event or change as set out and required in notifiable events guidance.

Standard 3 The RSL manages its resources to ensure its financial well-being, while maintaining rents at a level that tenants can afford to pay.

3.1 The RSL has effective financial and treasury management controls and procedures, to achieve the right balance between costs and outcomes, and control costs effectively. The RSL ensures security of assets, the proper use of public and private funds, and access to sufficient liquidity at all times.

3.2 The governing body fully understands the implications of the treasury management strategy it adopts, ensures this is in the best interests of the RSL and that it understands the associated risks.

3.3 The RSL has a robust business planning and control framework and effective systems to monitor and accurately report delivery of its plans. Risks to the delivery of financial plans are identified and managed effectively. The RSL considers sufficiently the financial implications of risks to the delivery of plans.

3.4 The governing body ensures financial forecasts are based on appropriate and reasonable assumptions and information, including information about what tenants can afford to pay and feedback from consultation with tenants on rent increases.

3.5 The RSL monitors, reports on and complies with any covenants it has agreed with funders. The governing body assesses the risks of these not being complied with and takes appropriate action to mitigate and manage them.

3.6 The governing body ensures that employee salaries, benefits and its pension offerings are at a level that is sufficient to ensure the appropriate quality of staff to run the organisation successfully, but which is affordable and not more than is necessary for this purpose.

3.7 The governing body ensures the RSL provides accurate and timely statutory and regulatory financial returns to the Scottish Housing Regulator. The governing body assures itself that it has evidence the data is accurate before signing it off.

Standard 4 The governing body bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation's purpose.

4.1 The governing body ensures it receives good quality information and advice from staff and, where necessary, expert independent advisers, that is timely and appropriate to its strategic role and decisions. The governing body is able to evidence any of its decisions.

4.2 The governing body challenges and holds the senior officer to account for their performance in achieving the RSL's purpose and objectives.

4.3 The governing body identifies risks that might prevent it from achieving the RSL's purpose and has effective strategies and systems for risk management and mitigation, internal control and audit.

4.4 Where the RSL is the parent within a group structure it fulfils its responsibilities as required in our group structures guidance to:

- a) control the activities of, and manage risks arising from, its subsidiaries;
- b) ensure appropriate use of funds within the group;
- c) manage and mitigate risk to the core business; and
- d) uphold strong standards of governance and protect the reputation of the group for investment and other purposes.

4.5 The RSL has an internal audit function. The governing body ensures the effective oversight of the internal audit programme by an audit committee or otherwise. It has arrangements in place to monitor and review the quality and effectiveness of internal audit activity, to ensure that it meets its assurance needs in relation to regulatory requirements and the Standards of Governance and Financial Management. Where the RSL does not have an audit committee, it has alternative arrangements in place to ensure that the functions normally provided by a committee are discharged.

4.6 The governing body has formal and transparent arrangements for maintaining an appropriate relationship with the RSL's external auditor and its internal auditor.

Standard 5 The RSL conducts its affairs with honesty and integrity.

5.1 The RSL conducts its affairs with honesty and integrity and, through the actions of the governing body and staff, upholds the good reputation of the RSL and the sector.

5.2 The RSL upholds and promotes the standards of behaviour and conduct it expects of governing body members and staff through an appropriate code of conduct. It manages governing body members' performance, ensures compliance and has a robust system to deal with any breach of the code.

5.3 The RSL pays due regard to the need to eliminate discrimination, advance equality and human rights, and foster good relations across the range of protected characteristics in all areas of its work, including its governance arrangements.

5.4 Governing body members and staff declare and manage openly and appropriately any conflicts of interest and ensure they do not benefit improperly from their position.

5.5 The governing body is responsible for the management, support, remuneration and appraisal of the RSL's senior officer and obtains independent, professional advice on matters where it would be inappropriate for the senior officer to provide advice.

5.6 There are clear procedures for employees and governing body members to raise concerns or whistle blow if they believe there has been fraud, corruption or other wrongdoing within the RSL.

5.7 Severance payments are only made in accordance with a clear policy which is approved by the governing body, is consistently applied and is in accordance with contractual obligations. Such payments are monitored by the governing body to ensure the payment represents value for money. The RSL has considered alternatives to severance, including redeployment.

5.8 Where a severance payment is accompanied by a settlement agreement the RSL does not use this to limit public accountability or whistleblowing. The RSL has taken professional legal advice before entering into a settlement agreement.

Standard 6 the governing body and senior officers have the skills and knowledge they need to be effective.

6.1 The RSL has a formal, rigorous and transparent process for the election, appointment and recruitment of governing body members. The RSL formally and actively plans to ensure orderly succession to governing body places to maintain an appropriate and effective composition of governing body members and to ensure sustainability of the governing body.

6.2 The governing body annually assesses the skills, knowledge, diversity and objectivity it needs to provide capable leadership, control and constructive challenge to achieve the RSL's purpose, deliver good tenant outcomes, and manage its affairs. It assesses the contribution of continuing governing body members, and what gaps there are that need to be filled.

6.3 The RSL ensures that all governing body members are subject to annual performance reviews to assess their contribution and effectiveness. The governing body takes account of these annual performance reviews and its skills needs in its succession planning and learning and development plans. The governing body ensures that any non-executive member seeking re-election after nine years' continuous service demonstrates continued effectiveness.

6.4 The RSL encourages as diverse a membership as is compatible with its constitution and actively engages its membership in the process for filling vacancies on the governing body.

6.5 The RSL ensures all new governing body members receive an effective induction programme to enable them to fully understand and exercise their governance responsibilities. Existing governing body members are given ongoing support and training to gain, or refresh, skills and expertise and sustain their continued effectiveness.

6.6 If the governing body decides to pay any of its non-executive members then it has a policy framework to demonstrate clearly how paying its members will enhance decision-making, strengthen accountability and ownership of decisions, improve overall the quality of good governance and financial management and deliver value for money.

6.7 The governing body is satisfied that the senior officer has the necessary skills and knowledge to do his/her job. The governing body sets the senior officer's objectives, oversees performance, ensures annual performance appraisal, and requires continuous professional development.

Standard 7 The RSL ensures that any organisational changes or disposals it makes safeguard the interests of, and benefit, current and future tenants.

Where an RSL is considering organisational or constitutional change, or acquisition or disposal of land or assets:

7.1 The governing body discusses and scrutinises any proposal for organisational change and ensures that the proposal will benefit current and future tenants.

7.2 The RSL ensures that its governance structures are as simple as possible, clear and allow it to meet the Standards of Governance and Financial Management, Constitutional Requirements, and Group Structures guidance.

7.3 The RSL ensures adequate consultation with, and support from, key stakeholders including tenants, members, funders (who may need to give specific approval) and local authorities as well as other regulators.

7.4 The governing body is satisfied that the new (or changed) organisation will be financially viable, efficient and will provide good outcomes for tenants.

7.5 The RSL establishes robust monitoring systems to ensure that delivery of the objective of the change and of commitments made to tenants are achieved (for example in relation to service standards, operating costs and investment levels).

7.6 Charitable RSLs seek consent/notify OSCR of changes to their constitution and other changes as appropriate.

7.7 The governing body ensures that disposals, acquisitions and investments fit with the RSL's objectives and business plan, and that its strategy is sustainable. It

considers these taking account of appropriate professional advice and value for money - whether as part of a broader strategy or on a case by case basis.

7.8 The RSL complies with regulatory guidance on tenant consultation, ballots and authorisation.

7.9 The RSL notifies the Regulator of disposals in accordance with regulatory guidance.

7.10 The RSL only agrees fixed or floating charges where the assets are used to support core activities. This should exclude providing security in relation to staff pensions.

This framework aims to ensure that PHA's Vision and Values are at the centre of the Association and its governance structure. PHA's Values (below) support this:

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2 Content

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 PHA's charitable status (**Appendix 1**) and a guidance note for governing body members on seeking advice from PHA staff and external parties (**Appendix 2**). **Appendix 3** is a copy of the skills matrix for the Management Committee and Sub-Committees, and **Appendix 4** presents the role descriptions for Governance Members and the Person Specification.

3 Review

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

4.0 Shareholders

4.1 Introduction and purpose of policy

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

4.2 PHA'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.

4.3 Criteria for Membership

4.3 PHA 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.

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

4.5 Staff who are employed by PHA or any close relative of any such employees, are not eligible for Shareholding Membership (Rule 7.3).

4.6 In addition, PHA 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.

4.7 Applications are accepted from individuals and organisations.

4.8 Equalities Monitoring

4.8 PHA 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.

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

4.10 Application Procedure

4.10 Application forms can be obtained from PHA's website (www.provanhallha.org.uk) or from PHA's Registered Office. Completed forms should be returned to PHA, 34 Conisborough Road, Glasgow, G34 9QG, 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:

- a PHA share certificate;
- copy of the Association's Rules;
- copy of PHA's Tenant Participation Strategy; and

4.11 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 PHA's Annual General Meeting.

4.12 Unsuccessful Applications

4.12 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 7.3).

4.13 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.

If an application is rejected, written reasons for refusal will be given.

The decision of the Board of Management is final.

4.14 Representing PHA

- 4.14 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).
- 4.15 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).
- 4.16 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).
- 4.17 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).

4.18 Participating In the Association

- 4.18 PHA 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.

- 4.19 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.

4.20 Termination of Shareholding Membership

- 4.20 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.
 - 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 end the membership (Rule 11.1.4).
 - 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).

- 4.21 The £1 membership fee is non-refundable.

4.22 Register of Members

- 4.22 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).
- 4.23 The Register will be maintained by the Corporate Services Assistant and will be held at the registered office of PHA.
- 4.24 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.

5.0 Governing Body Recruitment

- 5.1 At no point should the number of Board Members fall below 7 (Rule 37.1) or exceed 15.
- 5.2 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.'

- 5.3 As such, the Board will at least annually review the skills, knowledge, diversity and objectivity that it needs for its decision making (Rule 37.6) as part of its succession planning and recruitment process
- 5.4 PHA 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. PHA 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.
- 5.5 The Board are particularly aware of the need to encourage the successful recruitment of Tenants to the Board and Sub-Committees of PHA, and welcome applications from PHA's Tenants.

5.6 Principles of the Recruitment Process and Succession Planning

- 5.6 The Association's Rules (at 43.1) set out why a person may not be eligible to be elected or appointed to the Board.
- 5.7 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.
- 5.8 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 retiral. 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 retiral and/or resignations). Based on this assessment, the Board, with the support of the HR, Finance and Audit 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.

- 5.9 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.
- 5.10 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.

5.11 Elected Board Members

- 5.11 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.

- 5.12 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.

- 5.13 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.

5.14 Appointed Board Members

- 5.14 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.

- 5.15 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 HR, Finance and Audit 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.

- 5.16 The interview panel will be selected by the HR, Finance and Audit Sub-Committee, and will always include the Sub-Committee's Convenor, with the Director 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.
- 5.17 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.
- 5.18 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 HR, Finance and Audit 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.

5.19 Independent Sub-Committee Members

- 5.19 The process for appointing Independent Sub-Committee Members will be the same as for Appointed Board Members.
- 5.20 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 PHA.

5.21 Casual Vacancies and Co-optees

- 5.21 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.

5.22 Equalities Monitoring

- 5.22 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.

1. GOVERNANCE LEARNING AND DEVELOPMENT POLICY

1.0 Introduction and Purpose of Policy

- 1.1 PHA'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 PHA.
- 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 PHA and exercise effective control over the Association's activities and strategic direction.

2.0 Standards of Governance and Financial Management

- 2.1 PHA 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 PHA's customers and Tenants.
- 2.2 PHA 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 PHA 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

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 HR, Finance and Audit 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 debriefing meeting will take place with the Chair, and the outcomes of this included in the Chair's report.

1.0 Key Facts About PHA's Status as a Charity

- 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 PHA to remain so.
- 1.1 The Association's Charity Number is SC O37762. It is a legal requirement that this number appears on all PHA's public documents, letters, e-mails etc. Failure to do this can result in a fine.
- 1.3 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 PHA, the constitution is called the Rules).
- 1.4 The objects of PHA, as set out in PHA'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.

2.0 How Is PHA Regulated As A Charity?

- 2.1 All Charities in Scotland are regulated by the Office of the Scottish Charities Regulator (OSCR).
- 2.2 Because PHA is also a Registered Social Landlord (RSL), it is also subject to regulation by the Scottish Housing Regulator (SHR).
- 2.3 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.

3.0 What Are The Main Benefits To PHA Of Being A Charity?

- 3.1 Being a Charity means that PHA does not have to pay Corporation Tax on investment income or if the Association makes surpluses.
- 3.2 **It is imperative that PHA, 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. PHA must not distribute any surpluses to Members/Shareholders.
- 3.3 As a Charity, PHA can claim up to 80% Rates relief from the Council in respect of its offices etc.

4.0 What Does PHA Being A Charity Mean To You As A Board Member?

- 4.1 Board Members have a duty to act and make decisions in the best interests of PHA, and to ensure it follows its charitable objectives.
- 4.2 In carrying out this duty, Members are required to exercise the same care as if managing the affairs of a third party.
- 4.3 Board Members must ensure that the Association complies with the requirements of the SHR and OSCR.
- 4.4 Board Members must act/take decisions on behalf of PHA in good faith.
- 4.5 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 PHA.

5 WHAT DOES PHA BEING A CHARITY MEAN TO YOU AS A MEMBER OF PHA STAFF?

- 5.1 Staff have a duty to act in the best interests of PHA and to ensure that what they do is consistent with PHA's charitable purposes.
- 5.2 All Policies and Procedures which Staff devise, recommend for approval, and apply in practice, must all adhere to PHA's charitable objectives (see 2.4 above).
- 5.3 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 PHA's work environment.

6.0 Preventing inadvertent loss to PHA'S Charitable Status

- 6.1 PHA and other charitable RSLs will always be subject to any legislative change which applies to Charities. It is the responsibility of the Director of to maintain awareness of any pending changes to charitable legislation, so that where possible PHA can be prepared for the impact of such change.
- 6.2 In its day to day operations, PHA is most vulnerable to inadvertent breach of charitable requirements when it carries out work or provides services to individuals or organisations who are not PHA's Tenants.

- The Inland Revenue allows Charities to do some small-scale work for other parties which is not connected with their charitable objectives. In PHA's case, the annual limit for this work is £50,000. A significant and ongoing difficulty for PHA is determining what work forms part of that £50,000.
- In order to prevent any inadvertent breach of this limit, all PHA 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 PHA to do the work or provide the service.
- The Executive Team, with information supplied by the Director, is responsible for monitoring PHA's compliance with the £50,000 annual limit.

Seeking Advice from PHA Staff & External Parties

This Guidance Note should be read in conjunction with PHA's Code of Conduct for Board and Sub-Committee Members and associated Declaration by Board and Sub-Committee Members. Governance Members of PHA are required to adhere to the various rules and regulations governing PHA. 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 PHA should follow the Complaints procedure e.g. failure to satisfactorily complete a repair. A copy of the procedure is available on PHA'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 PHA business; or,*
- *Information about expenses, travel difficulties, or has specialist dietary or health issues.*

The Corporate Services Assistant be able to assist, please email info@provanhallha.org.uk.

3.0 Serious issues relating to the business of the association

3.0 This should be read with the “Whistle Blowing Policy”

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

3.2 Depending on the seriousness of the issue, the Director (or the Chair if appropriate) may be required to invoke formal PHA 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 PHA 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 PHA rules for example alert PHA 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 Director (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 PHA 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 PHA’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 Director (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 Director, 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 PHA.
- 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 PHA and ensure PHA financial regulations are adhered to. In some instances this will be Director 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 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 HR, Finance and Audit Sub-Committee. Those highlighted in orange are required across all of the Sub-Committees.

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

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

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

GOVERNANCE MEMBERS

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 Provanhall Housing Association (PHA). It should be read in conjunction with the accompanying person specification and PHA's Rules, Standing Orders and Governance Policy.
- 1.2 PHA 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 PHA to achieve good outcomes for all of our customers;
 - Promote and uphold PHA's values;
 - Set and monitor standards for service delivery and performance; and
 - Control PHA's affairs and ensure compliance.
- 2.2 Responsibility for the operational implementation of PHA's strategies and policies is delegated to the Director and Executive Team.

3.0 Main Tasks

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

4.0 Key Expectations

- 4.1 PHA 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 PHA. 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 PHA 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 PHA'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 PHA 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;
 - Be aware of and comply with PHA'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:

- Management Committee: approximately 10 evening Meetings per year, lasting 2-2½ hours, plus two additional Away Days annually.
- Housing Sub-Committee: 4 Meetings per year, lasting around 1 hour.
- HR, Finance & Audit Sub-Committee: 4 Meetings per year, lasting around 1 hour.

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 PHA 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, PHA 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 PHA's activities; and
- Formal induction training to assist with settling in to the organisation.

7 Chair and Sub-Committee Convenors Role Description

7.1 Introduction

7.2 This role description sets out the particular duties and responsibilities that attach to the Chair of Scottish Borders Housing Association (PHA) and to the Convenors of PHA's Sub-Committees. The responsibilities described here are additional to those set out in the Board Members' role description. It should be considered alongside PHA's Rules, Standing Orders and Governance Policy.

7.3 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.

7.4 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 Subcommittee Convenors after each AGM.

7.5 Primary Responsibilities

7.6 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:

- 7.7 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 Director and (where appropriate) relevant senior officers;
 - To uphold the Code of Conduct and promote good governance; and
 - To ensure that PHA's business is conducted effectively between Meetings and that emergency decisions are taken only in line with PHA's Standing Orders.

8.0 Main Tasks

8.1 Leadership and Direction:

The Chair or Convenor is expected to:

- Represent PHA positively and effectively;
- Set the style and tone of Board or Sub-Committee meetings to ensure effective and participative decision making;
- Promote and uphold PHA's Code of Conduct for Governing Body Members;
- Ensure that the necessary arrangements are in place to enable PHA to honour its obligations, achieve its objectives and meet agreed targets;
- Demonstrate and support the principles of good governance at all times;
- Ensure that the Board or Sub-Committee has access to the range of skills, knowledge, diversity and experience necessary for the achievement of PHA's aims and objectives and for the fulfilment of 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 PHA'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 Director (or relevant senior officer):

The Chair or Convenor should:

- Establish a constructive relationship with the Director (or relevant senior officer) and ensure that their respective roles of leading and managing are recognised and promoted effectively;
- Ensure that the conduct of PHA's business continues effectively between
- Meetings and act under delegated or emergency authority in line with PHA's Standing Orders;
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Director, in accordance with PHA's agreed recruitment practices (Chair only);
- Carry out the Director'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 Director (Chair only); and
- In the event that it is necessary, be responsible for dealing with grievance or disciplinary action in respect of the Director, 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 PHA in accordance with the Rules (Chair only);
- Chair all Board or relevant Sub-Committee Meetings of PHA, 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;
- 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 PHA's Business

The Chair or Convenor is expected to:

- Ensure that PHA's business is efficiently and accountably conducted between Meetings;
- Sign any documents requiring their authorisation, in accordance with PHA'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.

3.5 PHA Governance Member Person Specification

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

3.6 Experience and Skills

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

- Have an understanding of social housing and the environment that PHA operates in
- Have an understanding of the local communities in which PHA 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

3.7 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
- Commitment to putting PHA's customers at the heart of decision making, valuing customer insight and feedback

3.8 Team Working

- Able to work in partnership with other Governance Members and senior members of staff, as well as PHA'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

3.9 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

3.10 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.

3.11 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

3.12 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
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

3.13 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

3.14 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

3.15 Specialist Skills

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