



# **Governing Body Member's Role Description**

## 1. INTRODUCTION

***“The Governing Body leads and directs the organisation to achieve good outcomes for its tenants and other service users”. Scottish Housing Regulator; Regulatory Standards of Governance and Financial Management, Standard 1***

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a Governing Board Member at Thenue. It should be read in conjunction with the accompanying person specification and Thenue’s Rules (last reviewed September 2020).
- 1.2 Thenue is a company limited by guarantee. It is recognised as a charity and by OSCR (Office of the Scottish Charities Regulator) and authorised and Regulated by the Financial Conduct Authority. It is a registered society under the Co-operative and Community Benefit Societies Act 2014 (No 1933R(S)). Is a Charity registered in Scotland (No SC032782) and Property Factor Registered Number PF000268. The role description reflects the principles of good governance and takes account of (and is compliant with) the expectations of the Regulatory Standards of Governance and Financial Management for Scottish Registered Social Landlords and relevant guidance produced by the Office of the Scottish Charity Regulator.
- 1.3 Thenue encourages people who are interested in the association’s work to consider seeking election as a Governing Body Member and is committed to ensuring broad representation from the communities that it serves. Governing Body Members do not require ‘qualifications’ but, from time to time, we will seek to recruit people with specific skills and experience to add to or expand the existing range of skills and experience available to ensure that the governing body is able to fulfil its purpose. We carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.
- 1.4 This role description applies to all members of the Governing Body, whether elected or co-opted, new or experienced. It is subject to periodic review.

## 2. PRIMARY RESPONSIBILITIES

- 2.1 As a member of the Governing Body, your primary responsibilities are, with the other members of the Board, to
  - Lead and direct Thenue’s work
  - Promote and uphold Thenue’s values (passion, excellence, respect and connection)
  - Set and monitor standards for service delivery and performance
  - Control Thenue’s affairs and ensure compliance
- 2.2 Responsibility for the operational implementation of Thenue’s strategies and policies is delegated to the Chief Executive.

## 3. KEY EXPECTATIONS

- 3.1 Thenue has agreed a Code of Conduct for Governing Body Members which every member is required to sign on an annual basis.
- 3.2 Each Governing Body Member must accept and share collective responsibility for the decisions properly taken by the Board. Each Governing Body Member is expected to contribute actively and constructively to the work of Thenue. All members are equally responsible in law for the decisions made.

3.3 Each member must always act only in the best interests of Thenue and its customers, and not on behalf of any interest group, constituency or other organisation. Governing Body members cannot act in a personal capacity to benefit themselves or someone they know.

#### **4. MAIN TASKS**

- To contribute to formulating and regularly reviewing Thenue's values, strategic aims and performance standards
- To monitor Thenue's performance
- To ensure that Thenue operates within and is compliant with the relevant legal and regulatory frameworks
- To ensure that risks are realistically assessed and appropriately monitored and managed

#### **5. DUTIES**

- Act at all times in the best interests of Thenue
- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the governing body
- 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 Thenue's governance and of your individual contribution to Thenue's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent Thenue positively and effectively [in local communities and] when attending meetings and other events
- Respect and maintain confidentiality of information
- Treat colleagues with respect and foster effective working relationships within the governing body and between the governing body and staff
- Be aware of and comply with our policy on the restrictions on payments and benefits
- Register any relevant interests as soon as they arise and comply with Thenue's policy on Managing Conflicts of Interest

## 6. COMMITMENT

An estimate of the annual time commitment that is expected from Governing Body Members is

Activity	Time
Attendance at up to 10 regular meetings of the Governing Body	Up to 2 hours per meeting
Reading and preparation for meetings of the governing body	Up to 2 hours per meeting
Optional attendance: Sub-Committee structure with frequency of meetings between four times per year (Audit & Risk) and annually (Staffing). Board members are required to participate to ensure a meeting is quorate.	Up to 2 hours per meeting
Reading and preparation for meetings of a Sub-Committee	Up to 2 hours per meeting
Annual planning and review events (including individual review)	½ day to 1 day
Attendance at internal briefing and training events	Ad hoc
External training and conferences (may include overnight stay or weekend)	Ad hoc

## 7. WHAT THENUE OFFERS GOVERNING BODY MEMBERS

All Governing Body Members are volunteers and receive no payment for their contribution. Thenue has policies which prevent you or someone close to you from benefiting personally from your involvement with Thenue, although these policies also seek to ensure that you are not unfairly disadvantaged by your involvement with Thenue. All out of pocket expenses associated with your role as a Governing Body Members are fully met and promptly reimbursed. In return for your commitment, Thenue offers:

- A welcome and introduction when you first join the governing body
- A mentor from the governing body and a named staff contact for the first six months, with ongoing support
- Clear guidance, information and advice on your responsibilities and on Thenue's work
- Formal induction training to assist settling in
- Papers which are clearly written and presented, and circulated in advance of meetings
- The opportunity to put your experience, skills and knowledge to constructive use
- The opportunity to develop your own knowledge, experience and personal skills
- The chance to network with others with shared commitment and ideals
- Microsoft Surface Go device, which is required for Board purposes. Board members are able to put to personal use subject to adherence to the associations IT policy.

## 8. REVIEW

This role description was updated in November 2020, as a result of the Board identifying specific skill gaps requiring to be filled into 2021. It will form the basis of the annual review of the effectiveness of your contribution to our governance.

## BOARD MEMBER JOB DESCRIPTION

### Key Responsibilities

To oversee and set the long term strategic direction for the organisation; in support of the Business Plan.

To ensure that the Board fulfil its duties and responsibilities for the proper governance of the organisation including compliance and monitoring risk.

To ensure an effective business plan and budget is in place.

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

To approve key strategies and policies to allow the organisation to achieve its objectives.

### Duties and tasks to fulfil the key responsibilities

To oversee and set the long term strategic direction for the organisation including monitoring risk

- To collectively set the strategic objectives and high-level policies for the organisation
- To contribute to establishing a framework for approving strategies, policies and plans to achieve those objectives
- To uphold and promote the core policies, purposes, values and objectives of the organisation
- To ensure major risks are reviewed regularly and an effective risk management framework is maintained
- To keep abreast of current developments and thinking in the sector including matters relating to housing, support, social policy, regulation and investment

To ensure that the Board fulfils its duties and responsibilities for the proper governance of the organisation including compliance

- To act reasonably and always in the best interests of the organisation, and comply with its Code of Conduct; to ensure your behaviour as a Board Member models the values of the organisation
- To contribute to and share responsibility for decisions of the Board
- To work in partnership with the Chief Executive, senior officers; and to challenge colleagues constructively
- To satisfy yourself that the organisation's affairs are conducted lawfully and in accordance with regulatory requirements and generally accepted standards of performance and probity
- To engage effectively with key stakeholders as required
- To comply fully with the organisation's Code of Governance; policies and procedures and standing orders

- **Declare any conflicts of interest which may influence their work as a Board Member in any way**

**To ensure an effective business plan and budget is in place**

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

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

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

## BOARD MEMBER – PERSON SPECIFICATION

### Knowledge and Experience

- Experience of operating at a senior level (either executive or non-executive) within a service organisation
- Governance experience, as a Member of a Board or similar, with knowledge of good governance practice
- Wide ranging understanding of commercial issues, with strong business acumen
- Specialist skills relevant to the organisation

### Skills and Abilities

- Strategic planning skills, able to develop strategic vision and encourage others to contribute to this
- Able to assess risk and promote risk awareness without being risk averse
- Able to challenge constructively while respecting the roles, views and feelings of others, with a wider vision to raise standards across the organisation
- Able to probe, assess and solve problems
- Able to understand complex factual and statistical information
- IT literate and comfortable with using tablet device and email

### Personal Attributes

- A commitment to the Code of Conduct
- A commitment to represent the interest of Thenue and not individual/or group interests
- To respect confidences
- To work as part of a team and make collective decisions

### Time Commitment – The association meets 10 times per year

- Time to attend meetings of the Board
- Available for ad hoc discussions and urgent business

## GENERAL CORE COMPETENCIES – BOARD MEMBER

Core Competencies	
<b>Strategic Leadership</b>	Demonstrates strategic vision; contributes to strategic planning, effective decision making and outcome monitoring.
<b>Team Working</b>	Works effectively with Board Members and staff and accepts collective responsibility for Board decisions.
<b>Analysing and scrutinising</b>	Identifies the main issues and factors in reports and debates; evaluates risks and options and takes a balanced approach to problem solving.
<b>Group decision making</b>	Contributes to debates constructively, listens to the views of others and is able to make clear, rational judgements.
<b>Personal effectiveness</b>	Ensures own performance meets the Board role requirements; is open to appraisal, learning and development; demonstrates integrity and maintains appropriate confidentiality.
<b>Equality &amp; Diversity</b>	Understands, values and promotes equality and diversity in the design and delivery of the Association's purpose.

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