



## Committee Standing Orders

V.5 – January 2024

<b>Policy Number</b>	<b>C.03</b>			
<b>Document Owner</b>	<b>Corporate</b>			
<b>Review Frequency</b>	<b>3 Yearly</b>			
<b>Reviewed by</b>	<b>Corporate Manager</b>			
<b>Date Approved</b>	<b>January 2024</b>			
<b>Next Review Due</b>	<b>January 2027</b>			
<b>Version Number</b>	<b>5</b>			
<b>Consultation Required</b>	<b>Yes</b>		<b>No</b>	<b>x</b>
<b>Equalities Impact Assessment</b>	<b>Yes</b>		<b>No</b>	<b>x</b>
<b>Add to Website</b>	<b>Yes</b>	<b>x</b>	<b>No</b>	

<b>SSHC Reference</b>	n/a
<b>SHR Reference</b>	<p>The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.</p> <p>The RSL manages its resources to ensure its financial well-being and economic effectiveness.</p>

### Related Documents

- **Rules**
- **Governance Policy**
- **Committee Structure Responsibilities & Delegated Authorities – Committee & Staff**

## **Translation Statement**

If you have any difficulties reading this information or need further help understanding our processes, please contact us. We can make this document available in a variety of formats. All you need to do is let us know what you need and we will try to assist.

## **Compliance**

This policy has been drafted to ensure that it complies with current legislation and industry good practice.

## **Equality & Diversity**

Fyne Homes is committed to providing services which embrace diversity and which promote equality of opportunity. As an employer we are also committed to equality and diversity within our workforce. Our goal is to ensure that these commitments, reinforced by our Values, are embedded in our day-to-day working practices.

## **Openness & Confidentiality**

Fyne Homes believes that its members, tenants, and other interested parties should have access to information on how it conducts itself. This means that unless information requested is considered commercially sensitive or personally confidential it will be made available on request.

## **General Data Protection Regulations**

Fyne Homes recognises that the General Data Protection Regulations are an important piece of legislation to protect the rights of individuals in respect to any personal information that we may keep about them, whether on computer or in manual systems. We will treat your personal data in line with our obligations under the current data protection regulations and our own Data Protection Policy. Information regarding how your data will be used and the basis for processing your data is provided in our Transparency Statements

## **1. Introduction**

- 1.1 These standing orders will be read in conjunction with the Association's Charitable Model Rules.
- 1.2 The Management Committee has the ultimate responsibility for the Association. The role of the Management Committee is to provide strategic direction and leadership and to scrutinise the performance in achieving the organisation's overall purpose and priorities.

## **2. Composition of Management Committee**

- 2.1 The Management Committee will comprise a minimum of seven and a maximum of twelve members including a maximum of four co-optees, elected by the membership of the Association under terms of Rule 39 of our Rules. Argyll and Bute Council or its successor shall be entitled to appoint 1 person to be a Committee Member.
- 2.2 The Management Committee may from time to time, co-opt anyone who may be suitable and who has a particular expertise, to serve until the next Annual General Meeting or until removed by Committee. Members co-opted onto the Management Committee may also be co-opted onto any of the Sub- Committees.
- 2.2 The Committee will continue to act while it has vacancies for Members. However, if at any time the number of Committee Members falls below seven, the Committee can continue to act only for another two months. If at the end of that period the Committee has not found new Members to bring the number of Committee Members up to seven, the only power it will have, is to act to bring the number of Committee Members up to seven.

### **Office Bearers**

- 2.3 The Management Committee will elect its office bearers (Chairperson, Vice Chairperson and Secretary) at the first meeting following its Annual General Meeting.
- 2.4 Further details on the role of Management Committee members and office bearer can be found in *Appendices 1-4*

## **3. Sub-Committees/other groups**

- 3.1 The Management Committee can delegate authority to sub-committees, staff or Office Bearers per Rule 58.1 of its [Charitable Rules](#) for particular aspects of its business . Any decisions made by Sub-Committees remain the responsibility of the whole Management Committee and are considered for ratification at the Management Committee meeting following the Sub-Committee meetings.
- 3.2 The Association has created the following Sub-Committees to deal with specific business as detailed their respective Terms of Reference contained in the Responsibilities and Delegated Authorities Policy.

3.2.1 Audit Committee

3.2.2 Staffing Committee

3.2.3 Executive Committee  
3.2.4 Health and Safety Committee

- 3.3 Each member will serve on a minimum of one sub-committee. Selection will take place at the first Management Committee meeting following the Annual General Meeting. Members can review their selection at any point during the year.
- 3.4 Each Sub-Committee shall, at its first meeting following the Annual General Meeting, elect a Convener.
- 3.5 *Working Groups* – The Committee may decide to form working groups to consider issues with a specific remit and timescale to report back to Management Committee with recommendations and a course of action. These would comprise of a small number of members, between two and six supported by member of the staff team and would normally have a life of 3-6 months.
- 3.6 *Strategy Days* – At least twice a year the Committee will meet for a structured but less formal meeting. The agenda for these meeting will cover strategic direction considering the current economic environment and legislation etc. affecting the housing movement. The opportunity for committee training may also be undertaken at these events.

#### **4. Voting Rights**

- 4.1 All members of the Management Committee and Sub-Committees, including co-opted members, will have equal voting rights with the exception of the Chairperson who will also hold a casting vote for use as required.
- 4.2 Co-optees can take part in discussions at the Committee or any sub-committees and vote at Committee and sub-committee meetings on all matters except those which directly affect the Rules, the membership of the Association or the election of the Association's Office Bearers. Co-optees may not stand for election, nor be elected as one of the Office Bearers of the Committee

#### **5. Meetings**

- 5.1 A minimum of 6 Management Committee meetings will be held in each year, usually taking place on a Wednesday. Sub-Committees will be held in accordance with their terms of reference.
- 5.2 Meetings of the full Management Committee shall commence at 16.00 hours and end no later than 18.00 hours unless there is a 2/3 majority in favour of suspending Standing Orders. The starting time of meetings may be varied by agreement of the Management Committee.
- 5.3 The meeting schedule for the year will be agreed by the Management Committee annually in January. Revisions to the schedule will be considered throughout the year where necessary.
- 5.4 Meetings of the Management Committee and Sub-Committee's will be held in hybrid format; in person and by Microsoft Teams.

- 5.5 Meeting etiquette and adhering to the Code of Conduct is paramount regardless of the means of participation.
- 5.6 In the case of unforeseen circumstances, scheduled meetings can be cancelled with the express authorisation of the Chairperson/Vice Chairperson.
- 5.7 All members of the Management Committee may attend any sub-committee meetings, even if this is a sub-committee to which they have not been elected. They may, however, only speak at the meeting with the permission of the sub-committee.

## **6. Notice of Meeting**

- 6.1 The Corporate Manager will service the Management Committee and Sub-Committees. Agendas, papers, and previous minutes will be circulated at least one week prior to the meeting date both electronically on the Admin Control system and by paper where requested.
- 6.2 Staff should aim to restrict committee papers and reports to a maximum of three pages with further information provided as appendices. A standard report format is used which will summarise the issue to be considered and provide a clear recommendation on the decision to be taken.
- 6.2 Committee Members wishing to have items included on the agenda must give the CEO at least 14 days written notice of the item. The CEO will consult with the Chair or Convener of the meeting as to the item's inclusion.
- 6.3 Special meetings of the Committee shall be convened in accordance with the Rules of the Association, Rule 56.1.

## **7. Chairperson of the Meeting**

- 7.1 If the Chairperson is not present at the start of the meeting, the Chair will be taken by the Association's Vice Chairperson. If they are also absent, then a member elected from the members present will preside until either the Chair or Vice Chair is present.
- 7.2 If the Chairperson arrives at the meeting late, they will take over the meeting as soon as the current item of business is concluded.

## **8. Business to be discussed**

- 8.1 The Management Committee/Sub-Committee may vary the order of business, to give precedence to business of special urgency, at the discretion of the Chairperson.
- 8.2 The Chair may decide that any business is reserved business. In such an event any member of the Committee or member of staff present may be required to absent themselves for the duration of the discussion and a reason will be provided if required.

8.2 **The order of business** for Management Committee meetings shall be as follows:

- Apologies
- Declaration of Interest
- Business Carried Over from Last Meeting (if required)
- Approval of Minutes of last meeting
- Business Arising from Minutes
- Rolling Actions list
- Items and Reports for debate/decision or action
- Secretary's Report
- Management Committee Training
- Notifiable Events
- Minutes of other meetings for information purposes
- AOCB
- Date and Time of next meeting

8.3 The order of business for Sub-Committee/Subsidiary meetings shall be as follows:

- Apologies
- Declaration of Interest
- Business Carried Over from Last Meeting (if required)
- Approval of Minutes of last meeting
- Business Arising from Minutes
- Rolling Actions list
- Items and Reports for debate/decision or action
- AOCB
- Date and Time of next meeting

## **9. Declarations of Interest**

9.1 Committee members must declare any personal or other external interests on an annual basis in accordance with the Associations Code of Conduct.

9.2 All staff, Committee Members and co-optees must adhere to the standards set out in the Code of Conduct at all meetings, this also applies to observers, advisers etc attending meetings .

9.2 Any conflict of interest arising in matters about to be discussed at a meeting should be declared at the beginning of the agenda, this will be noted in the minutes and logged in the register of interests.

9.3 The committee member(s) will be required to leave the meeting while the matter is discussed and will not be allowed to vote on the matter or stay in the meeting while any vote takes place.

9.4 The exception to this will be tenant members of the Committee , who will not be subject to a conflict of interest when the Committee are discussing general policy in relation with rent setting.

## 10. Apologies

- 10.1 Committee members, where possible, should submit their apologies for non-attendance well in advance of the meeting.
- 10.2 It should be noted, however, that absence from 4 consecutive meetings would result in the cessation of membership unless prior authority for absence has been sought by the absent member and granted by the Management Committee.

## 11. Minutes

- 11.1 The Minutes of the Committee shall be prepared/printed/circulated by the Corporate Manager in line with the Minute Taking Procedure.
- 11.2 At all Management Committee meetings, the Minutes of the previous Committee/Sub-Committee/Subsidiary meetings shall be submitted.
- 11.3 The Minutes shall be held as a correct record of what transpired at such meetings, subject to any amendments approved by the Committee.
- 11.4 Once approved, the Association's Chairperson will sign all Management Committee Minutes as being approved. Thereafter, the minutes will be uploaded onto the minute section on the shared area of the internal system, Admin Control and the website.
- 11.5 The Sub-Committee minutes, once approved, can be signed in a similar fashion at the Management Committee Meeting or the next Sub-Committee meeting.
- 11.6 Minutes can only be proposed and seconded by Committee/Sub-Committee members who attended the relevant meeting.

## 12. Quorum

- 12.1 A quorum shall be four for an ordinary Management Committee meeting either in person or by multimedia link (Rule 48). There must be at least three members of a sub-committee/Subsidiary Board present for the meeting to take place. **Per the Association's Rules (42.3), Co-optees cannot be counted towards a quorum.**
- 12.2 If at the time of the meeting, a quorum is not in attendance, a period of fifteen minutes should be allowed for late arrivals. If, after fifteen minutes, a quorum of members is not present, the meeting will stand adjourned.
- 12.3 If at any time during a meeting, it is found that a quorum is not present, the proceedings shall be adjourned. Should the remote connection be lost by any members attending virtually, even temporarily, the meeting could become inquorate, in this instance proceedings shall be paused until the issue is resolved. If the connection cannot be restored and the meeting is inquorate then it shall be adjourned.

## 13. Motions and Amendments

- 13.1 Motions may be moved by any member of the Management Committee/Sub-Committee/Board. A Motion shall fail unless it can find a seconder.

- 13.2 Motions or any Amendments, which are not seconded, shall not be discussed, or put to the meeting or printed in the Minutes.
- 13.3 After a Motion has been made and seconded, any member wishing to move an Amendment, and any member wishing to move a further Amendment, may do so by stating its terms to the meeting.
- 13.4 No Motion, after it has been made or intimated, shall be withdrawn except by leave of the seconder.
- 13.5 In the absence of the member who has given written notice of a Motion, the meeting may dispose of same or postpone it, as they think fit.
- 13.6 When a Motion and/or a number of Amendments are before the meeting, the Chairperson shall put the last moved Amendment against the preceding one, and then put the Amendment receiving the greater number of votes against the next preceding Amendment until disposed of. The Chairperson shall put the remaining Amendment against the original Motion, the Amendment being called first and voted upon, the Motion called thereafter and voted upon.

#### **14. Order of Speaking**

- 14.1 Any member wishing to speak at any meeting shall only do so when allowed by the Chairperson. They shall address the Chair confining their remarks to the matter before the meeting, i.e. by proposing, seconding, or supporting a Motion or any relative Amendment, or to a point of order to ask a question.
- 14.2 Any member of the Management Committee who attends a Sub-Committee meeting, to which they have not been elected, shall only speak with the permission of the Sub-Committee Chairperson and will not be entitled to vote on any issue.

#### **15. Powers of Chairperson**

- 15.1 Deference should always be paid to the authority of the Chairperson, when they speak, the members shall cease to do so. It shall be the duty of the Chairperson to preserve order and to ensure that members obtain a fair hearing.
- 15.2 The Chairperson shall decide all matters of order, competency and relevancy and each ruling shall be final and shall not be open to discussion.
- 15.3 The Chairperson shall also decide between two or more members wishing to speak by calling on the member whom they observed first to raise their hand.
- 15.4 The Chairperson shall be entitled, in the event of a disorder arising, to adjourn the Meeting to a time they may then, or afterwards, determine and on their leaving the Chair shall indicate that the meeting is adjourned.
- 15.5 The Chairperson will have both a deliberative vote and a casting vote.
- 15.6 The Chairperson may restrict the amount of time spent on any item of business.
- 15.7 The Chairperson shall be an ex-officio member of all Sub- Committees.



## **16. Dissenting Member**

16.1 Any member who disagrees with any decision of the Committee may ask to have their dissent recorded in the Minute.

## **17. Invitation to Speak**

Any member wishing to speak must first raise their hand, if attending virtually members can raise their hand via the icon or notify through the chat facility and await the invitation of the Chairperson.

## **18. Voting**

18.1 A vote may be taken by calling the roll of those present, by ballot or by a show of hands, as may be decided by the majority of the members present and voting. Prior to a vote, the Chairperson will ask those present to decide on the method of voting to be used.

## **19. Suspension of Standing Orders**

19.1 Any of the Standing Orders, upon a Motion being made at any time during a meeting, may be suspended regarding any business at such a meeting, provided that the said Motion shall be held to be carried by a two-thirds majority of the members present and voting.

## **20. Changes in Policy/Decisions**

20.1 Any policy decisions taken at a meeting of the Committee will be regarded as the policy of the Committee and will not be amended within a period of three months without a Suspension of Standing Orders.

20.2 A review can only be instituted if: -

- New legislation or guidance affecting the decision has been implemented.
- New facts which are ruled by the Chairperson of the meeting be pertinent have become known since the original decision.

20.3 No decision, out with delegated authority of a Sub-Committee will be binding on the Management Committee until the minute of the Sub- Committee has been ratified by the Management Committee.

## **21. First meeting after the Annual General Meeting**

21.1 This Meeting shall be presided over by the CEO. If they are not present then the procedure as Standing Order number 7.1 should be implemented.

21.2 The order of business for the meeting shall include:

- Election of Chairperson

- Election of Vice Chairperson
- Election of Secretary
- Sub-Committee selection
- Subsidiary appointments

## **22. Co-options**

22.1 Co-opted members shall not hold office bearer's positions within the Association.

22.2 Co-optees do not need to be members, but can only serve as co-optees on the Committee or sub-committee until the next Annual General Meeting or until removed by the Committee.

22.3 Co-optees attending Committee or Sub Committee meetings will not count towards establishing a quorum.

## **23. Sub-Committees**

23.1 All members of the Committee must serve on a minimum of one sub-committee.

## **24. Emergency Decisions** (e.g. HM court action cases, staffing decisions, etc.)

24.1 Where a staff member of the Association is of the opinion that an emergency decision is required to be made by Committee, an Executive Committee meeting should be convened in accordance with their terms of reference subject to a quorum of 3.

24.2 Papers requiring a decision must be circulated at least 72 hrs in advance of a meeting.

24.3 No other business can be discussed at an Executive Meeting other than that the business for which the meeting has been called.

24.2A written report thereafter will be submitted to the next Management/Sub-Committee meeting.

## **25. Subsidiary Companies**

25.1 Fyne Homes Ltd is the parent organisation of the subsidiary companies; Fyne Futures, Fyne Initiatives and Fyne Energy. The responsibilities of the parent and subsidiaries are defined in the Independence Agreements and Memorandum of Association for each subsidiary.

25.2 A minimum of 4 meetings will be held each year, the schedule will be agreed by the Fyne Homes Management Committee.

25.3 The subsidiary companies are required to provide the parent company with board reports and will be serviced by the Corporate Manager.

25.4 The agenda, previous minutes and papers will be prepared and circulated at least one week prior to the meeting date electronically on the Admin Control system. Hard copies

will be issued where requested. The minutes will be prepared and circulated in line with the minute taking procedure.

25.5 Staff should restrict reports to a maximum of three pages, with further information provided as appendices. A standard report format is used which will summarises the issues to be considered and provide a clear recommendation on the decision to be taken.

25.6 The parent association, Fyne Homes Ltd, has the absolute constitutional right to appoint or remove Directors to each of the subsidiary boards. The number of Directors serving on each board are defined as follows:

- Fyne Futures shall have a minimum of 5 and a maximum of 15 Directors.
- Fyne Initiatives shall have a minimum of 1 Director and no maximum.
- Fyne Energy shall have a minimum of 1 Director and no maximum.

25.7 Each of the Subsidiary Boards shall include independent members, who are not also members of the parent committee. The parent association shall always have the majority of members serving on the Subsidiary Boards.

25.8 The Chairperson will have both a deliberative vote and a casting vote.

## 26. Reviewing process

26.1 This policy will be reviewed in line with the respective current Fyne Homes' policies, and/or where a change in legislation arises.

26.2 If there is a procedural delay in the policy revision then the relative legislation in force at the time will prevail.

<b>Version number</b>	<b>Revision Date</b>	<b>Part of doc revised</b>	<b>Reason for revision</b>	<b>Approved by</b>
3	August 19	all	Full revision to take account of changes in regulatory framework and separate out some detail to the standing orders policy	Mgt Comm
4	July 2021	Appendices	Minor changes to the wording of the policy document Office Bearer and Committee Member Role descriptions updated by SFHA	Mgt Comm
5	January 2024	All	Full revision to take add a section regarding subsidiary companies and considering the SFHA SO guidance	Mgt Comm

## **Role Description for Chair of Fyne Homes Ltd**

### **1. Introduction**

- 1.1 This role description sets out the duties and responsibilities that attach to the Chair of Fyne Homes and to the Chairs of any sub-committees/subsidiaries. The responsibilities described here are additional to those set out in the Management Committee Members (MCM) role description. It should be considered alongside **our** Rules Standing Orders, Code of Conduct and Entitlements, Payments, and Benefits Policy.
- 1.2 This role description will be used to support the annual review of the Management Committee's effectiveness. It will be used to appoint the Chair and sub-committee /Subsidiary Chairs after each AGM. MCMs who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here before the election takes place.
- 1.3 In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.
- 1.4 An overview of the Role of the Chair is outlined in Rule 59.6 of our Rules.
- 1.5 The Chair will be elected by the Management Committee each year at the first Management Committee Meeting following the AGM. Whilst the Chair of Fyne Homes can be re-elected, in accordance with Rule 59.11 of the Association's Rules, they cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five-year maximum term.
- 1.6 In the spirit of our rules, if an individual has served five years as Chair, they should not be subsequently re-elected as Chair at any point.

### **2. Key Responsibilities**

- 2.1 The Chair must act, and be seen to act, at all times on behalf of the Management Committee. The Chair's key responsibilities are:
  - To lead the Management Committee/Sub Committee/Subsidiary constructively, provide direction and manage meetings effectively.
  - To develop and maintain a constructive and positive working relationship between the Chair and CEO and senior staff.
  - To uphold the Association's Code of Conduct and promote good governance.
  - Ensure decision making complies with Standing Orders and Scheme of Delegation
  - To be a positive and effective ambassador for the Association
  - To ensure that the Association's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required.

- To be accountable for the actions of the Chair

### **3. Leadership and Direction**

#### **3.1 The Chair is expected to:**

- Lead by positive action and example
- Represent the Association positively and effectively.
- Set the style and tone of Management/sub-committee /subsidiary meetings to ensure effective and participative decision making.
- Promote and uphold the Code of Conduct for the Association's governing body.
- Ensure that the necessary arrangements are in place to enable Association to honour its obligations, achieve its objectives and meet agreed targets.
- Always demonstrate and support the principles of good governance.
- Ensure that the Management Committee has access to the range of skills, knowledge, and experience necessary for the achievement of the Association's aims and objectives and for the fulfilment of the governing body's responsibilities.
- Ensure that the Management 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.
- Provide support to new and experienced Management Committee members by promoting access to relevant induction, training, and development opportunities.

### **4. Working with the CEO**

#### **4.1 The Chair should:**

- Establish a constructive relationship with the CEO and ensure that their respective roles of leading and managing are recognised and promoted effectively. Sub-committee/Subsidiary Chairs should establish similar relationships with the relevant senior staff member.
- Ensure that the conduct of the Association's business continues effectively between meetings of the Management Committee and act under delegated or emergency authority when necessary.
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Committee member, in accordance with the Association's agreed recruitment practices.

- Carry out, with at least one other governing body member, the CEO's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the governing body.
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the CEO.
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Committee member, in accordance with the Association's agreed procedures.

## **5. Promoting Good Governance**

### 5.1 The Chair is required to:

- Promote and demonstrate the highest standards of ethical conduct and integrity.
- Build and sustain constructive relationships with other office bearers, members of the governing body and senior staff.
- Initiate any investigation under the terms of the Association Code of Conduct
- Chair all general meetings of the Association in accordance with the Rules.
- Chair all Management Committee meetings of the Association, in accordance with the Rules and Standing Orders
- Ensure that all Management Committee members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention.
- Ensure that effective induction and ongoing training and support are provided to all governing body members and that annual performance reviews are conducted in accordance with the Association's policy.
- Manage meetings inclusively and effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically.
- Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively.

## **6. Conduct of HA's Business**

### 6.1 The Chair is expected to:

- Ensure that the Associations business is efficiently and accountably conducted between governing body meetings.

- Sign (or otherwise authorise) payment instructions and documents requiring the Management Committee or the Chair's authorisation, in accordance with the Association's standing orders.
- Take decisions on behalf of the organisation in the event of emergencies that occur outside the regular meeting cycle and report these back to the governing body for ratification.
- Ensure that the range of skills, knowledge and experience required to lead the Association effectively is available to the Management Committee and that the Management Committee can access specialist support when necessary.
- Lead the governing body's succession planning and recruitment to ensure good governance and regulatory compliance.

## **7. Monitoring and Review**

- 7.1 This role description was approved by the Management Committee as part of the Standing Orders Policy. It will be reviewed not later than 3 years in line with the policy review schedule.

## **Role Description for Vice Chair of Fyne Homes**

### **1. Introduction**

- 1.1 This role description sets out the duties and responsibilities that attach to the Vice Chair of Fyne Homes Ltd. The responsibilities described here are additional to those set out in the Management Committee Member's (MCM) role description. It should also be considered alongside our :
- Role Description for the Chair.
  - Rules
  - Standing Orders.
- 1.2 In the event that the Chair of the Association is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.
- 1.3 The position of Vice Chair will be elected by the Management Committee, every year at the first meeting following the AGM.
- 1.4 In accordance with Rule 59.11 of our Rules, the Chair cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five-year maximum term.
- 1.5 When the Chair stands down, the Vice Chair in post will be asked if they wish to stand for election to become Chair.
- 1.6 The role of Vice Chair must be carried out by a Management Committee member and may also be carried out by a former office bearer.

### **2. Role of Vice Chair**

- 2.1 The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair of the Association. **Therefore, this role description must be read in conjunction with the Role Description for the Chair of Fyne Homes Ltd**
- 2.2 When known in advance, the Vice Chair should ensure that they are available for any Management Committee meeting that the Chair is unable to attend – e.g. where the Chair has booked a holiday. Close liaison with the Chair is a key requirement of the role.
- 2.3 The individual holding the post of Vice Chair will gain training and insight as to whether they would like to consider performing the role of Chair in the future.

### **3. Monitoring and Review**

- 3.1 This role description was approved by Management Committee as part of the Standing Orders Policy. It will be reviewed not later than 3 years in line with the policy review schedule.



## **Role Description for Secretary of Fyne Homes Ltd**

### **1. Introduction**

- 1.1 This role description sets out the duties and responsibilities that attach to the Secretary of Fyne Homes Ltd. The responsibilities described here are additional to those set out in the Management Committee members' (MCM) role description. It should also be considered alongside our Rules and Standing Orders.
- 1.2 The role of the Secretary will be carried out by a Management Committee member of the Association who will be elected by the Management Committee , every year at the first meeting following the AGM.
- 1.3 Where appropriate, the Secretary's duties can be delegated to an appropriate employee of the Association, with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner.  
All of the practical duties detailed at 2.1 – with the exception of attendance at meetings - will be delegated to the Corporate Manager

### **2. Duties of the Secretary**

- 2.1 Our Rules specify the Role of the Secretary in detail. All references to the Secretary within our Rules are provided as **Annex 1**
- 2.2 The duties of the secretary include:
  - Calling and going to all Annual General Meetings, Special General Meetings and Management Committee meetings
  - Keeping the minutes for all Annual General Meetings, Special General Meetings and Management Committee meetings
  - Sending out letters, notices calling meetings and relevant documents to Members before a meeting
  - Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator
  - Ensuring compliance with our Rules
  - Keeping the Register of Members and other Registers required by our Rules.
  - Supervision of the Association's seal
  - Confirm in writing to the Management Committee before the Annual General Meeting that Rules 62 to 67 have been followed.

### **3. Monitoring and Review**

- 3.1 This role description was approved by the Management Committee as part of the Standing Orders Policy. It will be reviewed not later than 3 years in line with the policy review schedule.

## Annex 1 – References to Secretary Within Fyne Homes Rules

### 1. Rules Relating to Correspondence with Members

#### **Rule 10**

If you change your address, you must let the Association know by writing **to the Secretary** at the registered office within three months. This requirement does not apply if you are a tenant of the Association and have moved home by transferring your tenancy to another property owned and managed by the Association.

#### **Rule 11.1.1**

Your membership of the Association will end and the Committee will cancel your share and record the ending of your membership in the Register of Members if you (a Member) resign your membership giving seven days' notice in writing **to the Secretary** at the registered office.

#### **Rule 11.1.4.2]**

*(This refers to part of the procedure for cancelling a Membership by virtue of receiving a complaint)*

**The Secretary** must notify the Member of the complaint in writing no less than one calendar month before the meeting takes place.

### 2. Rules Relating to Annual and Special General Meetings

#### **Rule 21.1**

All general meetings other than annual general meetings are known as special general meetings. **The Secretary** will call a special general meeting if:

**22.1.1** The Committee requests one; or

**22.1.2** At least four Members request one in writing. If there are more than 40 members, at least one tenth of all the Members must ask for the meeting.

#### **Rule 22.2**

Whoever asks for the meeting must give **the Secretary** details of the business to be discussed at the meeting.

#### **Rule 22.3**

If a special general meeting is requested, **the Secretary** must within 10 days of having received the request give all Members notice calling the meeting. The meeting must take place within 28 days of **the Secretary** receiving the Members' request. **The Secretary** should decide on a time, date, and place for the meeting in consultation with the Committee or the Chairperson, but if such consultation is not practicable **the Secretary** can on their own decide the time, date, and place for the meeting.

#### **Rule 22.4**

If **the Secretary** fails to call the meeting within ten days, the Committee or the Members who requested the meeting can arrange the meeting themselves.

### **Rule 23.1**

**The Secretary** will call all general meetings by written notice posted or emailed to every Member at the address or email address given in the Register of Members at least 14 days before the date of the meeting. This notice will give details of:

- 23.1.1** the time, date, and place of the meeting.
- 23.1.2** whether the meeting is an annual or special general meeting.
- 23.1.3** the business for which the meeting is being called.

### **Rule 23.2**

The Committee may ask **the Secretary** to include with the letter or send separately to Members any relevant papers or accounts. If a Member does not receive notice of a meeting or papers relating to the meeting, this will not stop the meeting going ahead as planned. Each communication sent to a Member by post, addressed to their registered address, shall be deemed to have arrived forty-eight hours after being posted. Each communication sent to a Member by email shall be deemed to have arrived on the day it is sent.

### **Rule 27.6**

If there is to be an election of Committee Members at an Annual General Meeting, you can vote by post. Not less than 14 days before a meeting is held at which one or more Committee Members will be elected, you will receive a ballot paper for the election. You can vote in the election by returning the ballot paper to **the Secretary** at least 5 days before the day of the meeting, or by bringing your ballot paper along to the meeting.

## **3. Rules Relating to Committee Meetings and Special Committee Meetings**

### **Rule 50**

Committee Members must be sent written notice of Committee meetings posted, or delivered, by hand or sent by fax or email to the last such address for such communications given to **the Secretary** at least seven days before the date of the meeting. The accidental failure to give notice to a Committee Member or the failure of the Committee Member to receive such notice shall not invalidate the proceeding of the relevant meeting.

### **Rule 56.1**

The Chairperson or two Committee Members can request a special meeting of the Committee by writing to **the Secretary** with details of the business to be discussed. **The Secretary** will send a copy of the request to all Committee Members within three working days of receiving it. The meeting will occur at a place mutually convenient for the majority of Committee Members, normally the usual place where Committee Meetings are held, between 10 and 14 days after **the Secretary** receives the request.

### **Rule 56.3**

If **the Secretary** does not call the special meeting as set out above, the Chairperson or the Committee Members who request the meeting can call the meeting. In this case,

they must write to all Committee Members at least seven days before the date of the meeting.

#### **4. Rules Relating to the Role of the Secretary**

##### **Rule 59.1**

The Association must have a **Secretary**, a Chairperson and any other Office Bearers the Committee considers necessary. The Office Bearers, except for **the Secretary**, must be elected Committee Members and cannot be co-optees. An employee may hold the office of **Secretary** although not be a Committee Member. The Committee will appoint these Office Bearers. If **the Secretary** cannot carry out their duties, the Committee, or in an emergency the Chairperson, can ask another Office Bearer or employee to carry out **the Secretary's** duties until **the Secretary** returns.

##### **Rule 59.2**

**The Secretary** and the other Office Bearers will be controlled, supervised, and instructed by the Committee.

##### **Rule 59.3**

**The Secretary's** duties include the following (these duties can be delegated to an appropriate employee with **the Secretary** assuming responsibility for ensuring that they are carried out in an effective manner):

- calling and going to all meetings of the Association and all the Committee
- keeping the minutes for all meetings of the Association and Committee.
- sending out letters, notices calling meetings and relevant documents to Members before a meeting.
- preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator.
- ensuring compliance with these Rules.
- keeping the Register of Members and other registers required under these Rules; and
- supervision of the Association's seal.

##### **Rule 59.4**

**The Secretary** must produce or give up all the Association's books, registers, documents, and property whenever requested by a resolution of the Committee, or of a general meeting.

##### **Rule 59.10**

The Chairperson can resign their office in writing to **the Secretary** and must resign if they leave the Committee or is prevented from standing for or being elected to the Committee under Rule 43. The Committee will then elect another Committee Member as Chairperson.

### **Rule 63**

The Association shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 and record the execution in the register. The use of a common seal is not required. The Association may have a seal which **the Secretary** must keep in a secure place unless the Committee decides that someone else should look after it. The seal must only be used if the Committee decides this. When the seal is used, the deed or document must be signed by **the Secretary** or a Member of the Committee or another person duly authorised to subscribe the deed or document on the Association's behalf and recorded in the register.

### **Rule 68**

At the last Committee Meeting before the annual general meeting, **the Secretary** must confirm in writing to the Committee that Rules 62 to 67 have been followed or, if they have not been followed, the reasons for this. **The Secretary's** confirmation or report must be recorded in the minutes of the Committee Meeting.

### **Rule 75.1**

Every year, within the time allowed by the law, **the Secretary** shall send to the Financial Conduct Authority the annual return in the form required by the Financial Conduct Authority.

### **Rule 75.2**

**The Secretary** must also send:

- a copy of the auditor's report on the Association's accounts for the period covered by the return; and
- a copy of each balance sheet made during that period and of the auditor's report on that balance sheet.

### **Rule 85**

**The Secretary** shall, on demand, provide a copy of the Rules of the Association free of charge to any Member who has not previously been given a copy and, upon payment of such fee as the Association may require, not exceeding the amount specified by law, to any other person.

## **Role Description for Fyne Homes Management Committee Members**

### **1. Introduction**

*“The Governing Body leads and directs the RSL to achieve good outcomes for its tenants and other service users.”* Regulatory Standards of Governance and Financial Management, Standard 1<sup>1</sup>

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a Management Committee Member (MCM) of Fyne Homes Ltd. It should be read in conjunction with the accompanying person specification and our Rules and Standing Orders.
- 1.2 We are a Registered Social Landlord and a Scottish Charity. 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 RSLs and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).
- 1.3 The Association encourages people who are interested in the Association’s work to consider seeking election as a Management Committee Member and is committed to ensuring broad representation from the communities that it serves. MCMs 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 have developed a profile for the Management Committee which describes the skills, qualities, and experience that we consider we need to lead and direct the Association and 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 or appointed, new or experienced. It is subject to periodic review.

### **2. Primary Responsibilities**

- 2.1 As a MCM your primary responsibilities are, with the other members of the Management Committee, to:
  - Lead and direct the Association’s work.
  - Promote and uphold Association’s values
  - Set and monitor standards for service delivery and performance.
  - Control Association’s affairs and ensure compliance.
  - Uphold Association’s Code of Conduct and promote good governance.

---

<sup>1</sup> Scottish Housing Regulator (February 2020) *Regulation of Social Housing in Scotland: Our Framework* available [here](#)

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

### **3. Key Expectations**

- 3.1 The Association has agreed a Code of Conduct for Management Committee Members which every member is required to sign on an annual basis and uphold throughout their membership of the governing body.
- 3.2 Each MCM must accept and share collective responsibility for the decisions properly taken by the Management Committee. Each MCM is expected to contribute actively and constructively to the work of the Association. All members are equally responsible in law for the decisions made.
- 3.3 Each member must always act only in the best interests of the Association and its customers, and not on behalf of any interest group, constituency, or other organisation. MCMs cannot act in a personal capacity to benefit themselves or someone they know.

### **4. Main Tasks**

- To contribute to formulating and regularly reviewing Association's values, strategic aims, business objectives and performance standards
- To monitor Association's performance
- To be informed about and ensure Association's plans take account of the views of tenants and other customers.
- To ensure that the Association operates within and be assured that the Association is compliant with the relevant legal requirements and regulatory frameworks.
- To ensure that risks are realistically assessed and appropriately monitored and managed.
- To ensure that the Association is adequately resourced to achieve its objectives and meet its obligations.
- To oversee and ensure Association's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants.
- To act, along with the other members of the Management Committee, as the employer of Association's staff
- To ensure that the Association is open and accountable to tenants, regulators, funders and partners.

### **5. Duties**

- Act at all times in the best interests of Fyne Homes
- Accept collective responsibility for decisions, policies and strategies.
- Attend and be well prepared for meetings of the governing body and sub-committees.

- Contribute effectively to discussions and decision making.
- Exercise objectivity, care, and attention in fulfilling your role.
- Take part in ongoing training and other learning opportunities.
- Take part in an annual review of the effectiveness of Association's governance and of your individual contribution to Association's governance.
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector.
- Always represent the Association positively and effectively, including 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 Association's policy on managing conflicts of interest.

## 6. Commitment

6.1 An estimate of the annual time commitment that is expected from MCMs is:

Activity	Time (hours)
Attendance at up to <b>8</b> regular meetings of the Management Committee	<b>16</b>
Reading and preparation for meetings of the Management Committee	<b>8</b>
Attendance at up to <b>12</b> sub-committee meetings	<b>12</b>
Reading and preparation for sub-committee meetings	<b>7</b>
Attendance at annual planning and review events (including individual review meeting)	<b>15</b>
Attendance at events such as estate tours, tenant / customer conferences, openings, and site visits	<b>7</b>
Attendance at internal briefing and training events	<b>6</b>
External Training and conference attendance (may include overnight stay or weekend)	<b>28</b>
<b>Total</b>	<b>99</b>



## **7. What Fyne Homes Offers MCMs**

7.1 All MCMs are volunteers and receive no payment for their contribution. The Association has adopted an Entitlements, Payments and Benefits Policy which prevents you or someone close to you from inappropriately benefiting personally from your involvement with us. This and related policies also seek to ensure that you are not unfairly disadvantaged by your involvement with the Association. All out of pocket expenses associated with your role as a MCM will be fully met and promptly reimbursed.

7.2 In return for your commitment, Fyne Homes 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 Association'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.

## **8. Review**

8.1 This role description has been approved by the Management Committee as part of the Standing Orders Policy. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by in line with our policy review schedule.