



Standing Orders

V.7 – May 2026

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

Related Documents

- Rules
- Governance Policy
- Scheme of Delegated Authority
- Committee Structure and Terms of Reference
- Code of Conduct

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. They do not override any statutory, constitutional or regulatory requirements
- 1.2 The Association's Rules take precedence in the event of interpretation, and the Chair is responsible for the interpretation of these Standing Orders if the Rules are silent.
- 1.3 Nothing in these Standing Orders shall operate to impede the effective implementation of Fyne Homes Business Continuity Plan.
- 1.4 The Corporate Manager, as Secretary of the Association, together with the Chair, is responsible for ensuring that these Standing Orders are adhered to at every meeting of the Management Committee, Sub-Committees and Extraordinary meetings.

2. Aim

- 2.1 The aim of this policy is to provide a framework for the Management Committee to define the effective and proper conduct of Fyne Homes.
- 2.2 This policy will supplement the Rules by providing details about membership, convening and conduct at meetings. The Standing Orders will describe the responsibilities and level of authority retained by the Management Committee, sub-committees, and employees.
- 2.3 It provides clear guidance on the mechanisms, accountabilities and processes used by Fyne Homes to meet its legal and regulatory requirements and ensure effective control by the Fyne Homes Management Committee on the operation of the Association.

3. Legal and Regulatory

- Housing (Scotland) Act 2010
- Scottish Housing Regulator Standards of Governance and Financial Management

4. Governance Structure

The governance structure and relationship with senior staff at Fyne Homes is as follows:



- 4.1 The Management Committee has the ultimate responsibility for the Association. The role of the Management Committee is to provide strategic direction, leadership and to scrutinise the performance in achieving the organisation's overall purpose and priorities.
- 4.2 Members of the Management Committee are elected in accordance with Fyne Homes Rules (Rule 39.1-40). 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
- 4.3 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 they are removed by Committee. Members who co-opted onto the Management Committee may also be co-opted onto any of the Sub- Committees.
- 4.4 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.

Sub-Committees/other groups

- 4.5 The Management Committee has established Sub-committees, in accordance with Rule 58, as follows:
 - 1. Audit Committee
 - 2. Staffing Committee
 - 3. Health & Safety Committee
 - 4. Executive Committee
- 4.6 The Sub-Committees remit are detailed in the Committee Structure and Terms of Reference Policy.
- 4.7 All Sub-Committees are accountable to the Management Committee and 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
- 4.8 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.
- 4.9 Each Sub-Committee shall, at its first meeting following the Annual General Meeting, elect a Convener. Office Bearers of the Management Committee shall not be the Convenor of a Sub Committee.
- 4.10 *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.

- 4.11 *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.

5. Office Bearers

- 5.1 The Management Committee will elect a Chair and Vice Chair at the first meeting following the Annual General Meeting (AGM), who will be referred to collectively as the Office Bearers.
- 5.2 Following the AGM, the outgoing Chair shall continue to undertake the duties of the position until the next Management Committee meeting, at which Office Bearer elections will be held. Where the Chair retires at the AGM and is no longer a member of the Management Committee, the Vice-Chair shall act as Chair until Office Bearer elections are conducted at the next Management Committee meeting.
- 5.3 The term of office for the Chair shall be no less than three years and shall not exceed five continuous years. The responsibilities of the Chair and Vice Chair are contained in Appendix 1 within this Standing Orders Policy.
- 5.4 Fyne Homes shall appoint the Corporate Manager to undertake the role of Secretary, in accordance with Rule 59. Fyne Homes Rules specify the role of Secretary in detail and the Secretary is responsible for ensuring that all these responsibilities are fulfilled.

6. Management Committee and Sub-Committee Meetings

- 6.1 A minimum of six Management Committee meetings will be held each year, usually taking place on a Wednesday. Sub-Committees will be held in accordance with their Terms of Reference.
- 6.2 Meetings of the full Management Committee shall commence at 16.00 and end no later than 18.00, meetings will normally last for no more than two hours but may be extended by up to 30 minutes with the agreement of a majority of those attending. A meeting cannot be extended beyond three hours in total.
- 6.3 The starting time of meetings may be varied by agreement of the Management Committee.
- 6.4 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.
- 6.5 Meetings of the Management Committee and Sub-Committee's will be held in hybrid format: in person at 11 Victoria Street, Rothesay and by Microsoft Teams.
- 6.6 Meeting etiquette and adhering to the Code of Conduct is paramount regardless of the means of participation.

- 6.7 Members attending meetings via Microsoft Teams are expected to ensure they can participate effectively and respectfully. Attendees should join the meeting on time, using appropriate equipment and a reliable internet connection. Cameras should be switched on where possible unless the Chair has given prior approval.
- 6.8 Participants must attend from a quiet, private location and ensure they are free from interruptions. Meetings must **not** be joined from public or shared spaces, such as public transport (including trains and buses), cafés, or other public venues, where conversations could be overheard or confidentiality compromised.
- 6.9 Microphones should be muted when not speaking to minimise background noise. Members are expected to give the meeting their full attention and conduct themselves in a professional manner equivalent to an in-person meeting.
- 6.10 Confidentiality requirements apply equally to online meetings. Attendees must ensure that unauthorised individuals cannot see, hear, or access any part of the meeting and that all meeting papers are handled securely.
- 6.11 The Chair may manage participation to ensure orderly discussion and may take appropriate action where technical or behavioural issues disrupt the meeting.
- 6.12 In case of unforeseen circumstances, scheduled meetings can be cancelled with the express authorisation of the Chairperson/Vice Chairperson.
- 6.13 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.
- 6.14 All members of the Committee must serve on a minimum of one sub-committee

7. Notice of Meeting

- 7.1 The Corporate Manager will serve 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.
- 7.2 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.
- 7.3 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.
- 7.4 Special meetings of the Committee shall be convened in accordance with the Rules of the Association, Rule 56.1

8. Quorum

- 8.1 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 present for the meeting to take place. **Per the Association's Rules (42.3), Co-optees cannot be counted towards a quorum.**
- 8.2 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.
- 8.3 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.
- 8.4 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.
- 8.5 If the Chairperson arrives at the meeting late, they will take over the meeting as soon as the current item of business is concluded.

9. Apologies

- 9.1 Committee members who are unable to attend a meeting, where possible, should submit their apologies to the Secretary for non- attendance in advance of the meeting.
- 9.2 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.

10. Leave of Absence

- 10.1 A Committee Member may request a leave of absence by writing to the Chair or Secretary, stating the reason and expected duration.
- 10.2 Leave of absence may be granted for reasonable circumstances, including illness, personal commitments, or other exceptional reasons.
- 10.3 The Chair and Corporate Manager may approve leave of up to three months. Any period exceeding this shall require approval of the Committee.
- 10.4 A leave of absence shall normally not exceed six months, unless extended by the Committee.
- 10.5 A Member on approved leave:
- Shall not be counted toward quorum;
 - Shall not be regarded as absent for attendance purposes.

- Shall not participate in meetings or decisions unless agreed by the Committee.

10.6 The Committee may reallocate responsibilities or appoint a temporary replacement where necessary.

10.7 The Member shall notify the Chair or Secretary upon return. If a Member fails to return or request an extension, the Committee may declare the position vacant.

10.8 All leave requests shall be treated with appropriate confidentiality.

11. Declarations of Interest

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

11.2 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 .

11.3 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 into the register of interests.

11.4 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.

11.5 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 to rent setting.

12. Business to be discussed

12.1 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.

12.2 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 be absent from them for the duration of the discussion and a reason will be provided if required.

12.3 Committee Members and Staff present must notify the Chair at the beginning of the meeting of AOCB and the items being raised must be within the remit of the Management Committee. The Chairperson has the right to refuse to add an item as AOCB in favour of adding to a future agenda.

12.4 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
- Notifiable Events
- Items for information
- AOCB
- Date and time of next meeting

12.5 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

12.6 All agenda items will be supported by a written report or a verbal update, which will be circulated to the Management Committee electronically (unless otherwise requested) one week prior to the meeting.

13. Powers of Chairperson

13.1 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.

13.2 The Chairperson shall decide all matters of order, competency and relevancy and each ruling shall be final and shall not be open to discussion.

13.3 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.

13.4 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.

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

13.6 The Chairperson may restrict the amount of time spent on any item of business.

13.7 The Chairperson shall be an ex-officio member of all Sub- Committees.

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.

14.3 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.

15. Motions and Amendments

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

15.2 Motions or any Amendments, which are not seconded, shall not be discussed, or put to the meeting or printed in the Minutes.

15.3 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.

15.4 No Motion, after it has been made or intimated, shall be withdrawn except by leave of the seconder.

15.5 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.

15.6 When a Motion and/or several 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.

16. Voting

16.1 Decisions made by the Management Committee will normally be reached by agreement of a majority.

16.2 All members of the Management Committee and Sub-Committees, including co-opted members, will have equal voting rights except for the Chairperson who will also hold a casting vote for use as required.

16.3 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

- 16.4 A vote may be called by the Chair or by a request supported by 2 Committee Members, voting will be held by a show of hands, remote attendees shall use the "raise hand" feature to vote, unless the Chair determines that a secret ballot should be held; votes will be counted by the Corporate Manager.
- 16.5 Each eligible member present (in-person or remotely) is entitled to one vote only, voted shall be counted and recorded separately as hands raised in the room and hands raised electronically.
- 16.6 If a remote participant is unable to use the "raise hand" function due to technical difficulties, the Chair may allow an alternative clear indication (e.g., visible hand on camera), provided it can be reliably counted. If technical issues materially affect the vote, the Chair may: pause the vote or require the vote to be retaken.
- 16.7 The Chair's declaration shall be final unless a recount is requested and approved. The outcome of the vote shall be recorded in the minutes, including the total number of votes cast.

17. Dissenting Member

- 17.1 Any member who disagrees with any decision of the Committee may ask to have their dissent recorded in the Minute.
- 17.2 Once a decision has been formally made all members are expected to respect the outcome of the decision and must not undermine or publicly oppose the agreed decision. Committee members should act in accordance with the Fyne Group Code of Conduct.
- 17.3 This does not prevent members from having their dissent formally recorded in the minutes (where requested) and raising concerns through the appropriate channels.

18. Co-options

- 18.1 Co-opted members shall not hold office bearer's positions within the Association.
- 18.2 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 they have been removed by the Committee.
- 18.3 Co-optees attending Committee or Sub Committee meetings will not count towards establishing a quorum.

19. Emergency Decisions

- 19.1 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.

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

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

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

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 to be pertinent have become known since the original decision.

20.3 No decision, 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. Minutes

21.1 The Minutes of the Committee shall be prepared and circulated by the Corporate Manager.

21.2 At all Management Committee meetings, the Minutes of the previous Committee/Sub-Committee/Subsidiary meetings shall be submitted.

21.3 The Minutes shall be held as a correct record of what transpired at such meetings, subject to any amendments approved by the Committee.

21.4 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 within five days of being approved.

21.5 The Sub-Committee minutes, once approved, can be signed in a similar fashion at the Management Committee Meeting or the next Sub-Committee meeting.

21.6 Minutes can only be proposed and seconded by Committee/Sub-Committee members who attended the relevant meeting.

22. First meeting after the Annual General Meeting

22.1 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.

22.2 The order of business for the meeting shall include:

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

23. Suspension of Standing Orders

23.1 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.

24. Reviewing process

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

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

Version number	Revision Date	Part of doc revised	Reason for revision	Approved by
4	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
5	July 2021	Appendices	Minor changes to the wording of the policy document Office Bearer and Committee Member Role descriptions updated by SFHA	Mgt Comm
6	January 2024	All	Full revision to take add a section regarding subsidiary companies and considering the SFHA SO guidance	Mgt Comm
7	May 2026	All	In line with policy schedule	Mgt Comm

Appendix 1: Role Descriptions

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 Fyne Homes 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 If the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.
- 1.4 As set out in the Standing Orders the Chair of Fyne Homes may not also serve as the Chair of a Sub-Committee or Subsidiary, and each must elect a different Chair.
- 1.5 An overview of the Role of the Chair is outlined in Rule 59.6 of our Rules.
- 1.6 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 will serve the full five-year maximum term.
- 1.7 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, always 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 an open and inclusive relationship amongst the Committee Members and support strong and effective governance.
 - 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 and reported to the Management Committee Members.
- 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.
- In the event that it is necessary to be responsible for the implementation of the Protocol that provides for investigations into an allegation that a Committee Member may have breached the Code of Conduct.

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 should establish similar relationships with the relevant senior staff member.
- Work in partnership with the CEO to ensure the effective conduct of the Management Committee's business.
- 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.
- If 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 advice (including specialist, independent and/or professional advice) 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 Association's 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 If 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 There is no fixed term of office for the Vice Chair, although they cannot serve for more than five years continuously. Fyne homes encourages the rotation of the Vice Chair's office as part of its approach to effective succession planning, in order to provide opportunities for Management Committee members to develop their skills and experience.
- 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, other members of the Management Committee are also able to stand for election as Chair at the same time.
- 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 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 1¹

- 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's 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 promote good governance.

- 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.
- 3.4 Our rules contain specific requirements that all Management Committee members should be aware of including:
- The Management Committee must have at least seven members
 - The quorum for a meeting of the Management Committee is 3 members , who must be elected or have filled a casual vacancy
 - The quorum for a sub-committee meeting is 2 members, who must be elected or have filled a casual vacancy
 - Co-opted members cannot make up more than one third of the Management Committee; they do not contribute to a quorum being achieved and cannot be elected to an office-bearer role.
 - The Secretary must present a report to the last Management Committee meeting before the AGM confirming that all the requirements of Rules 62-67 have been met.
 - An experienced Management Committee (who has nine or more years' experience with the Association) must have the agreement of the Management Committee if they intend to seek re-election for a further term; the Management Committee agreement should be recorded in the relevant minutes.
 - A Management Committee member ceases to be a member of the Management Committee if they miss four consecutive meetings without, first, having been granted a leave of absence.
 - A Management Committee member who has declared an interest in a matter to be discussed at a meeting must leave the meeting before the matter is discussed, and cannot vote on the issue.

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 in accordance with relevant legal and regulatory requirements
- To be assured that the Association is compliant with relevant legal and regulatory requirements.
- 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 8 regular meetings of the Management Committee	16
Reading and preparation for meetings of the Management Committee	32
Attendance at up to 12 sub-committee meetings	12
Reading and preparation for sub-committee meetings	7
Attendance at annual planning and review events (including individual review meeting)	15
Attendance at events such as estate tours, tenant / customer conferences, openings, and site visits	7
Attendance at internal briefing and training events	6
External Training and conference attendance (may include overnight stay or weekend)	28
Total	99

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 (EPB) 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 an 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 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 in line with our policy review schedule.