



# Hawthorn Housing Co-operative

## Committee and Office Bearers Roles and Responsibilities

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## Management Committee Member Role Description

### 1. Introduction

*“The Management Committee 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>

This role description has been prepared to set out the responsibilities that are associated with being a committee member (CM) of Hawthorn Housing Co-operative (Hawthorn). It should be read in conjunction with the accompanying person specification [or CM profile] and Hawthorn’s Rules and Standing Orders.

Hawthorn is a Registered Social Landlord. 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.

Hawthorn encourages people who are interested in the Co-operative’s work to consider seeking election as a CM and is committed to ensuring broad representation from the communities that it serves. CMs 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 management committee is able to fulfil its purpose. We have developed a profile for the CM which describes the skills, qualities and experience that we consider we need to lead and direct Hawthorn and carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.

This role description applies to all members of the management committee, whether elected or co-opted or appointed, new or experienced. It will be reviewed every three years.

### 2. Primary Responsibilities

As a CM your primary responsibilities are, with the other members of the management committee, to:

- Lead and direct Hawthorn’s work
- Promote and uphold Hawthorn’s values
- Set and monitor standards for service delivery and performance
- Control Hawthorn’s affairs and ensure compliance
- Uphold Hawthorn’s Code of Conduct and promote good governance

Responsibility for the operational implementation of Hawthorn’s strategies and policies is delegated to the Director.

### 3. Key Expectations

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

Hawthorn has agreed a Code of Conduct for Committee Members which every member is required to sign on an annual basis and uphold throughout their membership of the management committee.

Each CM must accept and share collective responsibility for the decisions properly taken by the management committee. Each CM is expected to contribute actively and constructively to the work of Hawthorn. All members are equally responsible in law for the decisions made.

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

#### **4. Main Tasks**

- To contribute to formulating and regularly reviewing Hawthorn's values, strategic aims, business objectives and performance standards
- To monitor Hawthorn's performance
- To be informed about and ensure Hawthorn's plans take account of the views of tenants and other customers
- To ensure that Hawthorn operates within and be assured that HAWTHORN 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 Hawthorn is adequately resourced to achieve its objectives and meet its obligations
- To oversee and ensure Hawthorn'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 Hawthorn's staff
- To ensure that Hawthorn is open and accountable to tenants, regulators, funders and partners

#### **5. Duties**

- Act at all times in the best interests of Hawthorn
- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the management committee 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 Hawthorn's governance and of your individual contribution to Hawthorn's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent Hawthorn positively and effectively at all times, 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 management committee and between the management committee 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 Hawthorn’s policy on managing conflicts of interest

## 6. Commitment

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

Activity	Time
Attendance at up to 11 regular meetings of the management committee	<b>22 hrs</b>
Reading and preparation for meetings of the MANAGEMENT COMMITTEE	<b>11 hrs</b>
Attendance at up to 4 (audit) or 10 (Operations) sub-committee meetings	<b>8 hrs (audit) or 15 hrs (operations)</b>
Reading and preparation for sub-committee meetings	<b>4 hrs (audit) or 5 hrs (operations)</b>
Attendance at annual planning and review events (including individual review meeting)	<b>8 hrs</b>
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	<b>7 hrs</b>
Attendance at internal briefing and training events	<b>10 hrs</b>
External Training and conference attendance (may include overnight stay or weekend)	<b>20 hrs</b>
<b>Total</b>	<b>90 hrs or 98 hrs</b>

## 7. What Hawthorn Offers CMs

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

In return for your commitment, Hawthorn offers:

- A welcome and introduction when you first join the management committee;
- A mentor from the management committee and a named staff contact for the first six months, with ongoing support
- Clear guidance, information and advice on your responsibilities and on Hawthorn’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 was approved by the management committee on March 2022. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the management committee not later than March 2025.

## Role Description for Chair

### 1. Introduction

This role description sets out the particular duties and responsibilities that attach to the Chair of Hawthorn [and to the Chairs of Hawthorn's sub-committees]. The responsibilities described here are additional to those set out in the management committee members' (CM) role description. It should be considered alongside Hawthorn's Rules, Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy.

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 Chairs] after each AGM. CMs 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.

In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.

As set out in the Standing Orders, the Chair of Hawthorn may not also serve as the Chair of a sub-committee.

An overview of the Role of the Chair is outlined in Rule [56.6] of Hawthorn's Rules.

The Chair will be elected by the management committee each year at the first management committee meeting following the AGM. Whilst the Chair of Hawthorn can be re-elected, in accordance with Rule [56.5] of Hawthorn'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.

### 2. Key Responsibilities

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 [or sub-committee] constructively, provide direction and manage meetings effectively
- To develop and maintain a constructive and positive working relationship between the Chair and Director and staff
- To uphold Hawthorn'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 Hawthorn
- To ensure that Hawthorn'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

The Chair is expected to:

- Lead by positive action and example
- Represent Hawthorn positively and effectively

- Set the style and tone of management committee [or sub-committee] meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for Hawthorn's management committee  
Ensure that the necessary arrangements are in place to enable Hawthorn to honour its obligations, achieve its objectives and meet agreed targets
- Demonstrate and support the principles of good governance at all times
- Ensure that the management committee has access to the range of skills, knowledge and experience necessary for the achievement of Hawthorn's aims and objectives and for the fulfilment of the management committee'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 Director**

The Chair should:

- Establish a constructive relationship with the Director and ensure that their respective roles of leading and managing are recognised and promoted effectively.
- Ensure that the conduct of Hawthorn'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 Director, in accordance with Hawthorn's agreed recruitment practices
- Carry out, with at least one other management committee member, the Director's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the management committee.
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the Director
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Director, in accordance with Hawthorn's agreed procedures

#### **5. Promoting Good Governance**

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 management committee and senior staff
- Initiate any investigation under the terms of Hawthorn's Code of Conduct
- Chair all general meetings of Hawthorn in accordance with the Rules
- Chair all management committee meetings of Hawthorn, 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 management committee members and that annual performance reviews are conducted in accordance with Hawthorn'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 Hawthorn's Business**

The Chair is expected to:

- Ensure that Hawthorn's business is efficiently and accountably conducted between management committee meetings
- Sign (or otherwise authorise) payment instructions and documents requiring the management committee or the Chair's authorisation, in accordance with Hawthorn'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 management committee for ratification
- Ensure that the range of skills, knowledge and experience required to lead Hawthorn effectively is available to the management committee and that the management committee is able to access specialist support when necessary
- Lead the management committee's succession planning and recruitment to ensure good governance and regulatory compliance.

## **7. Other**

The Chair is expected to:

- Act as a Tender Opener along with other office bearers
- Act as a spokesperson of the Committee and Hawthorn in respect of other organisations and the media will approve any press releases or other communication with the media.

## **8. Monitoring and Review**

This role description was approved by the management committee on March 2022. It will be reviewed not later than March 2025.



## Role Description for Vice Chair

### **1. Introduction**

This role description sets out the particular duties and responsibilities that attach to the Vice Chair of Hawthorn. The responsibilities described here are additional to those set out in the management committee members' (CM) role description. It should also be considered alongside:

- the Role Description for the Chair of Hawthorn;
- Hawthorn's Rules; and
- Hawthorn's Standing Orders.

In the event that the Chair of Hawthorn is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.

The position of Vice Chair will be elected by the management committee, every year at the first meeting following the AGM.

In accordance with Rule [56.11] of Hawthorn's 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.

When the Chair stands down, the Vice Chair in post will be asked if they wish to stand for election to become Chair.

The role of Vice Chair must be carried out by a management committee member.

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

The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair of Hawthorn. Therefore, this role description must be read in conjunction with the Role Description for the Chair of Hawthorn.

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.

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**

This role description was approved by the management committee on March 2022. It will be reviewed not later than March 2025.

## Role Description for Secretary

### **1. Introduction**

This role description sets out the particular duties and responsibilities that attach to the Secretary of Hawthorn. The responsibilities described here are additional to those set out in the management committee members' (CM) role description. It should also be considered alongside Hawthorn's Rules and Standing Orders.

The role of the Secretary will be carried out by a management committee member of Hawthorn who will be elected by the management committee, every year at the first meeting following the AGM.

Where appropriate, the Secretary's duties can be delegated to an appropriate employee of Hawthorn, 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 Director]

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

Hawthorn's Rules specify the Role of the Secretary in detail. [All references to the Secretary within Hawthorn's Rules are provided as Annex 1]

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 Hawthorn's Rules
- Keeping the Register of Members and other Registers required by Hawthorn's Rules
- Supervision of the Hawthorn's seal
- Act as a Tender Opener along with other office bearers

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

This role description was approved by the management committee on March 2022. It will be reviewed not later than March 2025.

## **Annex 1 – References to Secretary Within Hawthorn's Rules**

### **1. Rules Relating to Correspondence with Members**

**[Rule 7.6]**

Two or more persons may apply for joint membership. You must send an application form and One Pound (which will be returned to you if the application is not approved) to **the Secretary** at the registered office. The Committee will consider your application as soon as reasonably practicable after its receipt by the Co-operative.

**[Rule 10.1.1]**

You resign your membership by giving the Secretary one month's notice in writing at the registered office provided that you give up your Tenancy Agreement at the same time.

**[Rule 10.1.7.2]**

*(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 19.1]**

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

**[19.1.1]** the Committee requests one; or

**[19.1.2]** 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 19.2]**

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

**[Rule 19.3]**

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 his/her own decide the time, date and place for the meeting.

**[Rule 19.4]**

If **the Secretary** fails to call the meeting within 10 days, the Committee or the Members who requested the meeting can arrange the meeting themselves.

**[Rule 20.1]**

**The Secretary** will call all general meetings by written notice posted or sent by fax or email to every Member at the address, fax number 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:

**[20.1.1]** the time, date and place of the meeting;

**[20.1.2]** whether the meeting is an annual or special general meeting;

**[20.1.3]** the business for which the meeting is being called

**[Rule 20.2]**

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 his or her registered address, shall be deemed to have arrived forty eight hours after being posted. Each communication sent to a Member by fax or email shall be deemed to have arrived on the day it is sent.

**[Rule 24.6]**

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 47]**

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 53.1]**

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 take place 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 53.3]**

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 56.1]**

The Co-operative 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 his/her 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 56.2]**

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

**[Rule 56.3]**

**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):

- [56.3.1]** calling and going to all meetings of the Co-operative and all the Committee Meetings;
- [56.3.2]** keeping the minutes for all meetings of the Co-operative and Committee;
- [56.3.3]** sending out letters, notices calling meetings and relevant documents to Members before a meeting;
- [56.3.4]** preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;
- [56.3.5]** ensuring compliance with these Rules;
- [56.3.6]** keeping the Register of Members and other registers required under these Rules; and
- [56.3.7]** supervision of the Co-operative's seal.

**[Rule 56.4]**

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

**[Rule 56.5]**

At its first meeting after registration of the Co-operative, the Committee will elect the Chairperson of the Co-operative, the Secretary and any other Office Bearers the Committee considers necessary. Thereafter a Chairperson and other Office Bearers will be appointed on an annual basis at the next scheduled Committee Meeting held after each annual general meeting.

**[Rule 56.10]**

The Chairperson can resign his/her office in writing to **the Secretary** and must resign if s/he leaves the Committee or is prevented from standing for, or being elected to the Committee under Rule 40. The Committee will then elect another Committee Member as Chairperson.

**[Rule 60]**

The Co-operative 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 Co-operative 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 Co-operative's behalf and recorded in the register.

**[Rule 65]**

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 72.1]**

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 72.2]**

**The Secretary** must also send:

- [72.2.1]** a copy of the auditor's report on the Co-operative's accounts for the period covered by the return; and
- [72.2.2]** a copy of each balance sheet made during that period and of the auditor's report on that balance sheet.

**[Rule 82]**

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

## Role Description for Treasurer

### **1. Introduction**

This role description sets out the particular duties and responsibilities that attach to the Treasurer of Hawthorn. The responsibilities described here are additional to those set out in the management committee members' (CM) role description. It should also be considered alongside Hawthorn's Rules and Standing Orders.

The role of the Treasurer will be carried out by a management committee member of Hawthorn who will be elected by the management committee, every year at the first meeting following the AGM.

### **2. Duties of the Treasurer**

The duties of the treasurer include:

- The Treasurer shall ensure proper books of accounts are maintained and that adequate financial controls are in place.
- The Treasurer shall ensure that the Annual Accounts are in a form required by the Financial Conduct Authority and are sent to the Financial Conduct Authority within the time allowed by law. S/he shall also ensure that a copy of the last balance sheet and the Auditor's Report are publicly displayed in Hawthorn's office.
- The Treasurer shall discuss with the Auditors the annual Management Accounts and receive a report on these.
- The Treasurer shall act as a cheque signatory of Hawthorn within agreed financial control procedures or nominate another committee member to act as cheque signatory.
- The Treasurer shall act as certifying signatory for Committee Members' expenses and for the Director's expenses and allowances. (The Treasurer's own out of pocket expenses and allowances will be certified by the Chairperson).
- The Treasurer should act as a Tender Opener along with other office bearers.

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

This role description was approved by the management committee on March 2022. It will be reviewed not later than March 2025.