



Standing Orders

Reviewed: Apr 2025
Next Review: 2028

Introduction and Purpose

Along with Rosehill's Rules, these Standing Orders set out the procedures for managing the business of the Management Committee and its Sub-Committees.

The Standing Orders form part of our governance framework. They should be read in conjunction with Rosehill's Rules, the Remits of the Management Committee and Sub-Committees, the Scheme of Delegated Authority and Financial Regulations. These documents contribute to our compliance with Regulatory and Constitutional requirements and in particular:

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

Guidance –

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

Rules

Powers of the Committee of Management

Rule 44 – The Committee is responsible for directing the affairs of the Association and its business and may do anything lawful which is necessary or expedient to achieve the objects of the Association. The Committee is not permitted to exercise any powers which are reserved to the Association in general meetings either by these Rules or by statute. The Committee is responsible for the leadership, strategic direction and control of the Association with the aim of achieving good outcomes for its tenants and other service users in accordance with Regulatory Standards and Guidance issued by the Scottish Housing Regulator from time to time. The Committee is responsible for ensuring that the Association can demonstrate its governance and financial arrangements are such as to allow The Scottish Housing Regulator to regulate effectively and exercise its full regulatory powers.

Sub-Committees

Rule 57.1 – The Committee can delegate its powers to sub-committees or to staff or to Office Bearers. The Committee will establish the terms of reference for such delegation, which will be set down in writing and communicated to the recipient of the delegated powers. Such delegation will be set down in writing in standing orders, schemes of delegated authority or other appropriate documentation. In the case of a sub-committee such delegation shall include

the purposes of the sub-committee, its composition and quorum for meetings. A minimum number of members for a sub-committee shall be three. There must be at least three of the members of a sub-committee present for the meeting to take place. The Committee shall be responsible for the ongoing monitoring and evaluation of the use of delegated powers.

These Standing Orders cover the following matters:

Section	Content
1	The role and remit of the Management Committee
2	The Management Committee's powers to set up Sub-Committees
3	Membership of the Management Committee and Sub-Committees
4	Delegation to the Director and the Management Team
5	Arrangements for calling committee and general meetings
6	Proceedings at committee and general meetings
7	Minutes of committee meetings
8	Role and remit of Rosehill's office bearers
9	Confidentiality
10	Special Leave of Absence
11	Urgent or Time Sensitive Business and Emergency Situations
12	Written Resolutions
13	Execution of documents
14	Arrangements for revising the Standing Orders

The Standing Orders also include:

Appendix 1: the remits of the Sub-Committees set up by the Management Committee;

Appendix 2: Role of Committee and Office Bearers

Appendix 3: Rosehill's Scheme of Delegated Authority. This describes what decisions are reserved to the Management Committee and what decisions the Management Committee has delegated to Sub-Committees and Rosehill's Director and Management Team

1. Role and Remit of the Management Committee

Introduction

1.1 The powers of the Management Committee are detailed in Rules 44 to 46.8. The Management Committee is Rosehill's governing body. Its main responsibilities are:

- To provide leadership to Rosehill and decide its strategy
- To exercise control over Rosehill's affairs and make sure it meets all of its obligations
- To act in the best interests of Rosehill's tenants and to deliver good outcomes for them
- To ensure financial viability and regulatory compliance
- To act as a good and fair employer

The Management Committee's Leadership and Strategic Role

1.2 The core responsibilities of the Management Committee are to:

- Decide Rosehill's overall purpose and values, and help make sure these are achieved
- Decide and keep under review Rosehill's strategic direction and its business objectives, taking account of its operating environment and the needs and views of its service users
- Approve and review policies and plans to achieve Rosehill's business objectives
- Ensure that the organisation has adequate financial and other resources to meet its objectives
- Identify the risks associated with Rosehill's strategy and plans, and oversee how these are managed
- Decide on and keep under review Rosehill's partnerships with other organisations
- Establish relationships with senior staff that enable them to carry out their strategic and leadership duties.

The Management Committee's Responsibilities for Control and Compliance

1.3 The core responsibilities of the Management Committee are to:

- Adhere to Regulatory Requirements and Standards of Governance and Financial Management and to regularly assess itself against the standards;
- Decide the policy of Rosehill;
- Approve and oversee a framework for delegation to Office Bearers, to Sub-Committees and to Staff;
- Approve and regularly review systems of internal and external control, including Standing Orders, the committee structure, external audit, internal audit, financial control and performance reporting;
- Approve and oversee a framework for managing risk, to protect Rosehill and its assets;
- Ensure the solvency of Rosehill, approve the annual budget, and approve the annual accounts prior to publication;
- Monitor and assess Rosehill's performance against its plans, budgets and targets, taking into account customer feedback and the performance of comparable organisations;
- Establish and oversee arrangements for the employment of staff;
- Appoint Rosehill's office bearers (the Chair, Vice Chair and Secretary) and the members of Sub-Committees;
- Appoint, support, appraise and (if necessary) dismiss Rosehill's most senior employee, and decide his/her remuneration;
- Ensure that Rosehill meets all its statutory obligations and acts in accordance with regulatory and accepted good practice standards;
- Ensure that Rosehill acts in accordance with its Rules.

1.4 In terms of the Management Committee's responsibilities, these are informed, advised and supported by the Director and Management Team. The Management Committee may instruct specialist and/or external advice to inform, advise and support it in carrying out its responsibilities.

1.5 Rosehill's Scheme of Delegated Authority provides more information about the decisions that are reserved to the Management Committee.

2. The Management Committee's powers to set-up Sub-Committees

2.1 The Management Committee may delegate some of its powers to Sub-Committees. It may also appoint ad hoc Sub-Committees or working groups from time to time.

- 2.2 The remits of Rosehill's Sub-Committees are attached to the Standing Orders. All other business is conducted through the Management Committee.
- 2.3 The Management Committee has the power to change the Sub-Committee structure at any time, to ensure that Rosehill's business is managed efficiently and effectively.
- 2.4 The Management Committee has established two Sub-Committees:

Audit & Risk
Staffing and Health & Safety
- 2.5 The remits of both sub-committees are attached at Appendix 1.

3. Membership of the Management Committee and Sub-Committees

Management Committee

- 3.1 The Management Committee shall have a minimum of 7 and a maximum (including co-optees) of 12 members. No more than 2 members of the Committee shall be factored owners.
- 3.2 The members of the Management Committee will be elected in accordance with Rosehill's Rules (38.1 – 39.4)
- 3.3 Under the Rules (40), the Management Committee has the power to fill casual vacancies (where an elected committee member stands down between AGMs). It can also appoint co-opted members (41.1 – 41.3). Co-options may be considered as a means of appointing committee members who do not need to be members of Rosehill but who have skills or experience that would benefit Rosehill's work.
- 3.4 Co-optees can only serve on the Committee or Sub-Committee until the next AGM or until removed by the Committee. A person co-opted to the Committee can also serve on the Sub-Committees.
- 3.5 A person appointed as a co-optee shall undertake the role of Committee Member or member of a sub-committee and will be subject to the duties and responsibilities of a Committee Member. They can take part in discussions at the Committee or any Sub-Committee meetings and vote at Committee and Sub-Committee meetings on all matters except those which directly affect the Rules, 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.

- 3.6 Co-opted Members must not make up more than one third of the total number of the Committee or Sub-Committee Members at any one time. They do not count towards the quorum required for Management Committee Meetings (4 members) and Sub-Committee Meetings (3 members).

Sub-Committees

- 3.7 The membership of Sub-Committees shall be decided by the Management Committee following the Annual General Meeting. The Management Committee may make changes over the course of the year as required.
- 3.8 At their first meetings after each AGM, each Sub-Committee will elect a chairperson.

4. Delegation to the Director and the Management Team

- 4.1 Employees are not eligible to act as committee members, however, as an employee can act as Secretary in accordance with the Rules, the Management Committee has decided that the Director will act as Secretary. In the absence of the Director, the Committee will ask an Office Bearer to carry out the Secretary duties until the Secretary (Director) returns. In an emergency the Chairperson can ask another Officer Bearer to undertake the Secretary's role.
- 4.2 Rosehill's Director is the Management Committee's principal adviser. The Management Committee shall also receive independent professional advice and/or assurance, as relevant to the business decisions being made or as the Management Committee agrees necessary.
- 4.3 The Director is responsible and accountable to the Management Committee for the implementation of the Committee's decisions and policies. In turn, the Management Committee shall ensure that relationships with management are positive, professional, supportive, and based on mutual trust and respect.
- 4.4 The Scheme of Delegated Authority sets out the matters which are reserved to the Management Committee for approval and decision and those that are delegated to:

Sub-Committees

Director

Management Team

- 4.5 Subject to these reservations and restrictions, the Director, supported by the Management Team, is authorised and empowered to manage the Association and to direct its operations. The Director is responsible and accountable to the Committee for the work of the Association's staff team.

5. Arrangements for Calling Committee Meetings and General Meetings

Frequency of meetings

- 5.1 The Management Committee shall normally meet monthly except for the months of July and December, as decided by the Management Committee. Typically, meetings are held on the last Wednesday of the month. However, to meet certain deadlines, some meetings may be held earlier in the month.
- 5.2 A timetable of meeting dates for the Management Committee and Sub-committees for the coming year will be approved by the Management Committee at the end of each financial year. The meetings' timetable may be changed at any time by the Management Committee. The Management Committee may decide to hold additional meetings to meet business needs.
- 5.3 The timetable also includes the AGM (and SGM if applicable) and the annual sessions held for the Annual Assurance Statement Review and the Business Planning event.
- 5.4 The timetable includes the key topics to be covered at meetings e.g. annual budget, 30 year projections, ARC, AAS and performance.
- 5.5 Special Meetings of the Management Committee may be convened in accordance with the Rules (55.1 – 56).
- 5.6 The Staffing and Health & Safety Sub-Committee normally meet twice a year (typically around mid-year and year-end point). The Audit & Risk Sub-Committee normally meet 3 times a year. The Sub-Committees may decide to hold additional meetings to meet business needs.

Notice of Meetings/Agendas for Management Committee and Sub-Committee Meetings and General Meetings

- 5.7 The Secretary will normally give at least seven calendar days' written notice of all committee meetings. This duty is fulfilled on the publication of the timetable of meeting dates.
- 5.8 Agendas for Management Committee meetings will be agreed by the

Director and the Chair and/or Vice Chair. Agendas and reports will normally be issued no less than seven calendar days prior to any meeting. Agendas and reports may be circulated electronically or in paper form. The Committee/Sub-Committee papers are uploaded to the Board Portal and when released will generate an email to Committee Members to notify that the papers are available. To support this all Committee Members have been issued with a tablet and have been set up with a Rosehill dedicated email address. A further notification that the committee papers are available will be issued by text or a messaging tool such as Whatsapp. Paper copies will be issued to Committee Members who prefer or require that format.

- 5.8 Reports for all Committee meetings will be categorised to reflect the priority of the business for the agenda. The categories will be:

For Decision or For Approval;
For Discussion
For Information or For Noting

- 5.9 The Secretary will normally give at least 14 calendar days' written notice of General meetings which will be issued by post or email. The notice will specify whether the meeting is an annual or special general meeting.
- 5.9 No business, other than on the Agenda, will be considered without the consent of two-thirds of the members present at a Management Committee or Sub-Committee meeting, this includes tabled reports.
- 5.10 If committee members wish to propose motions or items to be included on the agenda for a committee meeting, these should be notified to the Secretary not less than 10 days prior to the meeting.
- 5.11 Prior to Committee Meetings, the Director and Chair and/or Vice Chair will meet to review the order of business and the matters requiring decision.

6. Proceedings at Committee Meetings (including Sub-Committees) and General Meetings

Quorum Requirements

- 6.1 For Management Committee meetings, 4 members (excluding Co-optees) will form a quorum. Where a meeting becomes inquorate after it has started, the meeting shall be adjourned.
- 6.2 The quorum for all Sub-Committees shall be 3 members (excluding co-optees). Where the meeting becomes inquorate after it has started, the

meeting will be adjourned.

- 6.3 The quorum for General Meetings (SGM, AGM) is 10% of the membership or 45 members, whichever is the lower. Members must either be present (in-person or virtually) or represented by a representative (appointed proxies).
- 6.4 Where there are virtual attendees at committee meetings, monitoring the quorum is particularly important. It is recognised that virtual attendees may experience technical issues and lose connection during the meeting which may impact on whether the meeting remains quorate. If this were to occur the meeting would need to be paused until the issue is resolved. If the technical issue cannot be resolved the meeting will be adjourned.
- 6.5 Any Committee Member attending virtually (e.g. via Teams) must ensure their camera is switched on throughout the meeting to assist with monitoring the quorum during the meeting.
- 6.6 Committee Members, either attending in-person or virtually, who need to leave the meeting early need to advise the Chair at the start of the meeting, where possible, as this may impact on whether the meeting remains quorate. If during a meeting, a Committee Member has to leave they must bring this to the attention of the Chair before leaving the meeting. This is particularly important for virtual attendees, as their departure may go unnoticed and could lead to the inadvertent breach of the quorum.

Format of Meetings

- 6.7 Rule 50 states “Meetings of the Committee can take place in any manner which permits those attending to hear and comment on the proceedings.” Committee meetings (including sub-committee meetings) are typically held in our Committee Room at our offices at 250 Peat Road. However, meetings can also be held virtually or as hybrid meetings i.e. a mix of in-person and virtual attendees. Committee Members, therefore, have a choice of attending meetings in-person or virtually (including conference calls) and how they attend will be recorded in the Minutes. Any Committee Member who attends virtually on a regular basis is required to attend at least 3 of the meetings in the year, in-person, to support the team and collaborative dynamics of the Committee.
- 6.8 General meetings are typically held in-person at a local hall. However, they can be held virtually or as hybrid meetings in accordance with rule 19.

Committee Papers

- 6.9 In general all agenda items will be supported by written reports which will normally be issued along with the agenda for the meeting. With the agreement of the Chair and/or Vice Chair, reports can be submitted late. The circumstances for late reports may include delays on receiving information from other staff or external parties that is required for the report. Late reports should be made available to Committee no later than 48 hours before the meeting. In exceptional circumstances, reports can be tabled with the agreement of the meeting. This would apply were there has been an unforeseen delay to required information for the report or where a matter has arisen last minute that should be reported to Committee.

Attendance by Staff Members

- 6.10 Attendance at Committee and Sub-Committee meetings will normally be as follows:

Management Committee – Director and Managers and a staff member as Minute Taker;

Sub-Committee Meeting – Director and relevant Manager(s) as required and a staff member as Minute Taker

- 6.11 The Director and Managers will provide reports as required and advise committee members on the matters under discussion. They may be asked to leave by the Chair during confidential discussions.

Preparations for Meetings

- 6.12 All Committee Members must read their papers in advance and be well prepared for meetings, so that business can be conducted as effectively as possible. Committee Members are encouraged to add notes/questions to the meeting reports on the Board Portal in advance of the meeting. If using this facility, Committee Members need to select the option to email the relevant Manager, the Director, the Chair and Vice Chair as a minimum. It is also possible to share the notes/questions with all attendees. However, for any confidential reports, any notes posted must be restricted to Committee Members and the Director.

Chairing Meetings

- 6.13 In the absence of the Chair, the Vice Chair will chair the meeting. If the Vice Chair is also absent, the Committee will appoint another Committee Member to chair the meeting. If the Chair is delayed, the Vice Chair or

other member appointed by the Committee, will chair the meeting until the Chair arrives.

Submitting Apologies

- 6.14 If a Committee Member is unable to attend a Committee or Sub-Committee Meeting, they must submit their apologies to the Secretary in advance of the meeting. This can be done by phone, email, text or other messaging facility.

Declarations of Interest

- 6.15 In accordance with our Declarations of Interest Policy, Committee Members are required to complete a declarations of interest form when they first join the Committee and annually thereafter. From the information gathered from the Declaration of Interests Forms, we will maintain a Register of Interests. As a minimum the Register will be reviewed as part of the annual review of declared interests. However, it is the personal responsibility of Committee and Staff to ensure their entries on the Register are kept up-to-date, by declaring any changes as soon as they occur or they become aware of them e.g. any changes to existing declared interests or any new interests that arise.
- 6.16 The Director and Managers, in the preparation of relevant reports, must consider if a potential conflict may arise for a Committee Member, based on the Register of Interests. If any such conflict is identified, then this should be covered in the report.
- 6.17 Declarations of Interest is a standing agenda item for all meetings of the committee and is dealt with at the start of meetings.
- 6.18 Where a Committee Member declares a potential conflict of interest, this will be recorded in the minutes. They shall not take part in any discussion, decision or vote about a matter in which they have an interest and shall normally withdraw from the meeting whilst the matter is under consideration. Those in-person will be required to leave the Committee Room. Those attending virtually (typically will be via Teams) will need to leave by clicking "leave meeting". Once the matter is concluded they will be contacted either by phone or by receiving a text or other message that they can rejoin the meeting. Once they have clicked the meeting link and "join meeting" they will then be readmitted to the meeting. The minutes will record when members leave the meeting and when they return/rejoin.

Time Management of Meetings

- 6.19 The decision of the Chair or other person presiding at a meeting is final

on length of speeches, debate and closure of debate. The Chair or other person presiding at a meeting will seek to ensure that all committee members are given adequate opportunity to contribute.

- 6.20 Proceedings at Management Committee and Sub-Committee meetings should not exceed 2½ hours. The meeting may be extended for up to 30 minutes with the agreement of a majority of the committee members present. A meeting cannot extend beyond 3 ½ hours in total.
- 6.21 If any business on the agenda remains unfinished by the end of the extended period, Committee will decide whether the meeting should be reconvened to complete the remaining business or the business should be carried forward to the next scheduled meeting.

Voting and Decisions

- 6.22 The Management Committee and Sub-Committees will normally make decisions by consensus, without matters being put to a formal vote.
- 6.23 Formal voting will take place if a motion is proposed and seconded by two committee members present at a meeting and if another committee member indicates that they disagree with the motion. Amendments to a motion, if proposed and seconded shall be voted on first. The original motion falls if the motion to amend is carried and the amended motion shall then be put to a vote. The matter shall then be decided by vote of those committee members present.
- 6.24 Any voting shall be by a show of hands, unless otherwise directed by the Chair. The number of votes cast for and against a motion or amendment shall be recorded in the minute as shall the number of abstentions.
- 6.25 In the event of a tie the Chair will have a casting vote, in addition to his/her own vote.
- 6.26 Any member may ask for his/her dissent from any motions or decisions to be recorded within the minute. All Committee Members are bound by their duty of collective responsibility, i.e. they must accept and abide by the decision made even if they did not support it and must not undermine the decision made in any way.
- 6.27 Decisions made by the Management Committee will stand on record for at least six months and will not be discussed, questioned or put to a second vote within that period unless there are exceptional circumstances and only then with the consent of two-thirds of those present at the meeting where the exceptional circumstances are identified. In circumstances where new information comes to light, which

could have a material impact on a decision made, such matters will always be reconsidered. Nothing in this paragraph will prevent staff from bringing forward reports and information to correct errors or omissions in previous decisions made.

Adjournment

- 6.28 The Management Committee or Sub-Committees may adjourn meetings. A motion for adjournment, which will follow the procedure set down above, will take precedence over all other motions.
- 6.29 When an adjourned meeting is resumed, proceedings will commence at the point at which they were broken off at the adjournment.
- 6.30 The time of a reconvened meeting may be agreed as part of the adjournment motion, failing which it shall be decided by the Chair and/or Vice Chair in conjunction with the Director/Secretary.

Any Other Competent Business

- 6.31 Any other competent business should be notified to the Chair (or Sub-Committee Chair) prior to the start of the meeting giving 24 hours' notice if possible.
- 6.32 The Chair or Sub-Committee Chair will rule on whether the business is competent for discussion and/or decision at the meeting. They will report this decision to the meeting concerned. It will be open to the meeting, based on a majority decision, to reverse the Chair or Sub-Committee Chair's decision or allow immediate discussion and/or decision.
- 6.33 Other business will be referred to a future meeting or delegated to the appropriate staff member.

Code of Conduct

- 6.34 The codes of conduct apply to Committee Members (including co-optees) and staff at all meetings. The codes of conduct require to be signed annually, which usually takes place at the first meeting of the Management Committee following the AGM.
- 6.35 The standards set out in the Codes represent our expectations of everyone attending or participating in meetings such as advisers or observers. Some key standards required by all those attending meetings are:
 - Conduct themselves in a courteous and business-like manner;

- Show respect for the authority of the Chair of the meeting;
- Show respect and consideration towards committee members, Rosehill's staff, and anyone else attending the meeting;
- Respect confidentiality

6.36 Committee Members must also:

- Declare any personal, financial, or business interests, including any interests they are aware of on the part of people they are closely connected to;
- Not use committee meetings to bring up personal matters;
- Accept shared responsibility for all decisions that have been properly made by the committee.

6.37 The Chair of the meeting is responsible for determining if a Committee Member, or a number of Committee Members, is/are acting in a way contrary to the Standing Orders or the Code of Conduct for Committee Members. The Chair, at his/her discretion, or in response to a request from another Committee Member, can censure a Committee Member, or Members, on account of his/her/their behaviour at the meeting and request that the inappropriate behaviour ceases.

6.38 In the event of a failure to comply with such a request, or where the breach of the Code of Conduct, in the opinion of the Chair, is sufficiently serious, the Chair at his/her discretion, or in response to a request from another Committee Member, can propose a resolution to the Committee that the Member or Members in question be excluded from the remainder of the meeting. Such a resolution, if seconded, will be voted on immediately by the remaining Committee Members who are not the subject of the resolution and shall be decided by a majority vote of such remaining Members. If the motion is carried, the Committee Member or Members concerned must then leave the meeting.

6.39 If the exclusion of members causes the meeting to become inquorate the meeting will be adjourned to a time and place to be decided by the Chair with or without the offending members as decided by the Chair.

Business Conducted under Closed Session

6.40 Where committee business is of a confidential nature, it will be conducted in closed session and a separate confidential minute will be produced. Staff members, excluding the Director, unless the Director is the subject of the business, will normally leave the meeting during any confidential items, unless the Committee decide otherwise. The Director will be responsible for preparing the minute of any confidential meetings or, in his/her absence, a member of the committee.

Admission of Members of the Public to Meetings

- 6.41 Members of the public will not be admitted to Management Committee or Sub-Committee meetings. With the approval of the Management Committee or Sub-Committee Members, people who are interested in becoming Committee Members may attend 1-2 meetings as an observer.

7. Minutes of Committee Meetings

- 7.1 Minutes of Management Committee and Sub-Committee meetings will be taken by staff members.
- 7.2 A Minute of each committee meeting will be prepared as a draft and submitted to its next meeting for approval. Minutes shall take the form of 'draft minutes' until they have been passed by the relevant committee. Minutes of Sub-Committee meetings will be submitted to the next sub-committee meeting for approval and presented to the Management Committee for noting. Timing issues can mean that draft minutes of Sub-Committee meetings are presented to the Management Committee for noting.
- 7.3 If the minutes are accepted as a true and accurate record, they must be signed by the Chairperson or person who is chairing the meeting at which the minutes are presented. Only members who were present at the previous meeting can propose and second the approval of the minutes.
- 7.4 All approved Management Committee Minutes will be published on our website within 1 week of being approved and will be available for 2 years. However, a separate minute will be produced for any business that is confidential or commercially sensitive. Minutes for such items will only be available to committee members, and to any members of staff who need to have access to the minutes to implement committee decisions. The Director will hold confidential minutes in a secure file.

8. Role and Remit of Rosehill's Office Bearers

- 8.1 Following the AGM, the previous Chair will continue to fulfil the duties of the role until the next meeting of the Management Committee, at which office bearer elections will take place. If the Chair has retired at the AGM and is no longer a member of the Management Committee, the Vice Chair will act as Chair until elections take place at the next Management Committee meeting.
- 8.2 Rosehill shall have a Chair, Vice-Chair and Secretary. The Chair and Vice-Chair shall be elected by the Management Committee at the first

meeting after the Annual General Meeting. Committee will decide at the first meeting after the AGM if it wishes to continue to appoint the Director as Secretary. Co-opted Members may not stand for election, nor be elected as one of the office bearers of the Committee. They cannot vote in the election of office bearers.

Role and Remit of the Chair

- 8.3 The Chair is elected by the Management Committee from among its membership after each AGM to serve until the next AGM. Under Rosehill's Rules, the Chair can be re-elected but must not serve continuously for more than five years.
- 8.4 The role of the Chair is to uphold the Rules of Rosehill, to defend the rights of the members, to act as the main spokesperson and representative of Rosehill, to establish and maintain an effective working relationship with Rosehill's Director, and to sign official documents in accordance with Rosehill's Scheme of Delegated Authority
- 8.5 The Chair's role in conducting meetings of the Management Committee includes the following:
- To ensure the effective conduct of business
 - To preserve order and ensure each member has a fair hearing.
 - To impose a time limit on any business.
 - To decide the order in which members may speak.
 - To rule on any point of order
 - To ensure that proceedings follow these Standing Orders.
 - To ensure effective use of the Committee's time at meetings.
 - To rule on whether items not on the agenda can be discussed at meetings.
- 8.6 Rosehill's Chair will be entitled to attend and vote at any meeting of a Sub-Committee, with the exception of the Audit & Risk Sub-Committee. In addition, the Chair will not act as the chairperson of any of Rosehill's Sub-Committees.
- 8.7 The duties described at 8.5 shall also apply to chairs of Sub-Committees.
- 8.8 The role description for the Chair is attached at Appendix 2.

Role and Remit of the Vice-Chair

- 8.9 The Vice Chair will be elected by the Management Committee from among its membership after each AGM.

8.10 The general role of the Vice Chair is to perform the responsibilities of Rosehill's Chair, as described above, in the Chair's absence. The Vice-Chair shall not, however, be an automatic member of all Sub-Committees.

8.11 The role description for the Vice Chair is attached at Appendix 2.

Role and Remit of the Secretary

8.12 The Director will act as Secretary.

8.13 The general role of the Secretary is to ensure that the business of Rosehill and Management Committee is properly conducted, as described in the Rules.

8.14 The duties of the Secretary as set out in the Rules (58.3.1 – 58.3.7) 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
- Ensuring that nominations and elections to the Management Committee are carried out in accordance with the Rules
- Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator and OSCR
- Ensuring compliance with Rosehill's Rules
- Keeping the Register of Members and other Registers required by Rosehill's Rules
- Confirming to the Management Committee, at the last meeting before the AGM, that the requirements of Rules 61-66 have been met

8.15 The Secretary will issue share certificates to new members of Rosehill as such are approved by the Management Committee. The Secretary will also sign official documents on behalf of Rosehill in accordance with the Scheme of Delegation.

8.16 There are further references to the role of the Secretary within the Rules which are summarised as follows:

- Rules relating to correspondence with Members – rule 10, 11.1.1, 11.1.4.2
- Rules relating to AGMs and SGMs – Rule 21.1 (21.1.1 and 21.1.2), 21.2, 21.3, 21.4, 22.1 (22.1.1 – 22.1.3) and 22.2

- Rules relating to Committee Meetings and Special Committee Meetings – Rule 49, 55.1, 55.3,
- Rules relating to the role of Secretary – 58.1, 58.2, 58.3, 58.4, 58.10, 62, 67, 74.1, 74.2 (74.2.1 and 74.2.2) and 84

Office Bearer Skills and Succession Planning

- 8.17 Rosehill's Office Bearers and Sub-Committee chairs have a critical role to play in the governance of Rosehill. There are agreed role descriptions for each office bearing position. Rosehill annually assesses the range of skills that the committee needs to meet its objectives and carries out an annual review of the contributions that individual members make to Rosehill's governance in line with regulatory standards/requirements. These reviews contribute to the development of an annual training plan for the committee that is intended to keep members up to date and provide opportunities for development to ensure that committee members who wish to can take on additional responsibilities.
- 8.18 Committee members who have served for a period of nine years or more will not be permitted to stand for election or otherwise be nominated for re-election unless the Committee so resolves. The Committee in making such a decision will comply with regulatory standards/requirements.

9. Confidentiality

- 9.1 Proceedings at all committee meetings, together with agendas, reports and other documents submitted to such meetings will be treated as confidential unless otherwise agreed. To preserve confidentiality members attending virtually must ensure they are in a private space and that the proceedings of the meeting cannot be overheard by someone who is not a member of the Committee. To contribute to the necessary assurance of confidentiality, virtual attendees must keep their cameras on throughout the meeting.

10. Special Leave of Absence

- 10.1 Under Rule 43.3, a committee member will cease to be a member if they miss 4 Management Committee Meetings in a row without special leave of absence previously been granted by the Committee.
- 10.2 Committee Members should, where possible, seek a Special Leave of Absence in the event they are aware of a potential prolonged absence. To support this, where a Committee Member misses/submits apologies for 2 meetings in a row, a review will be undertaken to establish if there are any issues which are impacting on the Committee Member's ability to fulfil their role and attend meetings. In such cases, arrangements can be put in place

for a special leave of absence. The review will be undertaken by the Director or Chair or Vice Chair. Requests for Special Leave should be sent to the Chair or Director and will then be submitted to the next meeting of the Management Committee for consideration and approval.

- 10.3 A leave of absence will normally be granted by Committee for an initial period of 3 months. However, depending on the circumstances of the leave of absence the initial period granted can be for up to 6 months. Following review, this may be extended further but the maximum period for special leave will not exceed 9 months.
- 10.4 Committee Members on special leave will still have access to the Board Portal if they wish to read meeting papers. However, when a Committee Member returns from a leave of absence, a briefing on key matters will be arranged with the Director and/or Chair and/or Vice Chair.

11. Urgent or Time Sensitive Business and Emergency Situations

- 11.1 Any matter which requires urgent or immediate action, which arise out with the committee meeting cycle, but which cannot wait until the next meeting may be referred by the Director to the Chair and/or the Vice-Chair (in the absence of the Chair). Any such action or decisions shall be reported to the first committee meeting thereafter.
- 11.2 The Management Committee can decide to delegate authority to the Chair and/or Vice Chair and/or the Director to deal with a time sensitive matter that is likely to arise before the next Committee Meeting. The matter and the decision to delegate will be recorded in the minutes. If the delegated authority is actioned, this will be reported at the next committee meeting.
- 11.3 The Director has authority to deal with any emergency situation that requires an immediate response in accordance with the Scheme of Delegated Authority, with the support of the Management Team. The Director will brief the Chair and/or Vice Chair and, if required, the Chair of the relevant Sub-Committee, as soon as possible after the emergency has arisen. Any such matters and action taken, including where levels of authorised expenditure have been exceeded, will be reported at the next Management Committee meeting and the relevant Sub-Committee.

12. Written Resolutions

- 12.1 In exceptional circumstances it may be appropriate or required to deal with Committee decisions through a written resolution. Such circumstances may include where Committee have already discussed a

matter at a meeting but further clarification or confirmation needed or to accommodate specific timescales but calling an additional meeting of the Committee is not necessary or justified.

- 12.2 A written resolution will be sent by email and will normally require a response within 48 hours. For a written resolution to be valid it must be signed by at least three quarters of the Committee Members or three quarters of the members of a sub-committee.
- 12.3 The written resolution will be reported at the next scheduled meeting of the Committee and recorded in the minutes.

13. Execution/Signing of Documents

- 13.1 Deeds and other legal documents will be subscribed by the signature of an authorised person (as defined in the Association's Scheme of Delegated Authority) and witnessed, as described in the Requirements of Writing (Scotland) Act 1995.
- 13.2 For all other documents where signature and witnessing are used to execute the document, the document may be signed by any Committee Member, or by a member of staff in accordance with the Scheme of Delegated Authority.

14. Revision of Standing Orders

- 14.1 These Standing Orders may be altered or revoked by the Management Committee if a motion to this effect is supported by two-thirds of those present, excluding co-opted committee members.
- 14.2 These Standing Orders will be reviewed by the Management Committee at least once every three years.



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Registered Scottish Charity, No. SC053776. Company Registration No. SP02220R.
A registered society under the Co-operative and Community Benefit Societies Act 2014 No. 2220R(S) and with
The Scottish Housing Regulator (Number HAC174).



Appendix 1 – Remits of Sub-Committees

Sub Committee Remits

Staffing and Health and Safety Sub-Committee

1. Terms of Reference

The Staffing and Health and Safety Sub-Committee is responsible for:

- Human resources and health and safety management
- The duties and requirements in these business areas set out in legislation and Regulatory Standards and Requirements.

The Sub-Committee may make decisions about all of these matters, as long as it acts in accordance with Rosehill's agreed policies and Standing Orders and the powers delegated by the Management Committee.

2. Accountability to the Management Committee

The Sub-Committee is accountable to the Management Committee and will report all of its proceedings and decisions to the Management Committee. The Sub-Committee will exercise its powers in accordance with any written instructions which may be given by the Management Committee.

3. Role and Delegated Authority

The Management Committee has delegated responsibility to the Staffing and Health and Safety Sub-Committee for the following matters:

- | |
|--|
| <ul style="list-style-type: none">• To monitor performance of policies and strategic plans in relation to human resources management and training and development;• To recruit and appoint Managers;• To approve any staff re-grading or salary increases that are outside Rosehill's established policies within the agreed organisational budget and structure;• To monitor staff sickness absence levels and the implementation of any measures to manage and, where possible, improve sickness absence. |
|--|

- To participate in grievance and disciplinary hearings, where committee involvement is required under Rosehill's policies.
- To ensure that a competent person is designated to oversee the implementation of Rosehill's policies on health and safety.
- To ensure that a programme of health and safety risk assessments is carried out, and that plans are put in place and implemented to fulfil Rosehill's duty of care towards its employees, and visitors to Rosehill's premises.
- To monitor the implementation of Rosehill's policies and actions relating to health and safety management.

The decisions reserved to the Sub-Committee and those that are delegated to staff are described in Rosehill's Scheme of Delegated Authority.

The Director and members of the management team have authority to make all operational and management decisions relating to the areas described above, with the exception of those matters reserved to the Staffing and Health and Safety Sub-Committee and/or Management Committee for decision. In exercising this delegated authority, officers will be:

- Accountable to the Staffing and Health and Safety Sub-Committee
- Responsible for ensuring that decisions are in accordance with Rosehill's policies, budgets and legal obligations.

The Director, in consultation with the Chair of the Sub-Committee, has authority to deal with any matter arising between ordinary meetings of the Committee on which urgent action requires to be taken and which cannot reasonably be dealt with at any forthcoming meeting of the Management Committee. All actions taken under such authority shall be reported to the next meeting of the Committee.

The powers delegated to the Sub-Committee will not prevent the Management Committee deciding that it wishes to approve decisions on specified matters (for example, if a comprehensive review of Rosehill's staffing structures and resources was to take place).

4. Membership of the Sub-Committee

The membership of the Sub-Committee shall be determined by the Management Committee and shall comprise of three Committee Members as a minimum.

Members of the Committee will be expected to participate in training and development activity relevant to their role. Members' training needs will be assessed annually.

5. Meetings of the Sub-Committee

The Sub-Committee will normally meet twice a year, or as otherwise decided.

The quorum at meetings of the Sub-Committee shall be three members.

Staff members will attend each meeting of the Sub-Committee and will prepare full Minutes of each Meeting. The Minutes and proceedings of the Sub-Committee shall be reported to the next meeting of the Management Committee. If any matters require formal approval by the Management Committee, these will be separately identified in a report to the Management Committee.

The officers who will normally attend meetings of the Sub-Committee will be the Director and the Corporate Services & HR Manager.

Other members of staff and/or advisers will attend as instructed by the Director. The Sub-Committee may instruct external and/or specialist advice to support it in meeting its responsibilities as described in this remit.

Meetings shall be convened by written notice to the members of the Sub-Committee, giving not less than seven days' notice.

Sub-Committee Remits

Audit and Risk Sub-Committee

1. Terms of Reference

The Audit and Risk Sub-Committee is responsible for:

- Ensuring that Rosehill has effective systems for management and control.
- Monitoring the implementation of approved recommendations contained in internal audit reports, external audit reports and management letters.
- Initiating reports and investigations into any aspect of Rosehill's activities, if required.
- Ensuring that matters within its remit are conducted in accordance with the law, "Regulatory Standards of Governance and Financial Management" and relevant good practice guidance.

The Sub-Committee may make decisions about all of these matters, as long as it acts in accordance with Rosehill's agreed policies and Standing Orders and the powers delegated by the Management Committee.

2. Accountability to the Management Committee

The Audit and Risk Sub-Committee is accountable to the Management Committee and will report all of its proceedings and decisions to the Management Committee. The Sub-Committee will exercise its powers in accordance with any written instructions which may be given by the Management Committee.

3. Role and Delegated Authority

The Management Committee has delegated responsibility to the Audit and Risk Sub-Committee for the following matters:

Management and Control Systems

- To advise the Management Committee on the effectiveness of Rosehill's management and control systems for ensuring value for money, propriety, regularity, economy, efficiency, competence and accountability.

Internal and external audit

- Oversee the tendering process (which may include conducting interviews) for external and internal audit services;
- Approve the remuneration and terms of engagement of the External and Internal Auditors and report this to the Management Committee;
- Appoint the Internal Auditor and report this to the Management Committee;
- Recommend the appointment of the External Auditor to the Management Committee;
- Review the External Auditor's Management Letter and recommend a response to the Management Committee;
- Communicate with the external auditors on audit approach and scope, reporting, timetables and findings;
- Approval of internal audit needs assessment and 3 yearly and yearly programme of audit;
- Review all audit recommendations (external and internal), and monitor the implementation of agreed recommendations in all internal audit reports, external audit reports and management letters and ensure they are implemented and report to the Management Committee;
- Monitor the effectiveness of the external and internal audit services.

Risk management

- Monitor the implementation of Rosehill's Risk Management Policy for managing risk, as approved by the Management Committee;
- Monitor and review strategic risks and operational risks above risk appetite and report any changes to the Management Committee.

Compliance and Assurance

- Keep under review the Annual Assurance Statement as approved by the Management Committee;
- Monitor and oversee our assurance processes to ensure compliance with legal, regulatory and constitutional requirements. Report any matters of non-compliance to the Management Committee along with recommendations to remedy issues.

Reports and investigations

- Initiate reports and investigations as the Sub-Committee considers necessary.

The decisions reserved to the Audit and Risk Sub-Committee and those that are delegated to staff are described in Rosehill's Scheme of Delegated Authority.

The Director and management team have authority to make all operational and management decisions relating to the areas described above, with the exception of those matters reserved to the Sub-Committee and/or Management Committee for decision. In exercising this delegated authority, officers will be:

- Accountable to the Audit & Risk Sub-Committee
- Responsible for ensuring that decisions are in accordance with Rosehill's policies, budgets and legal obligations.

The Finance Manager and/or Director, in consultation with the Chair of the Sub-Committee, will have authority to deal with any matter arising between ordinary meetings of the Sub-Committee on which urgent action requires to be taken in relation to external audit matters and which cannot reasonably be dealt with at any forthcoming meeting of the Management Committee. In relation to internal audit matters authority lies with the Director in consultation with the Chair. All actions taken under such authority shall be reported to the next meeting of the Sub-Committee.

Reflecting the Audit and Risk Sub-Committee's purpose, the Sub-Committee (or officers and/or external advisers authorised by the Sub-Committee) will have the right to access all documents and records maintained by Rosehill.

The Sub-Committee and those it authorises to investigate matters may also require employees and committee members to supply information, either written or verbal, on any matter relating to the financial or general management of Rosehill. All employees and committee members are required to co-operate fully with any such request. If the Sub-Committee considers it necessary, it has authority to obtain such external professional advice as it considers necessary.

4. Membership of the Sub-Committee

The membership of the Sub-Committee shall be determined by the Management Committee and shall be a minimum of three members.

The Chair of the Management Committee shall not be eligible to be a member of the Audit Sub-Committee.

Members of the Sub-Committee will be expected to participate in training and development activity relevant to their role. Members' training needs will be assessed regularly.

5. Meetings of the Sub-Committee

The Sub-Committee will normally meet 3 times year, or as otherwise decided.

The quorum at meetings of the Sub-Committee shall be three members. Co-opted members do not count towards the number of members required for a meeting to take place.

Staff members will attend each meeting of the Sub-Committee and will prepare full Minutes of each Meeting. The Minutes and proceedings of the Sub-Committee shall be reported to the next meeting of the Management Committee. If any matters require formal approval by the Management Committee, these will be separately identified in a report to the Management Committee.

The officers who will normally attend meetings of the Sub Committee will be the Director and, the Finance Manager in relation external audit matters. The Director will attend in relation to internal audit with other members of staff and/or advisers attending as required, or as instructed by the Sub-Committee.

Meetings shall be convened by written notice to the members of the Sub-Committee, giving not less than seven days' notice.

The external and internal auditors shall have direct access to the Audit & Risk Sub-Committee at all times. If requested by the auditors, the chairperson of the Sub-Committee will convene meetings of the Sub-Committee for this purpose. The Sub-Committee has the right to meet in closed session, without employees being present, if it deems this to be necessary. As a minimum the Sub-Committee will have a discussion with the Internal Auditor as part of a meeting, without staff being present. This will take place annually and will typically be the first meeting of the Sub-Committee in the financial year.



Appendix 2 – Role of Committee and Office Bearers

Role Description for Chair of Rosehill Housing Association

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of Rosehill and to the Chairs of Rosehill's sub-committees. The responsibilities described here are additional to those set out in the management committee members' role description. It should be considered alongside Rosehill's 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 after each AGM and for the sub-committees to appoint the Chair of the sub-committee. Committee Members 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 As set out in the Standing Orders, the Chair of Rosehill may not also serve as the Chair of a sub-committee and each sub-committee must elect a different Chair.
- 1.5 An overview of the Role of the Chair is outlined in Rule 58.6 of Rosehill's 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 Rosehill can be re-elected, in accordance with Rule 58.11 of Rosehill'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

- 2.1 The Chair must always act, and be seen to act on behalf of the Management Committee. The Chair's key responsibilities are:
 - To lead the governing body [or sub-committee] constructively, provide direction and manage meetings effectively
 - To develop an open and inclusive relationship amongst Committee Members and support strong and effective governance
 - To develop and maintain a constructive and positive working relationship between the Chair and Director and senior staff

- To uphold Rosehill'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 Rosehill
- To ensure that Rosehill's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required and reported to the Management Committee
- 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 Rosehill positively and effectively
- Set the style and tone of governing body or sub-committee meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for Rosehill's Committee
- Ensure that the necessary arrangements are in place to enable Rosehill 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 Rosehill'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 committee members by promoting access to relevant induction, training and development opportunities
- In the event that it is necessary, 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 Director

4.1 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

- Work in partnership with the Director to ensure the effective conduct of the Committee's business
- Ensure that the conduct of Rosehill'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 Rosehill's agreed recruitment practices
- Carry out, with at least one other governing body member, usually the Vice Chair, the Director's appraisals (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 Rosehill'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 Management Committee and senior staff
- Initiate any investigation under the terms of Rosehill's Code of Conduct
- Chair all general meetings of Rosehill in accordance with the Rules
- Chair all Management Committee meetings of Rosehill, in accordance with the Rules and Standing Orders
- Ensure that all 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 committee members and that annual performance reviews are conducted in accordance with Rosehill'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 Rosehill's Business

6.1 The Chair is expected to:

- Ensure that Rosehill's business is efficiently and accountably conducted between committee meetings
- Sign (or otherwise authorise) payment instructions and documents requiring the Management Committee or the Chair's authorisation, in accordance with Rosehill'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 Rosehill effectively is available to the Management Committee and that the Committee is able to access specialist support when necessary
- Lead the Committee'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 on 30th April. It will be reviewed at least every 3 years.

Role Description for Vice Chair of Rosehill Housing Association

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of Rosehill. The responsibilities described here are additional to those set out in the Management Committee Members' role description. It should also be considered alongside:
 - the Role Description for the Chair of Rosehill;
 - Rosehill's Rules; and
 - Rosehill's Standing Orders.
- 1.2 In the event that the Chair of Rosehill 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. Rosehill encourages the rotation of the vice-chair's office as part of its approach to effective succession planning, in order to provide opportunities for 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 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 Rosehill. Therefore, this role description must be read in conjunction with the Role Description for the Chair of Rosehill.
- 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 the Management Committee on 30th April 2025. It will be reviewed at least every 3 years.

Role Description for Committee Members of Rosehill Housing Association Limited

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.

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a committee member of Rosehill Housing Association (Rosehill). It should be read in conjunction with the accompanying Committee Profile and Rosehill’s Rules and Standing Orders.
- 1.2 Rosehill is 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 Rosehill encourages people who are interested in the Association’s work to consider seeking election as a Committee Member and is committed to ensuring broad representation from the communities that it serves. Committee Members do not require ‘qualifications’ but, from time to time, we will seek to recruit people with specific skills and experience to add to or expand the existing range of skills and experience available to ensure that the Committee is able to fulfil its purpose. We have developed a profile for the Committee which describes the skills, qualities and experience that we consider we need to lead and direct Rosehill 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 committee, whether elected or co-opted or appointed, new or experienced. It is subject to periodic review.

2. Primary Responsibilities

- 2.1 As a Committee Member your primary responsibilities are, with the other members of the governing body, to:
 - Lead and direct Rosehill’s work
 - Promote and uphold Rosehill’s values
 - Set and monitor standards for service delivery and performance

- Control Rosehill's affairs and ensure compliance
 - Uphold Rosehill's Code of Conduct and promote good governance
- 2.2 Responsibility for the operational implementation of Rosehill's strategies and policies is delegated to the Director.

3. Key Expectations

- 3.1 Rosehill has adopted 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 committee.
- 3.2 Each Committee Member must accept and share collective responsibility for the decisions properly taken by the Committee. Each Committee Member is expected to contribute actively and constructively to the work of Rosehill. All members are equally responsible in law for the decisions made.
- 3.3 Each member must always act only in the best interests of Rosehill and its customers, and not on behalf of any interest group, constituency or other organisation. Committee Members cannot act in a personal capacity to benefit themselves or someone they know.
- 3.4 Our rules contain specific requirements that all 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 four members, who must be elected or have filled a casual vacancy
 - The quorum for a sub-committee meeting is three 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 or a sub-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 61-66 have been met
 - An experienced Committee Member (who has nine or more years' experience with Rosehill) must have the agreement of the Management Committee if they intend to seek re-election for a further term: the Management Committee's agreement should be recorded in the relevant minute

- A Committee Member ceases to be a member of the Committee if they miss four consecutive Management Committee meetings without, first, having been granted leave of absence
- A 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 Rosehill's values, strategic aims, business objectives and performance standards
- To monitor Rosehill's performance
- To be informed about and ensure Rosehill's plans take account of the views of tenants and other customers
- To ensure that Rosehill operates in accordance with relevant legal and regulatory requirements
- To be assured that Rosehill is compliant with relevant legal and regulatory requirements
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that Rosehill is adequately resourced to achieve its objectives and meet its obligations
- To oversee and ensure Rosehill'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 Rosehill's staff
- To ensure that Rosehill is open and accountable to tenants, regulators, funders and partners

5. Duties

- Act at all times in the best interests of Rosehill
- 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 Rosehill's governance and of your individual contribution to Rosehill's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector

- Represent Rosehill positively and effectively at all times, including in local communities and when attending meetings, training, conferences 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 Rosehill's policy on managing conflicts of interest

6. Commitment

- 6.1 An estimate of the annual time commitment that is expected from Committee Members is:

Activity	Time
Attendance at up to 10 regular meetings of the Management Committee	20 hours
Reading and preparation for meetings of the governing body	20 hours
Attendance at up to 3 sub-committee meetings	4 hours
Reading and preparation for sub-committee meetings	4 hours
Attendance at annual planning and review events (including individual review meeting)	10 hours
Attendance at internal briefing and training events	4 hours
External Training (including any individual training) and conference attendance (may include overnight stay or weekend)	36 hours
Total estimated time	98 hours

7. What Rosehill Offers Committee Members

- 7.1 All Committee Members are volunteers and receive no payment for their contribution. Rosehill 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 Rosehill. This and related policies also seek to ensure that you are not unfairly disadvantaged by your involvement with Rosehill. All out of pocket expenses associated with your role as a Committee Member will be fully met and promptly reimbursed.
- 7.2 In return for your commitment, Rosehill offers:

- A welcome and introduction when you first join the Management Committee;
- A mentor from the Management Committee and a named staff contact (typically this will be the Director) for up to the first year, with ongoing support
- Clear guidance, information and advice on your responsibilities and on Rosehill's work
- Formal induction training
- 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 governing body on 30th April 2025. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the governing body at least every 3 years.



Appendix 3 – Scheme of Delegated Authority

Scheme of Delegated Authority

Appendix 3

