

1.0 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 1¹

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a Committee Member of Glasgow West Housing Association (**GWHA**). It should be read in conjunction with GWHA's Rules, Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy.
- 1.2 GWHA is a Registered Social Landlord (RSL) 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 GWHA 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.
- 1.4 The responsibilities listed may seem overwhelming, especially for people joining the Committee for the first time. Practical support is available from GWHA and, to inform our recruitment activities, we carry out an annual review of the skills that we have and those that we need. You are also encouraged to ask for information or support at any time.
- 1.5 This role description applies to all members of the Management Committee (and Sub-Committees), whether elected, appointed, or co-opted, new or experienced. It is subject to periodic review.

2.0 Primary Responsibilities

- 2.1 As a Committee Member your primary responsibilities are, with the other members of the Management Committee, to
 - 2.1.1 Lead and direct GWHA's work
 - 2.1.2 Promote and uphold GWHA's values
 - 2.1.3 Set and monitor standards for service delivery and performance
 - 2.1.4 Control GWHA's affairs and ensure compliance
 - 2.1.5 Uphold GWHA's Code of Conduct and promote good governance.
- 2.2 Responsibility for the operational implementation of GWHA's strategies and policies is delegated to the Chief Executive (CE).

3.0 Key Expectations

- 3.1 GWHA has adopted a Code of Conduct for Committee Members. To confirm that you understand its requirements, accept its terms and will uphold the values throughout your membership, you must sign the declaration when you become a Committee Member and on an annual basis along with the annual declaration of interests.
- 3.2 Each Committee Member must accept and share collective responsibility for the decisions properly taken by the Management Committee and Sub-Committees. Each Committee Member is expected to contribute actively and constructively to the work of GWHA. All members are equally responsible in law for the decisions made.
- 3.3 Each Committee member must always act only in the best interests of GWHA 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 GWHA rules contain specific requirements that all Committee Members should be aware of, including:
 - a) The Management Committee (MC) must have at least seven members

¹ Scottish Housing Regulator (April 2019) *Regulation of Social Housing in Scotland: Our Framework*

- b) The quorum for a meeting of the MC is four members, who must be elected, appointed (see point e) or have filled a casual vacancy.
- c) The quorum for a sub-committee meeting is three members, who must be elected, appointed or have filled a casual vacancy.
- d) Co-opted members do not require to be shareholders and cannot make up more than one third of the MC; they do not contribute to a quorum being achieved. Co-optees may not hold Office Bearer positions, nor be appointed Convenor of a Sub-Committee.
- e) Appointed Committee Members (ACMs) can be appointed by the Committee at any time for a specified term and are not Co-optees for the purposes of the Rules. ACMs must be shareholders and cannot make up more than one third of the MC.
- f) The Secretary must present a report to the last MC meeting before the AGM confirming that all the requirements of Rules 62-67 have been met
- g) An experienced Committee Member (who has seven² or more years' experience with the RSL) must have the agreement of the MC if they intend to seek re-election for a further term: the MC agreement should be recorded in the relevant minute
- h) A Committee Member ceases to be a member of the MC if they miss four consecutive meetings without, first, having been granted leave of absence³
- i) A Committee Member who has declared an interest in a matter to be discussed at a meeting may be requested by the members to leave the meeting, before the matter is discussed, and cannot vote on the issue

4.0 Main Tasks

- 4.1 To contribute to formulating and regularly reviewing GWHA's purpose, aims, values, strategic plans and performance standards.
- 4.2 To monitor and evaluate GWHA's performance in achieving the objectives/targets set by the Management Committee.
- 4.3 To ensure that GWHA operates in accordance with relevant legal and regulatory requirements.
- 4.4 To be assured that GWHA is compliant with relevant legal and regulatory requirements.
- 4.5 To decide GWHA's policy.
- 4.6 To promote GWHA's accountability to members, tenants and other stakeholders.
- 4.7 To ensure that GWHA's systems for internal control and assurance are effective.
- 4.8 To protect the assets and good reputation of GWHA at all times
- 4.9 To ensure that risks are realistically assessed and appropriately monitored and managed.
- 4.10 To ensure that GWHA is adequately resourced to achieve its objectives and meet its obligations.
- 4.11 To maintain an oversight of the work of GWHA's subsidiaries.
- 4.12 To act, along with the other Committee Members, as the employer of GWHA's staff.
- 4.13 To appoint and support GWHA's senior officer.
- 4.14 To assess the MC's own effectiveness so that it has the skills, knowledge and experience needed.
- 4.15 To oversee and ensure GWHA's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants.

5.0 Duties

- 5.1 Act at all times in the best interests of GWHA.
- 5.2 Accept collective responsibility for decisions, policies and strategies.
- 5.3 Attend and be well prepared for meetings of the Management Committee and sub-committees.
- 5.4 Contribute effectively to discussions and decision making, offering constructive challenge where this is appropriate.
- 5.5 Take part in training and other learning opportunities.
- 5.6 Take part in an annual review of the effectiveness of GWHA's governance; and of your individual contribution to GWHA's governance.
- 5.7 Keep up to date with changes in GWHA's operating environment, maintaining and developing your personal knowledge of relevant issues and the wider housing sector.

² GWHA Policy / GWHA Rules = 9 years

³ Does not apply to Sub-Committee Meetings

- 5.8 Represent GWHHA positively and effectively at all times, including in local communities and when attending meetings and other events.
- 5.9 Respect and maintain confidentiality of information.
- 5.10 Treat colleagues with respect and foster effective working relationships within the Committee and between the Committee and staff.
- 5.11 Be aware of and comply with our policy on the restrictions on payments and benefits, including people closely related to you.
- 5.12 Register any relevant interests as soon as they arise and comply with GWHHA's policy on managing conflicts of interest as set out in the Standing Orders.

6.0 Commitment

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

Activity	Time (hrs)
Attendance at GWHHA regular meetings of the Management Committee, as set out in the Meeting Schedule	25
Reading and preparation for meetings of the Management Committee	20
Attendance at GWHHA sub-committee meetings ⁴ (where relevant)	15
Reading and preparation for sub-committee meetings (where relevant)	-10
Attendance at annual planning and review events (including individual review meeting)	5
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	5
Attendance at internal briefing and training events	10
External Training and conference attendance (may include overnight stay or weekend)	5
Total	85

7.0 What GWHHA Offers Committee Members

- 7.1 All Committee Members are volunteers and receive no payment for their contribution. GWHHA has policies that prevent you or someone close to you from benefiting personally from your involvement with GWHHA, although these policies also seek to ensure that you are not unfairly disadvantaged by your involvement with GWHHA. All out of pocket expenses associated with your role as a Committee Members are fully met and promptly reimbursed.
- 7.2 In return for your commitment, GWHHA offers:
 - 7.2.1 A welcome and introduction when you first join the Committee.
 - 7.2.2 A mentor from the Management Committee and a named staff contact for the first six months, with ongoing support;
 - 7.2.2 Clear guidance, information and advice on your responsibilities and on GWHHA's work;
 - 7.2.3 Formal induction training to assist settling in;
 - 7.2.4 Papers which are clearly written and presented, and circulated in advance of meetings;
 - 7.2.5 The opportunity to put your experience, skills and knowledge to constructive use;
 - 7.2.6 The opportunity to develop your own knowledge, experience and personal skills;
 - 7.2.7 The chance to network with others with shared commitment and ideals.

8.0 Review

- 8.1 A previous version of this role description was approved by the Management Committee on 27/08/24. Pending approval of this review It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed again by the Management Committee in 2026 as part of the Governance Strategy review.

⁴ Audit Sub-Committee; Staffing Sub-Committee

Role Description: Chairperson

1.0 Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of GWHA. The responsibilities described here are additional to those set out in the Committee Members' role description. It should be considered alongside GWHA's Rules and 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 at the first Management Committee meeting following the AGM. 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 An overview of the role of the Chair is outlined in Rule 59.6 to 59.11 of GWHA's Rules: this is reproduced below, along with Guidance (Appendix 1) on how the role will operate within GWHA. Further guidance on the Chairperson's role in chairing meetings of the Management Committee is provided in the Standing Orders.
- 1.4 The Chairperson's role is to provide leadership to the Management Committee, presiding at meetings of the Management Committee and general meetings; and fulfilling the role of ambassador for GWHA. In carrying out this role, the Chairperson is subject to the overriding duty placed on all of GWHA's Office Bearers to act on behalf of the Management Committee as a whole, and to be accountable to the Management Committee. In the event the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.
- 1.5 Whilst the Chair of GWHA can be re-elected, in accordance with Rule 59.11 of GWHA's Rules, they cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five year maximum term.
- 1.6 The Chair will be entitled to attend Sub-Committee meetings but cannot vote or propose motions. In addition, the Chair may not serve as the Convenor of GWHA's Audit Sub-Committee.
- 1.7 The Chairperson will not normally be involved in any operational decision-making, nor will he/she normally take action without the knowledge of the CE or the Management Committee as a whole unless there are exceptional circumstances (for example, if a matter concerns the CE's conduct.)

2.0 Key Responsibilities

- 2.1 The Chair must always act, and be seen to act, on behalf of the Management Committee. The key responsibilities are:
 - 2.1.1 To lead the Management Committee constructively, provide direction and manage meetings effectively;
 - 2.1.2 To develop an open and inclusive relationship amongst Committee Members and support strong and effective governance.
 - 2.1.3 To develop and maintain a constructive and positive working relationship with the Chair and the Chief Executive Officer (CE) and senior staff.
 - 2.1.4 To uphold GWHA's Code of Conduct and promote good governance.
 - 2.1.5 To ensure that GWHA's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required and reported to the MC.
 - 2.1.6 Ensure decision making complies with Standing Orders and Scheme of Delegation.
 - 2.1.7 To be a positive ambassador for GWHA.
 - 2.1.8 To be accountable for the actions of the Chair.
 - 2.1.9 To conduct the Chief Executive Officer's appraisal.

3.0 Leadership and Direction

- 3.1 The Chair is expected to:
 - 3.1.1 Lead by positive action and example.
 - 3.1.2 Represent GWHA positively and effectively.
 - 3.1.3 Set the style and tone of the Committee meetings to ensure effective and participative decision making.
 - 3.1.4 Promote and uphold the Code of Conduct for GWHA's Management Committee.
 - 3.1.5 Ensure that the necessary arrangements are in place to enable GWHA to honour its obligations, achieve its objectives and meet agreed targets.
 - 3.1.6 Demonstrate and support the principles of good governance at all times.

- 3.1.7 Ensure that the Management Committee has access to the range of skills, knowledge and experience necessary for the achievement of GWHA's aims and objectives and for the fulfilment of the Committee's responsibilities.
- 3.1.8 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.
- 3.1.9 Provide support to new and experienced Committee Members by promoting access to relevant induction, training and development opportunities.
- 3.1.10 In the event that it is necessary, to be responsible for the implementation of the Protocol that provides for investigations into an allegation that a Committee Member or GWEn Board Director may have breached the Code of Conduct.

4.0 Working with the Chief Executive (CE)

4.1 The Management Committee Chair should:

- 4.1.1 Establish a constructive relationship with the CE and ensure that their respective roles of leading and managing are recognised and promoted effectively. Sub-committee Convenors should establish similar relationships with the relevant senior staff member.
- 4.1.2 Work in partnership with the CE to ensure the effective conduct of the MC business.
- 4.1.3 Ensure that the conduct of GWHA's business continues effectively between Committee meetings and act under delegated or emergency authority when necessary.
- 4.1.4 In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a CE, in accordance with GWHA's agreed recruitment practices.
- 4.1.5 Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the CE.
- 4.1.6 In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Director and/or CE, in accordance with GWHA's agreed procedures.

5.0 Promoting Good Governance

5.1 The Chair is required to:

- 5.1.1 Promote and demonstrate the highest standards of ethical conduct and integrity.
- 5.1.2 Initiate any investigation under the terms of GWHA's Code of Conduct.
- 5.1.3 Chair all general meetings of GWHA in accordance with the Rules.
- 5.1.4 Chair all Management Committee meetings of GWHA, in accordance with the Rules and Standing Orders.
- 5.1.5 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.
- 5.1.6 Manage meetings 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.
- 5.1.7 Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively.

6.0 Conduct of HA's Business

6.1 The Chair is expected to:

- 6.1.1 Ensure that GWHA's business is efficiently and accountably conducted between Management Committee meetings.
- 6.1.2 Sign cheques and documents requiring the Management Committee or the Chair's authorisation, in accordance with GWHA's standing orders.
- 6.1.3 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.
- 6.1.4 Ensure that the skills, knowledge and support available to the Management Committee are kept under periodic review.
- 6.1.5 Lead the Management Committee's succession planning and recruitment to ensure good governance and regulatory compliance.

7.0 Monitoring and Review

- 7.1 A previous version of this role description was approved by the Management Committee on 24/08/24. Pending approval of this review It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed again by the Management Committee in 2026 as part of the Governance Strategy review

Appendix 1

Chairperson Responsibilities (GWHA Rules)	GWHA additional guidance
Promote effective working between the Committee and senior staff	The Chairperson should represent the MC's views in discussions with management, to help ensure GWHA's strategy and objectives are achieved. Relationships with senior staff should be constructive and supportive, while remaining professional.
Maintain an overview of the business of the Association	The Chairperson will receive regular briefings from the CE.
Setting the agenda for each Committee meeting	The CE will prepare a draft agenda for discussion with the Chairperson, before MC meetings are called
Conducting meetings effectively	MC and general meetings must be conducted in accordance with the Rules. MC meetings should also be conducted in accordance with the Standing Orders.
Approval of minutes and implementation of the decisions and actions approved by the Committee	The Chairperson will sign approved minutes of MC meetings. Implementation of approved decisions and actions shall be included in written reports to the next MC meeting. As required, the CE may update or seek guidance from the Chairperson and the Office Bearers between MC meetings.
Ensuring compliance with the standing orders, code of conduct for Committee Members and other relevant policies and procedures affecting the governance of the Association	The Chairperson is responsible for challenging non-compliance and for taking forward any investigations if it is alleged that there has been non-compliance, using the procedures in the Code of Conduct. The Chairperson will be advised and supported in this by the CE and/or other advisers. The CE will brief the Chairperson and seek his/her guidance about any non-compliance that occurs outside meetings.
Where necessary, making decisions under delegated authority between meetings	The Chairperson and CE have delegated authority to make emergency and other essential decisions in between MC meetings, reporting back to the next meeting. If decisions are of a substantial or controversial nature, other office bearers will also be consulted if time permits.
Ensuring that the Committee receives professional advice when it is needed	Senior Officers will advise the MC of circumstances where professional advice is required and will lead on the operational aspects of procuring such advice. The MC and Sub-Committees may also identify areas where advice or independent assurance should be sought.
Ensuring that the Committee monitors the use of delegated powers	This will be addressed during reviews of the MC effectiveness. The Sub-Committees may also advise on any areas where changes may be necessary.
Representing the Association at external events	The Chairperson shall play a lead role in representing the organisation externally.
Ensuring that appraisals are undertaken for MC members and the CE, in accordance with policy and procedures	The Chairperson will lead annual review appraisals with other MC members. The Chairperson (or Secretary) will conduct the CE's appraisal. The Chairperson shall also participate in an annual review of his/her effectiveness and development needs, and shall participate in training, where necessary, to be effective in the role.
Addressing the training requirements of Committee Members, and the recruitment and induction of new Committee Members	MC members' training requirements will be discussed at annual review conversations led by the Chairperson. The CE will then take the lead in preparing the committee development plans. The MC as a whole shall discuss and decide any action needed to recruit new Committee Members. Induction of new MC members shall be carried out in accordance with policy. The Chairperson will ensure that their induction needs have been met.

ROLE DESCRIPTION: Vice Chairperson

1.0 Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of GWHHA. The responsibilities described here are additional to those set out in the Committee Members' role description. It should also be considered alongside the Role Description for the Chair and GWHHA's Rules, Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy.
- 1.2 In the event that the Chair 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. [GWHHA 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.]
- 1.4 In accordance with Rule 59.11 of GWHHA's Rules, the Chair can be re-elected but must not hold office continuously for more than five years.
- 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 MC 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.

2.0 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 GWHHA. Therefore, this role description must be read in conjunction with the Role Description for the Chair of GWHHA.
- 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.
- 2.4 The Vice Chair will represent GWHHA as an Office Bearer and signatory of the Association.
- 2.5 With the agreement of the Management Committee and the Chairperson, the Vice Chair may be asked to undertake:
 - 2.5.1 Specific responsibilities on behalf of the Chairperson (for example, assisting with Committee Member's annual reviews)
 - 2.5.2 Specific responsibilities as part of succession planning measures.

3.0 Monitoring and Review

- 3.1 A previous version of this role description was approved by the Management Committee on 24/08/24. Pending approval of this review It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed again by the Management Committee in 2026 as part of the Governance Strategy review

ROLE DESCRIPTION: Treasurer

1.0 Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the role of Treasurer of GWHHA. The responsibilities described here are additional to those set out in the Committee Members' role description.
- 1.2 The position of Treasurer will be elected by the Management Committee, every year at the first meeting following the AGM.

2.0 Role of the Treasurer

- 2.1 To represent GWHHA as an Office Bearer and signatory where authorised.
- 2.2 Chair the finance part of the Management Committee meetings.
- 2.3 Attend meetings of the Audit Sub-Committee
- 2.4 Participate in training, where necessary, to be effective in the role.

3.0 Monitoring and Review

- 3.1 A previous version of this role description was approved by the Management Committee on 24/08/24. Pending approval of this review It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed again by the Management Committee in 2026 as part of the Governance Strategy review.

ROLE DESCRIPTION: Sub-Committee Convenor

1.0 Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the role of Sub-Committee Convenor of GWHA. The responsibilities described here are additional to those set out in the Committee Members' role description.
- 1.2 The position of Sub-Convenor will be elected by the Sub-Committee Members, every year at the first meeting following the AGM.

2.0 Role of Sub-Committee Convenors

- 2.1 Preserve order and ensure smooth running of the Sub-Committee Meetings.
- 2.2 Ensure that all Members have a fair hearing.
- 2.3 Ensure the Sub-Committee operates within the terms of its Remit.
- 2.4 Liaise with the CE as to the scope of authority and offer a committee perspective during recess.
- 2.5 Represent the MC at external meetings.
- 2.6 Participate in training, where necessary, to be effective in the role.

3.0 Monitoring and Review

- 3.1 A previous version of this role description was approved by the Management Committee on 24/08/24. Pending approval of this review It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed again by the Management Committee in 2026 as part of the Governance Strategy review.

ROLE DESCRIPTION: Secretary

1.0 Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of GWHA as set out in GWHA Rules (Appendix 1). The responsibilities described here are additional to those set out in the Committee Members' role description. It should also be considered alongside GWHA's Rules, Standing Orders, Code of Conduct and Entitlement, Payments and Benefits Policy.
- 1.2 The responsibilities associated with the role of the Secretary will be carried out by a Committee Member of GWHA who will be elected by the Management Committee, every year at the first meeting following the AGM.
- 1.3 The general role of the Secretary is to ensure that the business of the Association and the Management Committee is properly conducted, in accordance with the Rules. The Secretary shall:
- 1.3.1 Represent GWHA as an Office Bearer and signatory of the Association;
 - 1.3.2 Attend all MC and General Meetings;
 - 1.3.3 Liaise as required with the CE and Governance Director, to ensure that delegated duties are being carried out timeously and effectively.
 - 1.3.4 Carry out the CE's annual appraisal (where agreed) and report to the MC;
 - 1.3.5 Participate in training, where necessary, to be effective in the role.
- 1.4 Where appropriate, the Secretary's duties can be delegated to an appropriate employee of GWHA, with the Secretary assuming responsibility and being accountable for ensuring that they are carried out in an effective manner. The Management Committee has agreed that the following aspects of the Secretary's role shall be delegated to the CE and other senior staff to perform under the supervision of the Secretary:

Task	Responsibility
To call committee and general meetings, and send notices and relevant reports before meetings.	CE or Executive Member responsible for Sub-Committee servicing (normally done annually, as part of the Committee meeting schedule)
To keep minutes of all committee and general meetings	Governance Director
To prepare and send all necessary reports to the Financial Conduct Authority, the Office of the Scottish Charity Regulator, the Scottish Housing Regulator and OSCR.	Governance Director and/or Finance and ICT Director
To maintain registers of members, Committee Members, seal register etc	Governance Director
To execute documents on behalf of GWHA	Secretary or Committee Member or other authorised signatory
To take charge of the association's seal	Governance Director
To issue share certificates to new members	Governance Director
Ensuring compliance with the Rules	Management Committee (including annual compliance report under Rule 68)
To ensure nominations and elections to the MC are carried out in accordance with the rules	Governance Director
Confirming to the MC at the last meeting before the AGM, that the requirements of Rules 62-67 have been met	Governance Director

2.0 Monitoring and Review

- 2.1 A previous version of this role description was approved by the Management Committee on 24/08/24. Pending approval of this review It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed again by the Management Committee in 2026 as part of the Governance Strategy review.

Appendix 1

References to Secretary Within GWHA's Rules

Rules Relating to Correspondence with Members

Rule 10

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

Rule 11.1.1

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

Rule 11.1.4.2

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

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

Rules relating to Annual and Special General Meetings

Rule 22.1

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

22.1.1 the Committee requests one; or

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

Rule 22.2

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

Rule 22.3

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

Rule 22.4

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

Rule 23.1

The Secretary will call all general meetings by written notice posted or sent by 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:

23.1.1 the time, date and place of the meeting;

23.1.2 whether the meeting is an annual or special general meeting;

23.1.3 the business for which the meeting is being called

Rule 23.2

The Committee may ask the Secretary to include with the letter or send separately to Members any relevant papers or accounts. If a Member does not receive notice of a meeting or papers relating to the meeting, this will not stop the meeting going ahead as planned. Each communication sent to a Member by post, addressed to 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.

Rules Relating to Committee Meetings and Special Committee Meetings

Rule 50

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

Rule 56.1

The Chairperson or two Committee Members can request a special meeting of the Committee by writing to the Secretary with details of the business to be discussed. The Secretary will send a copy of the request to all Committee Members within three working days of receiving it. The meeting will 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 56.3

If the Secretary does not call the special meeting as set out above, the Chairperson or the Committee Members who request the meeting can call the meeting. In this case, they must write to all Committee Members at least seven days before the date of the meeting.

Rules Relating to the Role of the Secretary

Rule 59.1

The Association must have a Secretary, a Chairperson and any other Office Bearers the Committee considers necessary. The Office Bearers, except for the Secretary, must be Elected Committee Members or Committee Members appointed to fill casual vacancies in accordance with Rule 41 but 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 59.2

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

Rule 59.3

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

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

Rule 59.4

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

Rule 59.10

The Chairperson can resign 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 43. The Committee will then elect another Committee Member as Chairperson.

Rule 63

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

Rule 68

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

Rule 75.1

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

Rule 75.2

The Secretary must also send:

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

Rule 85

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

Reviewed: 26/08/25

Next Review: 2026