



JOB DESCRIPTION

Job Title: Chair of the Board

Remuneration: Up to £11, 000 per year plus specified expenses

Department: Executive Support

Reports to: The Board

Location: Shoreline House, Grimsby

Date 18th May 2009

1 PURPOSE OF YOUR JOB

To be an active and progressive Chair in giving firm strategic direction to the organisation, setting overall policy with the Board, defining goals, setting targets and evaluating performance. Ensuring that the organisation complies with its governing documents, regulatory requirements, charitable law, company law and any other relevant legislation.

To ensure that the organisation pursues its objects as defined in its governing documents and safeguards the reputation and values of the organisation.

To be responsible for the appointment and appraisal of the chief executive.

2 DIMENSIONS

Budget

- Overall strategic direction and monitoring of business plan and budget outputs. Leads the Board in approving the annual budget for the company.

Employees:

- The Chair will be responsible for the appraisal of the other Board members and liaise with the Chief Executive to develop members, facilitating change & renewal, and managing any conflict within the board.
- Will liaise with the chief executive to keep an overview of the organisation's affairs and to provide support as appropriate.
- Will lead the process of appraising the performance and target setting for the chief executive.

Statistics:

- The Chair will lead the Board in monitoring the organisation's Key Performance Indicators and challenge as necessary.
- The Chair will represent the company with partners, representative organisations, at social functions and events.
- The Chair is expected to attend an employee induction day every quarter

- The Chair will be expected to attend an absolute minimum of 80% of all Board meetings and relevant (as appointed) Committee meetings per year.
- The Chair will be expected to work for the company an average of 25+ hours a month (this is only a guide and is variable)

3 PRINCIPAL ACCOUNTABILITIES

- To liaise with the Tenant Services Authority on matters of governance regulation.
- Signing the annual report and end of year accounts on behalf of the Board.
- Signing the Regulatory Statistical Return and Regulatory Self Assessment on behalf of the Board.
- To meet with the Vice Chair of the Board and Committee Chairs on a regular basis to give guidance and strategic direction.
- Scrutinise business planning and financial reports.
- Leadership responsibility for formulating the organisation's Corporate and Business Plans, ensuring that the Board, in reaching decisions, takes proper account of guidance provided by the senior management team. Encourage high standards of governance, propriety, and control and represent the views of the organisation to the general public, media and partners.
- Ensure that all members of the Board, when taking up office, are fully brief on the terms of their appointment and on their duties, rights and responsibilities, and receive appropriate induction and on-going training and development including on the financial management and reporting requirements of housing associations as well as standards of probity and accountability.
- Ensure that the NHF Codes of Practice for Board members are applied. The Code of Conduct shall commit the Chair and other Board members to the seven Nolan principles of public life, and shall include a requirement for a comprehensive register of Board Members' interests.

4 KNOWLEDGE AND EXPERIENCE

In addition to the above statutory duties, the Chair will use any specific skills, knowledge or experience they have to help the board reach sound decisions.

The Chair must have:

- Financial expertise
- Business/Commercial management expertise
- Experience of working for or with housing organisations, preferably housing associations.
- Senior management experience
- Understanding of a regulatory environment, preferably in a registered charity context.

- Board-level leadership skills
- Understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship
- Strategic vision
- Good, independent judgement
- Ability to think creatively
- Ability to work effectively as a member of a team
- Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- Tact and diplomacy
- knowledge of the type of work undertaken by the organisation and a wider involvement with the voluntary sector and charities

While professional qualifications in the fields of finance, business and/or property would be an advantage, applicants' relevant experience and abilities is of equal importance

The Chair must be able to:

- Focus effectively on strategic and corporate issues
- Facilitate teamwork within the Board and with the executive team
- Have the confidence to lead debates and draw matters to conclusions, preferably through consensus
- Scrutinise and constructively challenge reports from the executive team
- Devote the required amount of time and effort to effectively fulfil the role
- Show impartiality, fairness and the ability to respect confidences

ADDITIONAL INFORMATION & JOB CONTEXT

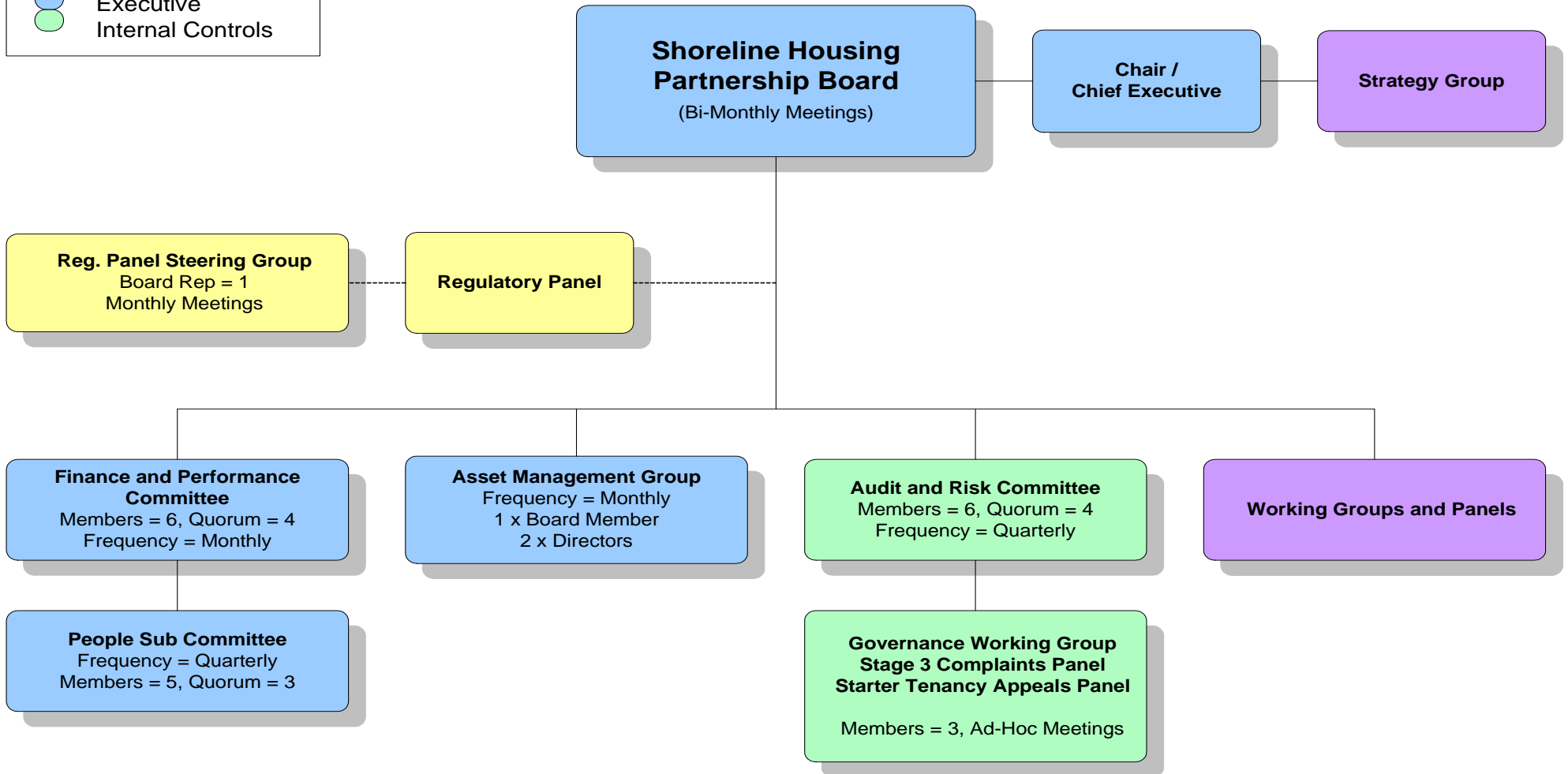
- Advise the Chief Executive of the needs of the Board when Board member vacancies arise, with a view to ensuring a proper balance of skills and experience to meet business and regulatory requirements.
- Meet regularly with the Chief Executive to offer guidance and support.
- Meet with any individual Board member who misses 2 consecutive meetings to establish the reason for absence and ascertain if additional support / training is required.

[Adopted @People Sub-Committee 180510]

Shoreline Housing Partnership
BOARD / COMMITTEE STRUCTURE

KEY

- External Scrutiny
- Informal Meetings
- Executive
- Internal Controls



Title The Roles and Responsibilities of Board Members

Adopted by Board: 19.09.06

Contact: Claire Brumfield

1. SUBJECT MATTER AND PURPOSE

The purpose of this report is to set out the roles and responsibilities of Board Members of an RSL.

2. BACKGROUND AND INFORMATION

2.1 Board Members

2.1.1 The Board Members are collectively responsible for the affairs of the RSL.

2.1.2 The Board Members will be responsible for the running of the RSL. In practice the day to day running of the RSL will be undertaken by its executive team and staff but in legal terms the Board Members have collective responsibility for the RSL's affairs.

2.1.3 The Board Members are given their powers of management by the RSL's legal constitution which will set out that its business will be managed by the Board who may exercise all the powers of the RSL. The constitution is likely to give a specific power to the Board to borrow money on behalf of the RSL using a variety of instruments. The constitution will grant the Board Members the power to delegate their powers to committees made up of one or more Board Members and other individuals as appropriate.

2.1.4 In exercising their management role, Board Members are expected to comply with the Nolan Principles of public office, which are set out in Section 2.2 below.

2.1.5 The Board has very specific roles to play in the areas of strategy and policy, personnel, regulatory compliance and advocacy; these are explained in more detail in Section 2.3.

2.1.6 Board Members owe various duties to the RSL. These can generally be classed as:-

- general fiduciary duties, which lie at the heart of their relationship with the RSL; and
- duties laid down by Act of Parliament, or "statutory duties". Board Members will be liable either under Criminal or Civil Law if they fail to carry out these duties properly.

2.1.7 Board Members also have a number of rights in their role, including the right to work within a framework which protects them as far as possible from personal liability.

2.2 The Nolan Principles of Public Office

Selflessness: Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or friends.

Integrity: Holders of public office should not put themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity: In carrying out public business, including making policy appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability: Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness: Holders of public office should be as open as possible about all decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty: Holders of public office have a duty to declare private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership: Holders of public office should promote and support these principles by leadership and example.

2.3 General Responsibilities of Board Members

2.3.1 *Strategic and policy responsibilities*

The purpose of the Board is to provide leadership to the organisation. The Board will set the tone for the culture of the RSL, not only in the decisions they make, but also in the way they behave and interact with the staff and the RSL residents.

The Board has responsibility for developing the strategy of the organisation and governing it in the way it decides. All the RSL's policies and procedures to implement them will need to be agreed by the Board. Policies will usually be drafted by senior managers and shown to the Board for approval and (where necessary) amendment.

It is the job of the RSL executive team and staff to implement these policies and to undertake the day-to-day management of the organisation. They must ensure that their actions are consistent with the RSL's policies and fall within their budgets and authorities. All aspects of service delivery and policy should be monitored and evaluated by the Board on a regular basis and policies revised as appropriate.

2.3.2 *Employment and personnel responsibilities*

The Board will be responsible for defining and reviewing the RSL's policies on employment and personnel procedures, starting in the post ballot stage and continuing after that. These include:-

- equal opportunities;
- contracts;

- staffing structure;
- dismissal;
- grievance and disciplinary;
- sickness;
- holidays;
- maternity/paternity/compassionate leave;
- salaries;
- appraisal;
- pensions;
- expenses, payments and training.

The Board will be expected to take an active part in the recruitment of the RSL's executive team. This will include some members of the Board serving on the interview panel for senior posts and will need the Board to agree job descriptions, person specifications and terms of employment. It will be the Board's responsibility to ensure that members of the executive team fully understand their job descriptions and their duties.

2.3.3 *Regulatory compliance*

The Tenant Services Authority regulates registered social landlords/housing associations, and the Audit Commission inspects them regularly to ensure both compliance and value for money. The Board needs to ensure that there are procedures in place to ensure compliance with Tenant Services Authority requirements, and to alert the Board to any new requirements that are consulted upon or implemented.

2.3.4 *Advocacy and representative responsibilities*

Board members have an advocacy and representative role on behalf of the RSL – which can be fulfilled in a number of ways:-

- As a representative of the RSL in its relationship with its tenants, stakeholders and partners;
- By acting as a representative at external events, and meeting third parties (such as funders) and other organisations, including the Tenant Services Authority;
- By keeping their eyes and ears open for information or opportunities which may be useful for the RSL, particularly residents' views of the RSL's service provision and fundraising opportunities for community goals.

2.4 Fiduciary Duties of Board Members

2.4.1 *The duty of skill and care*

The most important of the general fiduciary duties is the duty of all Board Members to be diligent, businesslike and prudent.

From a practical point of view, this duty of skill and care requires a Board Member to attend meetings and become actively involved both in the management of the RSL and in the decision making process. Part of the duty to act as prudent men and women of business is to decide when it is appropriate for the Board to take independent advice (such as financial, investment, legal or other).

This is also reflected in the Tenant Services Authority's Regulatory Code and Guidance. If an RSL is charitable this also means that even greater care must be taken as to how the RSL manages its assets.

The Board may delegate its powers to committees and/or staff, but the terms of any delegation must be clear, in writing, and regularly reviewed and monitored.

2.4.2 *The duty to ensure that the RSL acts within its constitution*

Board Members must take particular care to make sure that every proposed activity of the RSL falls within its permitted objects (whether charitable or otherwise) as is set out in its constitution.

2.4.3 *The duty not to profit*

This means that Board Members must act in the interests of the RSL at all times and must not profit from their position. A Board Member must not put himself or herself in a situation where personal interest would or might conflict with his or her duties as a Board Member. This also links in with the Tenant Services Authority's requirements (most notably in relation to Schedule 1 of the Housing Act 1996 – the "Payments and Benefits Regime").

2.5 Statutory Duties of Board Members

2.5.1 *Environmental Liability*

Environmental legislation imposes increasingly heavy responsibilities in relation to waste management and contaminated land. Failure to comply with these responsibilities would be a criminal offence on the part of the RSL and the Board Members and officers involved. It is important for the Board to put in place controls and reporting procedures to ensure that potential environmental liability is monitored properly and regularly.

2.5.2 *Health & Safety*

The Board must make sure that the RSL keeps within the health and safety legislation and employment legislation in general.

The Board are strongly advised to include insurance cover against this liability within its portfolio of insurances.

2.5.3 *Financial Liability*

The RSL must comply with a number of statutory requirements relating to record keeping, filing of accounts, annual returns and appointing bankers and auditors. Each Board Member must be aware of the RSL's financial situation and be kept informed as to developments, on a regular basis. This will be achieved through: the regular attendance at meetings, where the financial reports will be received; approving the budget for the coming year, and the longer-term business plan, only if they are realistic; and exercising control over expenditure, including having procedures in place to ensure that spending is authorised at the appropriate level and taking remedial action if necessary.

2.6 **Limiting Liability for Board Members**

2.6.1 The Board should make sure that individual Board Members and the Board as a whole are not placed in a position where negligence or breach of fiduciary duty can be attributed to them.

2.6.2 Board Members can minimise the risk of personal liability by:-

- understanding the RSL's constitution and making sure that it acts within it;
- ensuring that delegation by the Board to sub-groups, officers and others as permitted by the RSL's constitution and standing orders, is clear and in writing;
- making sure that a proper management structure exists, allowing the Board to make policy decisions and monitor their implementation;
- considering and implementing skills training for Board Members where needed;
- obtaining professional advice when needed, keeping a note of the advice received if not in writing and making sure that it is clear and comprehensive;
- recording decisions in the minutes of the relevant meeting and showing how they were arrived at and on what advice they were based;
- insuring against liabilities where possible; and
- establishing clear disciplinary and grievance procedures for Board Members.

2.7 **Expected Time Commitments**

Board members will be expected to attend full Board meetings every two months. Some members may also have additional committee responsibilities. There are currently five committees and these meet on average bi-monthly. Sufficient time should also be given to preparation for Board and Committee meetings ie reading papers etc. Additional time commitments will be required from the Chairs and Vice Chairs of Board and Committees. Board development will require approximately one half day per month for training and development. Adhoc commitments such as promotional events may require additional time input. Board members will also be expected to attend an annual strategy weekend.

The Chair will be expected to work for the company an average of 25+ hours a month (this is only a guide and is variable)