



CODE OF GOVERNANCE

FOR

MANAGEMENT COMMITTEE MEMBERS

JUNE 2023

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1.0 INTRODUCTION

Definition

1.1 We define Governance as:

The leadership, direction and control of an organisation to ensure that it achieves its agreed aims and objectives, and in doing so serves the public's best interests.

Within Prospect Community Housing, the Management Committee has ultimate responsibility for ensuring good governance throughout the organisation.

1.2 However, 'good governance' is about more than the role of the Management Committee. It is also about:

- how well the Committee and the Management Team work together, and
- how we work with our tenants, members, staff and other stakeholders to ensure that we are well run, accountable, and are meeting the needs for which we have been established.

Purpose of this Code

1.3 The purpose of this Code is to set out the governance standards we aim to achieve, and to describe how we will seek to achieve them, so that we will:

- uphold and promote the purpose, values and aims of the organisation
- meet our responsibilities
- act in accordance with our legal obligations
- observe high ethical standards.

1.4 This Code seeks to ensure the highest standards in Prospect's governance arrangements by complying with the Langlands principles – 'The Good Governance Standard for Public Services'.

In addition, in all our Codes, policies and procedures etc. we will comply with current law and with current guidance and 'good practice' issued by the Scottish Housing Regulator, the Office of the Scottish Charities Regulator, the Financial Services Agency (with whom we are registered as an Industrial & Provident Society but not as a provider of financial services) and any other branch of the UK or Scottish Governments, or any other public body, which impacts on our services.

1.5 It is important that Committee Members are clear about their duties and responsibilities as members of the governing body of a Registered Social Landlord (RSL) and as a Trustee of a registered charity in Scotland.

1.6 This Code aims to help Committee Members in discharging their responsibilities. We recognise however that this Code on its own is not enough, and we will also provide training, support, assistance and advice to Committee Members as required to provide and develop the necessary skills and experience etc. We will seek to ensure that membership of our Committee is a worthwhile experience.

Application of the Code

- 1.7 This Code applies to all Committee Members and to their corporate conduct as members both of the Management Committee and of any Working Group(s) to which they may be appointed.
- 1.8 No new Committee Member, whether elected or co-opted, may act as such until he or she has signed and delivered to the Director the form stating their acceptance of this Code (Appendix 1).
- 1.9 Following each Annual General Meeting of Prospect, each Committee Member will sign a declaration confirming that they will continue to be bound by this Code.

2.0 THE LANGLANDS PRINCIPLES

- 2.1 This Code is based on the six Langlands Principles - 'The Good Governance Standard for Public Services'. These state that good governance means:
 1. focusing on Prospect's purpose and outcomes for service users and tenants;
 2. the Management Committee and Management Team working together effectively in clearly defined functions and roles;
 3. promoting values for the whole organisation and demonstrating the values of good governance through behaviour;
 4. taking informed, transparent decisions and managing risk;
 5. developing the capacity and capability of the Management Committee and the Management Team to be effective;
 6. working with stakeholders and being openly accountable to them.
- 2.2 Each of these principles is developed in greater detail in the following sections, which also describe how we will aim to comply with each principle.

3.0 PRINCIPLE 1 - FOCUSING ON PURPOSE AND OUTCOMES

- 3.1 The key 'good governance' elements under this principle are that we:
 - are clear about Prospect's purpose and the intended outcomes for tenants, factored owners and other stakeholders;
 - make sure that tenants and other users of our services receive high-quality, value for money services appropriate to their needs;
 - make sure that we meet our obligations regarding the use of public and private funds.
- 3.2 We acknowledge that the most important functions of the Management Committee are to set Prospect's vision, values, ethos and strategic direction, ensure continued financial viability and monitor Prospect's overall performance against agreed objectives, targets or standards.

3.3 We will seek to comply with this principle through:

- setting, and regularly reviewing our vision, values and objectives and our current strategy;
- producing a comprehensive Business Plan that aims to continue progress in achieving our current strategy;
- ensuring that Committee Members are fully involved in discussing and approving the Business Plan and associated budgets;
- ensuring that the Management Team provide the required reports and information to enable Committee Members to review progress against planned outcomes at least quarterly;
- involving tenants in the formulation of our strategy and plans, through our tenant participation strategy;
- regularly seeking the views of tenants on our performance;
- where appropriate, 'benchmarking' our performance against that of similar organisations;
- ensuring that through consultation our staff have opportunities to contribute to the ongoing planning processes, and that our plans and current objectives are communicated clearly to them;
- ensuring that all strategies, objectives and activities are consistent with our legal obligations as a housing association and charity.

4.0 PRINCIPLE 2 - WORKING TOGETHER EFFECTIVELY

4.1 The key 'good governance' elements under this principle are being clear about:

- the functions of the Management Committee and any Working Groups we establish;
- the respective responsibilities of the Management Committee and Management Team;
- the relationships between Committee Members and the public.

4.2 We will seek to comply with this principle through:

- setting clear remits and Standing Orders for the Management Committee and any active Working Groups;
- reviewing all remits at least once each year, normally at the first meeting of the Management Committee following each Annual General Meeting;
- establishing a comprehensive Scheme of Delegation of decision-making authority from the Management Committee to Working Groups and the Management Team, together with clear reporting arrangements to the Management Committee;
- reviewing the Scheme of Delegation every three years;
- ensuring that the Management Committee focuses on determining overall strategy and policy, and on monitoring the performance of senior staff in managing the organisation;

- empowering senior staff to manage the organisation effectively, within the framework of strategy, policies and controls established by the Management Committee;
- ensuring that all Committee Members receive clear information, advice and ongoing training as required about their roles and responsibilities, and that new Committee Members receive appropriate induction and any other support required [for further details see the Code of Conduct for Committee Members];
- ensuring that all Committee Members understand that they are collectively responsible for all decisions made by the Management Committee;
- ensuring that all Committee Members are clear about their legal responsibilities as RSL governing body members and as charity Trustees;
- ensuring that Committee Members are clear that they must always act in a personal capacity and in the best interests of Prospect, and not as representatives of any other organisation or interest group [for further details see the Code of Conduct for Committee Members]
- ensuring that the roles and responsibilities of the Chairperson and other Office Bearers are clearly defined [for further details see the relevant appendices];
- providing the Management Committee and any Working Groups with independent objective professional advice in circumstances when it would be inappropriate for the Director or any other member of the Management Team to advise them, or where the Management Team do not have the required knowledge or expertise;
- ensuring that the Management Committee reviews the effectiveness of current governance arrangements at least every three years and implements any changes required.

5.0 PRINCIPLE 3 - PROMOTING VALUES FOR THE WHOLE ORGANISATION

5.1 The key 'good governance' elements under this principle are:

- having clear values that guide all aspects of Prospect's work;
- putting these values into practice;
- ensuring that individual Committee Members behave in ways that uphold and exemplify effective governance.

5.2 We will seek to comply with this principle through:

- ensuring that Committee Members uphold and promote Prospect's values and ethos;
- ensuring that Committee Members uphold and apply the principles of equality and diversity in all areas of our work;
- upholding and applying the relevant 'good governance' values contained in Performance Standards in all areas of our work;
- ensuring that all Committee Members are committed to upholding the standards of conduct described in our Code of Conduct for Committee Members, and that they are clear about how breaches of that Code will be investigated and dealt with;

- ensuring that all members of staff are committed to upholding the standards of conduct described in our Code of Conduct for Staff Members, and that they are clear about how breaches of the Code and/or related policies and procedures will be dealt with under our disciplinary procedures;
- ensuring that all Committee Members and members of staff comply with the law, current guidance and our policies regarding the receipt of payments and benefits;
- implementing clear arrangements for declaring, recording and managing conflicts of interest involving Committee Members or members of staff.

6. PRINCIPLE 4 - TAKING INFORMED, TRANSPARENT DECISIONS & MANAGING RISK

6.1 The key 'good governance' elements under this principle are:

- being rigorous and transparent about how decisions are taken;
- having and using good quality information, advice and support;
- making sure that an effective risk management system is in operation.

6.2 We will seek to comply with this principle through:

- ensuring that all decisions are made in accordance with our Rules, Standing Orders, Management Committee and Working Group remits and our Scheme of Delegation;
- providing Committee Members with sufficient information and opportunities to gain first-hand experience of our activities so that they are able to form a clear view of how we operate;
- providing Committee Members with clear, timely and objective reports circulated in advance of meetings;
- providing Committee Members with clear recommendations, referring as appropriate to our strategic objectives, financial considerations, legal and other obligations, options available, key risks, information on the views of tenants and other relevant stakeholders, and on any implications for the services we provide;
- providing reports that enable Committee Members to review performance against current plans, objectives and targets;
- regularly reviewing the effectiveness of our reporting systems so that the Management Committee can exercise effective monitoring and oversight without receiving excessive amounts of information about operational issues;
- being as open as possible about the decisions we make, publicising these internally and externally as appropriate, while ensuring that we maintain confidentiality when required and in accordance with data protection principles;
- implementing effective systems for identifying, managing and mitigating the effect of the risks that may prevent us from achieving our objectives, including a comprehensive Risk Management Strategy, effective internal controls and a programme of internal audit.

7. PRINCIPLE 5 - DEVELOPING THE COMMITTEE'S CAPACITY & CAPABILITY

7.1 The key 'good governance' elements under this principle are:

- making sure that Committee Members and the Management Team have the skills, knowledge and experience they need to perform effectively;
- developing the capability of people with governance responsibilities, and evaluating their performance;
- striking a balance in the Management Committee membership between continuity and renewal.

7.2 We will seek to comply with this principle through:

- agreeing the overall range of skills, knowledge and experience needed by the Management Committee to achieve high standards of governance;
- on an annual basis, appraising the skills etc. of current Committee Members, identifying any gaps with regard to governance issues and agreeing a strategy to fill these through new appointments and/or training existing Committee Members;
- where necessary, co-opting individuals with specific skills etc. onto the Management Committee;
- providing a comprehensive induction programme for new Committee Members, tailored to individual needs, aiming to ensure as clear an understanding as possible of their governance responsibilities;
- as part of our organisational training and development strategy, providing ongoing training opportunities for Committee Members and the Management Team to maintain and develop their skills etc. in governance issues;
- at least every three years, undertaking a review including:
 - how effectively the Management Committee and individual Members are performing their governance roles and responsibilities;
 - the working relationships between the Management Committee and the Management Team, in particular in relation to standards of communication and reporting;
 - how effectively we are attracting and retaining the balance of Committee Members required;
- ensuring that any changes agreed following each performance review are implemented;
- seeking to balance the need to retain experienced Committee Members with the need to appoint new Members with relevant skills etc.;
- having a strategy for attracting new Committee Members with the necessary skills etc. to replace those who resign or retire, and for identifying and training potential future Office Bearers;
- ensuring that the Management Team have the skills, experience and knowledge to fulfil their roles and responsibilities, and that they access training opportunities to develop their skills etc.

8. PRINCIPLE 6 - WORKING WITH STAKEHOLDERS AND BEING ACCOUNTABLE

8.1 The key 'good governance' elements under this principle are:

- being clear who Prospect is accountable to, and what accountability means;
- taking an active, planned approach to being accountable to our tenants;
- taking an active, planned approach to being responsible towards staff;
- working with other stakeholders, for example funders, regulators, statutory authorities and partner organisations.

8.2 We will seek to comply with this principle through:

- ensuring that the Management Committee and Management Team are clear about what being accountable means, and to whom we are accountable in each area of our activities;
- implementing a comprehensive Tenant Participation policy in accordance with current regulations, which is appropriate to our circumstances and which maximises the opportunity for tenants to comment on, and participate in appropriate decision-making processes regarding, matters affecting them, to comply with the Scottish Social Housing Charter;
- enabling tenants to participate in formal decision-making through becoming Committee Members;
- ensuring that we carry out regular formal and informal tenant surveys to obtain feedback about the range and standard of our services;
- providing tenants with relevant information about our current activities, performance and future plans;
- ensuring that we meet all our legal and contractual obligations in the provision of information to members, funders and other stakeholders;
- publishing information about our activities, e.g. through newsletters or our website, for access by the general public;
- responding positively and promptly to requests for information about our activities, subject to the requirements of confidentiality and data protection;
- complying promptly with requests for information from regulatory authorities and our funders;
- being open and co-operative with our regulators and funders, advising them promptly of any matters that may affect our ability to fulfil our obligations;
- involving and consulting with our staff when making decisions that will affect them, and promoting a positive organisational and communication culture that encourages staff to contribute to such decisions where appropriate;
- implementing a 'whistleblowing' policy that complies with current regulations and good practice, enabling both Committee Members and staff to raise concerns about any of our activities.

9. CONCLUSION

9.1 This Code is supported by the following documents:

- Code of Conduct for Management Committee Members
- Chairperson - Role and Responsibilities (Appendix 2)
- Vice Chairperson - Role and Responsibilities (Appendix 3)
- Secretary - Role and Responsibilities (Appendix 4)
- Treasurer - Role & Responsibilities (Appendix 5)
- Working Group Chairperson - Role and Responsibilities (Appendix 6)
- Management Committee Member - Role Description (Appendix 7)
- Staff Code of Conduct

9.2 The Management Committee will review this Code of Governance and the documents that support it at least every three years.

Reviewed by the Management Committee on 28 June 2023

Next review due by: June 2026

PROSPECT COMMUNITY HOUSING ASSOCIATION

CODE OF GOVERNANCE FOR MANAGEMENT COMMITTEE MEMBERS

COMMITTEE MEMBER DECLARATION

As a Committee Member of Prospect Community Housing, I acknowledge and accept Prospect's Code of Governance.

I will seek to uphold and apply the principles described in this Code, both when participating in meetings of the Management Committee or of any Working Group I may be appointed to, and in any other activity I am involved in as a Committee Member on behalf of Prospect.

I will support the decisions and action required to achieve the standards described in this Code.

Signed _____

Date _____

Name _____
(please print)

CHAIRPERSON – ROLE & RESPONSIBILITIES

INTRODUCTION

Prospect's Chairperson has a particular role and responsibilities, both with regard to the functioning of the Management Committee and in acting on behalf of Prospect.

The Chairperson is elected by the Management Committee at their first meeting following each annual general meeting. To be elected as Chairperson a Committee Member must:

- have been a member of the Management Committee for at least two years;
- be nominated and seconded by two other elected Committee Members;
- indicate their willingness to stand for election.

The Chairperson may be re-appointed for a maximum of five years in succession, following which he or she may not be considered for the position until a further year has passed. They may however be considered for any of the other Office Bearer's positions.

RESPONSIBILITIES

The Chairperson should have:

- a) a good knowledge and understanding of Prospect's organisation, Rules and of how it operates;
- b) a sound understanding of Housing Association finances;
- c) previous experience of chairing meetings;
- d) the ability and willingness to assume a public role, including representing Prospect at a wide variety of events and meetings.

The primary responsibilities of the Chairperson are to:

- a) provide leadership to the Management Committee, including maintaining a positive working relationship with the Director;
- b) ensure the efficient and proper conduct of the business of the Management Committee;
- c) be available for regular meetings with the Director, and for signing cheques and documents, when required;
- d) act on the Committee's behalf when required, under delegated authority.

These responsibilities are considered in greater detail below.

a) Providing leadership to the Management Committee

The Chair will fulfil this responsibility by:

- representing Prospect to other organisations, authorities and agencies when required and presenting constructive views on Prospect's behalf;
- regularly reviewing the composition, skills and effectiveness of the Management Committee and recommending action to fill any gaps in skills and/or improve effectiveness;

- in conjunction with the Director, regularly reviewing Prospect's Committee structure to ensure that this maximises the effective use of Committee Members' and senior staff time, continues to reflect the organisation's priorities and business needs, and recommending changes to the structure when required;
- ensuring, in conjunction with the Director, that new Committee Members receive all the information and induction training they need, according to their individual backgrounds and experience;
- ensuring, in conjunction with the Director, that there is an ongoing training and development programme that meets the needs of current Committee Members;
- ensuring that the Management Committee receives appropriate professional advice when required;
- ensuring that when a vacancy occurs, the post of Director is filled with the minimum of delay and in accordance with current employment legislation, good practice and Prospect's recruitment policy;
- ensuring that, in conjunction with appropriate Committee Members, the annual appraisal of the Director is carried out;
- seeking to achieve a positive working relationship with the Director, providing ongoing support and guidance to the Director as required, and, where necessary, initiating any action under our Disciplinary Policy with regard to the Director;
- carrying out annual Committee appraisals.

b) Ensuring the efficient and proper conduct of the Management Committee's business

The Chairperson will fulfil this responsibility by:

- chairing all annual and special general meetings of Prospect, in accordance with our Rules;
- where elections to the Management Committee are held at an AGM, ensuring that these are carried out in accordance with our Rules;
- ensuring that, in conjunction with the Director, that agendas, Committee papers and reports are issued on time, and that they clearly state when matters require decisions, or are for information only;
- chairing all meetings of the Management Committee, in accordance with our Standing Orders;
- ensuring that all Committee Members present have the opportunity to state their views on important matters requiring a decision, and that sufficient time is allowed for discussion on important matters;
- deciding on any points of order arising at Committee meetings;
- keeping general order at Committee meetings and ensuring that everyone present is given a fair hearing;
- deciding on all matters of order and relevancy and, at his/her discretion, altering the order of business at any stage of the meeting;
- deciding at the start of each meeting whether or not to allow additional items to be added to the agenda;
- ensuring that Committee Members present have been given the opportunity to 'declare an interest' in any items on the agenda and determining the appropriate action to be taken in each case, including asking the Member concerned to leave the room for that item;
- taking the appropriate action regarding any actual or potential breach of the Committee Members' Code of Conduct occurring at a meeting;

- exercising a second and deciding vote in the event of a tie in any vote by the Committee.

c) Acting under delegated authority on behalf of the Management Committee

The Chairperson will have delegated authority to act on behalf of the Committee as follows:

- through regular contact with the Director, ensuring that Prospect's business is conducted efficiently and accountably between Committee meetings;
- signing cheques or documents as required by statutory regulations, or under our Financial Regulations and specific policies;
- initiating any investigation required under the Committee Members' Code of Conduct;
- chairing panels hearing appeals by members of staff against disciplinary action or decisions made under the grievance procedures (unless prevented from doing so due to previous involvement in the matter);
- in conjunction with the Director and other Committee Members as required, taking decisions in the event of emergency situations that occur outwith the regular cycle of Committee meetings, and reporting on such decisions to the Management Committee for ratification at the next meeting;
- representing Prospect at meetings of other organisations, agencies etc. as required and ensuring that Prospect's interests are promoted at every opportunity.

GENERAL

In exercising his or her responsibilities, the Chairperson may seek the advice and support of the Vice Chairperson or other Office Bearers, and may be guided by the advice of the Director. However the Chair will remain solely responsible for the decisions that lie within the responsibilities of the post, and his/her decisions in these matters will be final.

The Chairperson will be offered appropriate training to help develop their skills with regard to the responsibilities of the post.

VICE CHAIRPERSON – ROLE & RESPONSIBILITIES

INTRODUCTION

Prospect's Vice Chairperson is elected by the Management Committee at their first meeting following each annual general meeting of Prospect. To be elected as Vice Chairperson a Committee Member must:

- have been a Committee Member for at least one year;
- be nominated and seconded by two other elected Committee Members;
- indicate their willingness to stand for election.

RESPONSIBILITIES

The Vice Chairperson should have:

- a) a sound knowledge and understanding of Prospect's organisation, Rules and of how it operates;
- b) a good understanding of Housing Association finances;
- c) some experience of chairing meetings, or be willing to undertake any training required.

The primary responsibilities of the Vice Chairperson are to:

- a) be able and willing to take over the Chairperson's duties (sometimes with short notice), both in chairing meetings and in public events;
- b) be available for signing documents, when required;
- c) act on the Committee's behalf when required, under delegated authority;
- d) assist with Committee appraisals.

For further details of the responsibilities, see the Roles and Responsibilities of the Chairperson.

The Vice Chairperson will be offered appropriate training to help develop their skills with regard to the responsibilities of the post.

SECRETARY - ROLE & RESPONSIBILITIES

INTRODUCTION

Prospect's Secretary is elected by the Management Committee at their first meeting following each annual general meeting of Prospect. To be elected as Secretary a Committee Member must:

- have been a Committee Member for at least one year;
- be nominated and seconded by two other elected Committee Members;
- indicate their willingness to stand for election.

RESPONSIBILITIES

The Secretary should have:

- a) a sound knowledge and understanding of Prospect's organisation, Rules and of how it operates;
- b) some experience of chairing meetings, or be willing to undertake any training required.

The Secretary's duties and responsibilities are specified in Prospect's Rules.

In summary, these are to:

- a) ensure that all annual and special general meetings of Prospect, and all meetings of the Management Committee are called with the required notice;
- b) ensure that the required reports and papers are issued to Prospect Members or to Committee Members prior to each meeting, with the required notice;
- c) ensure that minutes of each meeting are taken and subsequently approved;
- d) prepare and submit all annual returns required by statutory authorities;
- e) keep the Register of Prospect Members and any other registers required by the Rules or determined by the Management Committee;
- f) be available for signing documents, when required;

For further details, see Prospect's Rules.

The Secretary will be offered appropriate training to help develop their skills with regard to the responsibilities of the post.

TREASURER - ROLE & RESPONSIBILITIES

INTRODUCTION

Prospect's Treasurer is elected by the Management Committee at their first meeting following each annual general meeting of Prospect. To be elected as Treasurer a Committee Member must:

- have been a Committee Member for at least one year;
- be nominated and seconded by two other elected Committee Members;
- indicate their willingness to stand for election.

RESPONSIBILITIES

The Treasurer should:

- a) have a sound knowledge and understanding of Prospect's organisation, Rules and of how it operates;
- b) have a sound understanding of Housing Association finances, an interest in general finance issues and/or be willing to undergo training if required;
- c) be available for signing cheques or other documents when required;
- d) have some experience of chairing meetings, or be willing to undertake any training required;

The Treasurer will be offered appropriate training to help develop their skills with regard to the responsibilities of the post.

WORKING GROUP CHAIRPERSON – ROLE & RESPONSIBILITIES

INTRODUCTION

A Working Group Chairperson will be elected by the members of that Working Group at their first meeting following each annual general meeting. Working groups can be chaired either by a Committee or staff member.

RESPONSIBILITIES

A Working Group Chairperson should have:

- a) an adequate understanding of Prospect's organisation, Rules and of how it operates, with particular reference to the remit of their Working Group;
- b) an understanding of Housing Association finances;
- c) some experience of chairing meetings, or be willing to undertake any training required.

The primary responsibilities of the Working Group Chairperson are to:

- e) provide leadership to the Working Group, including maintaining a positive working relationship with the Director and/or with the Manager(s) whose responsibilities are covered by the Working Group's remit;
- f) ensure the efficient and proper conduct of the Working Group's business;
- g) be available for signing documents, if required;
- h) act on the Working Group's behalf when required, under delegated authority.

The Working Group Chairperson will fulfil these responsibilities by:

- seeking to achieve a positive working relationship with the Director and/or with the relevant Manager(s);
- ensuring that Working Group members receive any induction, training and information they may need to enable them to fulfil their roles, according to their individual backgrounds and experience;
- ensuring that the Working Group receives any external professional advice, when required;
- ensuring that, in conjunction with the Director or relevant Manager(s), that agendas, Working Group papers and reports are issued on time, and that they clearly state when matters require decisions, or are for information only;
- chairing and keeping general order at all meetings of the Working Group, in accordance with our Standing Orders;
- ensuring that all Working Group Members present have the opportunity to state their views on important matters requiring a decision, and that sufficient time is allowed for discussion on important matters;
- deciding on all matters of order and relevancy and, at his/her discretion, altering the order of business at any stage of the meeting;

- deciding at the start of each meeting whether or not to allow additional items to be added to the agenda;
- ensuring that Working Group Members present have been given the opportunity to 'declare an interest' in any items on the agenda and determining the appropriate action to be taken in each case, including asking the Member concerned to leave the room for that item;
- reporting to the Chairperson of the Management Committee any actual or potential breach of the Committee Members' Code of Conduct occurring at a meeting;
- exercising a second and deciding vote in the event of a tie in any vote by the Working Group;
- liaising as required with the Director and/or relevant Manager(s) between Working Group meetings, on matters covered by the Working Group's remit;
- signing cheques or documents as required by statutory regulations, or under our Financial Regulations and specific policies;
- in conjunction with the Director, relevant Manager(s) and other Working Group members as required, taking decisions on matters covered by the Working Group's remit in the event of emergency situations that occur outwith the regular cycle of Working Group meetings, and reporting on such decisions to the Working Group or Management Committee for ratification at the next meeting;
- representing Prospect at meetings of other organisations, agencies etc. as required and ensuring that Prospect's interests are promoted at every opportunity.

GENERAL

In exercising his or her responsibilities, the Working Group Chairperson may seek the advice of the Director and relevant Manager(s). However the Chairperson will remain solely responsible for the decisions that lie within the responsibilities of the post, and the Chair's decisions in these matters will be final.

The Chairperson will be offered appropriate training to help develop their skills with regard to the responsibilities of the post.

MANAGEMENT COMMITTEE MEMBER - ROLE DESCRIPTION

1.0 INTRODUCTION

- 1.1 As a member of the Management Committee of Prospect Community Housing you, along with the other Committee Members, are ultimately responsible for the work we carry out.
- 1.2 This document describes the main aspects of your role and responsibilities. It is consistent with the principle set out in the guidance published by the Scottish Housing Regulator, that 'good governance means performing effectively in clearly defined functions and roles', and with the associated regulatory requirements.
- 1.3 It is also consistent with the Guidance for Scottish Charity Trustees entitled 'Acting with Care and Diligence' issued by the Office of the Scottish Charity Regulator (OSCR), which sets out the formal responsibilities of trustees in ensuring that a housing association acts in line with its charitable objectives.
- 1.4 In the remainder of this document we describe the primary responsibilities of the Management Committee, the role of a Committee Member and what this may involve in practice.
- 1.5 This document should be read in conjunction with the Codes of Governance and of Conduct for Management Committee Members, both of which provide additional information about your role and responsibilities.

2.0 MANAGEMENT COMMITTEE - RESPONSIBILITIES

- 2.1 The primary responsibilities of the Management Committee are to:
 - a) provide leadership to Prospect and determine our strategy;
 - b) exercise overall control over our activities and ensure we comply with all requirements.

These responsibilities are considered in greater detail in the following sections.

Leadership and strategy

- 2.2 The Committee's key responsibilities under this heading are to:
 - determine Prospect's central purpose, values and culture, ensure that these are consistent with our Rules (constitution) and that they are published widely within and outwith the organisation;
 - determine and keep under review Prospect's strategic direction and our business objectives;
 - develop and maintain an understanding of the environment within which Prospect operates, and take this into account when deciding our strategy and objectives;
 - establish a framework for the development, approval and review of plans and policies to achieve our business objectives;
 - ensure that we have the resources required to meet our objectives;
 - identify and manage the risks associated with our strategy;

- decide on and keep under review any partnerships or alliances with other organisations to achieve our objectives;
- build up strategic links with external bodies in support of our strategy and objectives;
- foster positive relationships with senior staff, supporting and enabling them to carry out their strategic and leadership duties.

Control and compliance

2.3 The Committee's key responsibilities under this heading are to:

- establish and oversee a framework for delegation to Office Bearers, Working Groups and senior staff;
- establish and regularly review systems of internal and external control, including Standing Orders, external audit, internal audit, financial control and performance reporting;
- establish and oversee a framework for the identification and management of risk, to protect Prospect and its assets;
- ensure Prospect remains financially solvent, approve the annual budget and any revisions, and approve the annual accounts prior to publication;
- monitor Prospect's performance against plans, budgets, controls and targets, taking into account the results of customer surveys and the performance of comparable Associations;
- establish and oversee a framework for the employment of staff;
- appoint, support, appraise and (if necessary) dismiss the Director and Managers;
- ensure that Prospect meets all its statutory obligations and acts in accordance with its Rules, the requirements of the various regulatory authorities and accepted good practice standards, in every area of its activities;
- regularly assess the effectiveness of the Management Committee.

3.0 COMMITTEE MEMBER - ROLE

3.1 As a Committee Member, we expect that you will:

- share and accept collective responsibility for the decisions that have been properly made by the Management Committee, as you are equally responsible in law for all decisions made;
- contribute constructively to the work of the Committee;
- act only in the interests of Prospect, tenants and staff, and not on behalf of any other organisation or interest group, even if you have been appointed or nominated by another organisation etc.
- comply with the Code of Conduct for Committee Members, a copy of which has been given to you and which describes in greater detail your individual role and responsibilities.

3.2 We also expect that you will be willing to commit the necessary time to prepare for and attend the meetings and events listed below, as required, depending on whether you are appointed to a Working Group:

- Management Committee: up to ten meetings per annum, plus reading and preparation before each meeting.

- Committee Strategy Day: at least one 'Away Day' per annum
- Ad hoc Working Groups: up to three meetings of each group per annum, plus reading and preparation before each meeting.
- Attendance at relevant training events or conferences.

3.3 If you are appointed as an Office Bearer you will have additional responsibilities that may require additional time.

PROSPECT EQUALITY IMPACT ASSESSMENT RECORD

Title of policy/ practice/ strategy	Committee Members Code of Governance	
Department	Corporate	
Who is involved in the EQIA?	Management Team/Brendan Fowler	
Type of policy/ practice/ strategy	New <input type="checkbox"/>	Existing <input checked="" type="checkbox"/>
Date completed	6/6/23	

Stage 1: Screening Record

What is the main purpose of the policy?

The policy sets out the governance standards and how we seek to achieve them.

Who will the policy benefit and how?

The policy will benefit Committee members, staff, tenants, service users and other partner agencies by providing clear governance arrangements.

For each equality group, does or could the policy have a negative impact?

Protected characteristic	Negative	Positive/no impact	Don't know
Age	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Disability	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Gender reassignment	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Marriage & civil partnership	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Pregnancy & maternity	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Race	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Religion or belief (including no belief)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Sex	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Sexual orientation	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

If you answered negative or don't know to the above question you should consider doing a full EQIA.

Are there any potential barriers to implementing the policy?

There are no identified barriers.

	Yes	No
Is a full EQIA required?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

If you answered no to the above question explain why a full EQIA is not required:

No impact on equalities identified:	<input type="checkbox"/>
Other: The policy sets out the governance standards we aim to achieve. This should have a positive impact on all protective characteristics and areas of potential discrimination.	