

Role Description for Governing Body Members

Purpose of document

This document provides a statement of the responsibilities of the Governing Body collectively and of its individual members. It is intended to act as a reference for all those involved in the governance of Key, including new and established Governing Body members (GBMs), whether elected or co-opted, and senior members of staff. It should be read in conjunction with Key's Rules and Standing Orders.

The statement 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 the relevant guidance published by the Office of the Scottish Charity Regulator (OSCR).

Key encourages people who are interested in the Association's work to consider seeking election as a GBM and is committed to ensuring broad representation from the communities that it serves. GBMs 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 governing body is able to fulfil its purpose.

The term 'Governing Body' is used to describe the group which is defined in the constitution as the Governing Body of Key and can be taken to include the terms 'Board', 'Management Committee' and 'Committee'. Similarly, the term 'Governing Body member' covers any member of the Governing Body, whatever name is used in practice. The term 'Chief Executive' is used to refer to the chief officer of Key.

Section 1: Introduction

The Governing Body is ultimately responsible for the work of Key. For the Governing Body to be effective, it is essential that the role and responsibilities of the Governing Body are understood and observed (section 2).

Being a member of a Governing Body carries important responsibilities; individuals require to understand and accept these responsibilities (Section 3). Being a member of the Governing Body involves making a time commitment and being willing to learn (Section 4). In return for that commitment, Key has a responsibility to support Governing Body members to enable them to carry out their role effectively (Section 5).

Section 2: What the Governing Body is responsible for

The function of the Governing Body as a whole is two-fold:

- ♦ to provide leadership to Key and determine its strategy, and
- ♦ to control Key's affairs and ensure compliance.

The operational management of Key is delegated to Key's staff, within a framework of controls established by the Governing Body. In practice this distinction involves a strong element of partnership between the Governing Body and staff, and demands mutual respect, trust and support.

In relation to its **strategic and leadership** function, the core responsibilities of the Governing Body are to:

- Determine Key's central purpose, its values and its culture, and ensure that they are consistent with Key's constitution.
- Determine and keep under review Key's strategic direction and its business objectives.
- Develop and maintain an understanding of the operating environment and take this into account in assessing strategy.
- Disseminate and ensure compliance with the values of Key.
- Establish a framework for the development, approval and review of policies and plans to achieve Key's business objectives.
- Ensure that Key is adequately resourced to meet its business objectives.
- Identify and manage the risks associated with the Key's strategy.
- Decide on and keep under review formal partnerships and alliances with other organisations.
- Build up strategic links with external bodies and foster relationships with senior staff to enable them to discharge their strategic and leadership duties.

In relation to its **control and compliance** function, the core responsibilities of the Governing Body are to:

- Establish and oversee a framework for delegation to office bearers, to sub-committees and to 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, in order to protect Key and its assets.
- Ensure the solvency of Key, approve the annual budget, and approve the annual accounts prior to publication.
- Monitor and assess Key's performance against plans, budgets, controls and targets.
- Establish and oversee a framework for the employment of staff.
- Appoint, support and (if necessary) dismiss the Chief Executive and determine his/her remuneration.
- To be assured that Key meets all its statutory obligations and acts in accordance with regulatory expectations and accepted good practice standards.
- Ensure that Key acts in accordance with its own constitution.
- Assess periodically the Governing Body's own effectiveness.
- Assess how well the Governing Body members follow its Code of Conduct.

In both sets of responsibilities, the Governing Body is informed, advised and supported by the staff group.

The core responsibilities are central to the Board's role and cannot be delegated.

Section 3: What Key expects of individual Governing Body members

Each individual member is expected to comply with the Code of Conduct for Governing Body Members.

In summary, every individual member is expected to:

1. Uphold the values, objectives and policies of Key.
2. Contribute to and accept responsibility for the Governing Body's decisions.
3. Uphold and promote the principles of equality and diversity in the governance of Key.
4. Treat all colleagues on the Governing Body with consideration, and foster mutual respect and trust.
5. Prepare for meetings and attend regularly and punctually.
6. Attend relevant training sessions and events.
7. Attend and participate in reviews of the performance and effectiveness of the Governing Body.
8. Represent Key positively and appropriately.
9. Be aware of the restrictions on payments and benefits and follow Key's policy on managing these restrictions.
10. Not accept any offers of gifts and hospitality which could be seen as a way of exercising an improper influence over decision making.
11. Declare any personal or other interests which could potentially conflict with those of Key.
12. Not engage in any activity which could be detrimental to the interests of Key.
13. Respect confidentiality of information where appropriate.
14. Keep his or her own learning and knowledge of their local and national operating environment, and the impact that this has on Key, as up to date as possible in order to make well informed decisions.
15. Adhere to the principles and the expectations set out in the SHR's Regulatory Standards of Governance and other regulatory codes that apply to Key.

Our Rules contain specific requirements that all GBMs should be aware of, including:

- The GB must have at least seven members
- The quorum for a meeting of the GB is four members, who must be elected or have filled a casual vacancy
- The quorum for a sub-committee meeting is three members, who must be elected or have filled a casual vacancy
- Co-opted members cannot make up more than one third of the GB; they do not contribute to a quorum being achieved and cannot be elected to an OB role
- The Secretary must present a report to the last GB meeting before the AGM confirming that all the requirements of Rules 62-67 have been met

- An experienced GBM (who has nine or more years' experience with the RSL) must have the agreement of the GB if they intend to seek re-election for a further term: the GB's agreement should be recorded in the relevant minute
- A GBM ceases to be a member of the GB if they miss four consecutive meetings without, first, having been granted leave of absence
- A GBM who has declared an interest in a matter to be discussed at a meeting must leave the meeting, before the matter is discussed, and cannot vote on the issue

Section 4: What being a Governing Body member involves

There are usually 7 meetings of the Governing Body (Board) each year and an annual meeting between the Board and National TAG. There are quarterly meetings of a range of sub-committees and review groups.

Members are expected to attend meetings of the Governing Body and at least one sub-committee or review group.

Members may also be appointed to the Office Bearers' Committee, which meets on an 'as required' basis.

In addition to these meetings, there may be strategy or assessment meetings for the Board (normally annual). Training sessions are attached to Board or review group meetings, whenever possible.

There is an annual calendar of meetings agreed each December for the forthcoming year.

Section 5: How Key supports Governing Body members

Key is committed to ensuring that the Governing Body and its members are able to exercise their roles and responsibilities. It recognises that members require support and assistance to carry out their responsibilities, and to make their role a rewarding and satisfying one.

In return for their commitment and time, Key provides its Governing Body members with:

- A welcome and introduction when they first join and ongoing support thereafter.
- Clear guidance, information and advice on their responsibilities and on the work of Key.
- Opportunities for induction activities to assist them to settle in.
- Papers which are clearly written and presented, and circulated in advance of meetings.
- The opportunity to put members' experience, skills and knowledge to constructive use.
- The opportunity to develop members' own knowledge and personal skills.
- The opportunity to work in a stimulating and mutually supportive environment.
- The chance to network with others with shared commitment and ideals.

All members of the Governing Body are volunteers and receive no payment for their contribution.

There are restrictions set out in legislation which prevent Governing Body members or their relatives benefiting personally from their involvement with Key. However, all expenses associated with the role of Governing Body member are fully met and promptly reimbursed. No Governing Body Member is expected to be out of pocket as a result of any work on behalf of Key.

In carrying out periodic reviews of its governance arrangements, Key examines the effectiveness of these support arrangements.

Section 6: Where to find out more

The following documents are relevant to your role as a Governing Body member, and form part of the Board Members' Handbook.

Code of Conduct for Board Members

This is based on the SFHA Model, and all Board members are required to sign the Code and abide by it.

Rules

These represent the constitution of Key. They can only be changed with the agreement of the shareholding membership, of the SHR and the Financial Conduct Authority.

Standing Orders

These are the procedures agreed by Key for the discharge of its business through the Governing Body, its sub-committees and the staff.

Regulatory Framework for Governance and Financial Management

The Regulatory Framework, published by the SHR, set out the regulatory standards which apply to the Governing Body as a whole and to individual Governing Body members.

Policy on Expenses to Governing Body members

This policy sets out the circumstances under which Governing Body members can claim or receive expenses, and the limits to those expenses.

Policy on Entitlements, Payments and Benefits to Governing Body members

This policy sets out how Key governs the payments and benefits which Governing Body members can receive.

Policy on Gifts and Hospitality

This document sets out how the Governing Body and its members should respond to offers of gifts and hospitality offered by third parties.

Finally, the Chief Executive, any member of the Management Team, or any current Governing Body Member, will be happy to provide any further information if required.