



Company Secretary
Grade: 4

Hanover Scotland Housing Association has an important strategic role within the housing sector in Scotland. We are proud to be a market leader and wish to build on this to provide a stronger integrated approach that addresses our customer needs: today and in the future. This will be achieved through adherence to our values, underpinned by our core competencies and the innovative use of technology to provide higher customer satisfaction.

We need to ensure that we have the right people in the right place to respond quickly to our customers and deliver a high quality, cost effective service that meets our strategic objectives. We are seeking people who have strong managerial and leadership skills to help us position the organisation at the forefront the sector.

Can you say yes to the following?

- Have you the ability to view and analyse our service through the eyes of our customers?
- Can you work well with our Board of Management to help them give off their best to deliver good governance?
- Can you keep us at the forefront of governance, legislation and regulation?
- Can you respond well to changes from our customers and from our operating environment?
- Can you help us find smarter ways of meeting our customer's needs?
- Do you have a critical eye to seek simple solutions?
- Can you also simplify complex information to help our customers, Management Board and staff easily understands this?
- Do you demonstrate strong people and emotional intelligence skills, which builds excellent working relationships based on honesty, compassion, trust and integrity?
- Are you people centred, enthusiastic and positive about change?
- Are you a high performing person who also works well, within high performing teams?
- Are you creative and innovative in finding sustainable solutions to problems?

We aim to be best in class. If you can answer yes to these questions ... then read on...



Job Title: Company Secretary

Location: Head Office, 95 McDonald Road, Edinburgh, EH7 4NS

Responsible to: Chief Executive

Key Job Purpose

You will be an integral member of the Chief Executive's department and Business Improvement team, contributing to the achievement of the Department's objectives through your proven skills and abilities.

You will undertake the formal duties of the Company Secretary for Hanover (Scotland) Housing Association Ltd ('the Association') ensuring that the Association complies and operates in accordance with legal and corporate governance requirements, including those imposed by statutory regulatory bodies, and the Association's Rules. You will maintain an overview of legal aspects of the Association's activities, advise or procure advice as required whilst also ensuring the efficient servicing of the Association's Board and other Committees. In addition, you will assist in the provision of advice and support on issues relating to new and existing owner-occupied housing, factoring services and from time to time, be involved in projects and help support the department in dealing with complex complaints.

You will be able to produce outcomes that enable Hanover to achieve its purpose of delivering 'Simple solutions for life: helping older people to feel safe and secure at home and to live fulfilling and independent lives.'

Take the action necessary to fulfil Hanover's six commitments:

1. we will provide well designed, well maintained, affordable, warm, modern housing;
2. we will find simple and practical solutions that make a real difference to the lives of our customers;
3. we will build positive and lasting relationships with our customers and stakeholders;
4. we will aim to exceed our customers' expectations and to provide high quality personalised services that enhance their quality of life;
5. we will be creative and will continually look for new ways of working which add value and develop our people; and
6. we will be passionate about housing and support, which are at the heart of an active, healthy and connected community.

Functional Responsibilities

1 Company Secretarial

The post holder will undertake the formal duties of the Company Secretary in accordance with the Rules of the Association and general duties of the Secretariat function in Hanover as follows.

- 1.1 Ensure that the Association complies with its statutory obligations (other than in matters falling specifically within the remit of a Director). Particular areas of responsibility include, the maintenance of the Association's formal registers and the preparation and timeous submission of returns to regulatory bodies such as the Scottish Housing Regulator (SHR), Office of the Scottish Charity Regulator (OSCR) and the Financial Conduct Authority (FCA).
- 1.2 Liaise with the SHR and other regulatory bodies (out with specifics relating to the remit of other Chief Officers unless there is a reason to support or assist).
- 1.3 Maintain relevant knowledge and updates on Scottish Government Guidance Notes and Regulatory publications and report on them to Chief Officers.
- 1.4 Co-ordinate the arrangements for inspection by the SHR.
- 1.5 Ensure along with Chief Officers, that the Association uses independent sources of assurance in order to support the Board as appropriate in its decision making.
- 1.6 Promote membership of the Association and receive, assess and process applications for membership whilst ensuring the proper conduct of members' business such as the AGM and periodically review the Association's membership policy.
- 1.7 Sign the annual accounts, formal contracts and other such documents as legally required.
- 1.8 Ensure the proper use of the seal of the Association.
- 1.9 Create, develop and keep under review Handbooks for both the Company Secretary and Board Members.

2 Governance

- 2.1 Responsible to the Chief Executive and the Board for maintaining an insightful overview of all Board and Committee activities.
- 2.2 Ensure that Board and Committee business and that of the Association as a whole is conducted within the Rules of the Association and in line with legal, regulatory and good practice requirements.

2.3 Provide independent challenge in the event of, or to prevent, a breach of governance or due process.

2.4 Advise and support Board members on their roles and responsibilities.

2.5 Assist the Chairperson and the Chief Executive in ensuring effective continuation of the Board in terms of succession planning, skills analysis, recruitment, performance appraisal, and leading (in liaison with the Director of Organisational Services) Board member inductions and continuing personal development.

2.6 Be responsible for, in liaison with the Director of Organisational Services, Board training programmes, seminars and development programmes.

2.7 Be responsible for arranging, co-ordinating and servicing meetings whilst managing the agendas, timing and quality of papers, supporting and developing board members, guiding staff and ensuring proper conduct of meetings.

2.8 Act as lead officer for the periodic review of Hanover's governance arrangements and structure, liaising with Board members accordingly and preparing and managing any governance review plans.

2.9 Regularly review key governance documents such as Standing Orders and the Scheme of Delegation to maintain probity and efficiency.

2.10 Develop the annual Board calendar including meetings, events and visits.

2.11 Ensure that senior staff have the governance knowledge required to fulfil their roles in order to serve the Board and to work with senior staff, in liaison with Hanover's Workforce Development Manager, regarding their personal development in this area.

3 Legal

3.1 Undertake overall management and co-ordination of the Association's legal work.

3.2 Hold budgetary responsibility for all expenditure on legal matters (the major part of the legal work is undertaken by external solicitors, particularly in areas where specialist

3.3 Regularly monitor this budget, taking corrective action; identifying and acting on significant patterns/trends and reporting any material issues to the Chief Executive and Director of Strategic Finance (if required)

3.4 Offer general legal advice and guidance (obtaining expert opinion where appropriate) in respect of legislation and regulation affecting industrial and provident societies, RSLs and charities including:

- Human Rights legislation;
- Disability Discrimination legislation;
- Freedom of Information legislation;

- General contract and commercial legislation;
- Land and housing legislation;
- Data Protection legislation; and
- To monitor and respond to anticipated legislative changes.

3.5 Co-ordinate the recruitment and selection of legal advisors for the Association.

3.6 Manage the Association's exposure to legal risk with particular reference to its contracting practices. Within the scope of the post, report to the Chief Executive any other significant risks and provide recommendations to eliminate, control and manage these.

3.7 Support our Procurement Manager to ensure tenders are managed in terms of the Association's policies.

3.8 Act as Data Protection Officer.

4 Services to Owner Occupiers and new/renewal of business proposals

4.1 Maintain a good working knowledge of legislation and regulation applicable to Factoring and different models of tenure e.g. Social Housing, Shared Ownership, and Shared Equity etc.

4.2 Offer advice and guidance in respect of the management of existing and any new (or renewal) proposals for different models of tenure including private retirement housing, other owner-occupied housing, e.g. shared equity etc.

4.3 Give advice and assistance to other departments on new business proposals on contracting and general legal framework (new or renewal), with particular attention to risk management and due diligence.

4.4 Ensure the proper management of shared equity trusts and that they are managed by any subsidiary which the Association may develop.

5 Performance Management

5.1 Work within a performance culture, which is underpinned by a strong, personal performance motive and a belief in continuous improvement.

5.2 Operate within a Strategic Business Unit (SBU).

5.3 Deliver and monitor business objectives through a personal management plan to meet key objectives and Key Performance Indicators (KPIs).

5.4 Provide analysis and action plans where improvements are required.

6 Business Analysis

6.1 Have good business acumen – essentially a good understanding of different dimensions of business issues.

6.2 Be able to provide good analysis and decisions by undertaking as appropriate, options appraisals etc.

7 Working with People

7.1 Lead and encourage engagement and consultation as appropriate with Hanover's stakeholders in line with the Association's values.

7.2 Develop strong professional and collaborative working relationships with others in Hanover and with peer organisations, regulators, suppliers and other third party organisations which positively supports the achievement of Hanover's key objectives

7.3 Provide training and support to staff for continuous improvement, helping them achieve key areas of their responsibilities, which can benefit from the skills and experience of the Company Secretary.

8 General

8.1 Evaluate and update:

- all policies, procedures, practice and ensure good practice relevant to this post and
- contribute, to the evaluation and review of other policies, procedures and good practice, to support the Board and Chief Officers.

8.2 Ensure that the Chief Executive's department operates in accordance with relevant legislation and regulation.

8.3 In respect of complaints:

- Provide general advice and assistance;
- Help manage complex complaints and
- Report on complaints performance to the Board.

8.4 Work with the departmental team to ensure that systems/ processes in the department are designed to deliver an effective and efficient customer centred service. Hanover will be better by design.

Use simple techniques/ LEAN¹ and the philosophy of 'first time fix', and other applications to improve the journey for customers and staff.

¹ LEAN - a management philosophy derived mostly from the Toyota Production System renowned for its focus on reduction of waste

8.5 Take personal responsibility for your own personal development and in consultation with the Chief Executive, ensure it is appropriate and adequate to help you discharge your responsibilities and grow in your job.

9 Health Safety and Wellbeing at Work and Environmental

9.1 Discharge all specific duties allocated to the post in the Health Safety & Wellbeing policy and as otherwise instructed.

10 Other Duties

10.1 Participate in Hanover's on call rota.

10.2 Provide support to the Chief Executive and, in the absence of the Chief Executive, to help co-ordinate the provision of the department's work and administrative support.

This job description is a broad description of the post at this stage of Hanover's reorganisation. It is not an exhaustive list of all possible duties and it is recognised that as the environment changes jobs will also change. The postholder will be required to carry out any other tasks to the same level that is necessary to fulfil the requirements of the role including deputising when required and undertaking other duties as may be required by the Chief Executive.

Person Specification

	Essential	Desirable
Experience	<p>Experience of servicing and supporting boards/committees.</p> <p>Suitable and relevant experience in a legal role or comparable environment (e.g. law firm, legal section of a company or local authority or equivalent).</p> <p>Experience in legal contracts.</p> <p>Working with multi-disciplinary teams on project-based work.</p> <p>Managing and completing projects to agreed targets and tight timescales.</p>	<p>Experience of carrying out company secretarial duties.</p> <p>Experience in conveyancing, employment, trusts, risk management and charities or equivalent.</p> <p>Interest in/ knowledge of some or all of the following: social affairs, older people, housing sector, voluntary sector work.</p>
Education, Qualifications and Training	<p>Legal or equivalent qualification</p>	<p>Company secretarial or business administration related qualification conferring full corporate membership of a relevant professional body such as Chartered Institute of Secretaries and Administrators or willingness to work towards the qualification.</p>
Skills/Knowledge	<p>Excellent written and verbal communication skills including presentation skills to be able to liaise to with internal and external stakeholders.</p> <p>Effective communicator at all levels.</p> <p>Good interpersonal skills.</p> <p>Strong report writing skills to be able to produce concise, focused business reports.</p>	<p>Financial Management abilities including financial and budget data.</p>

	<p>Ability to work on own initiative/without supervision.</p> <p>Ability to manage conflicting demands, prioritise and meet tight deadlines.</p> <p>Ability to work with and contribute to team effort.</p> <p>Consistently ensure that a high standard of work is always applied including a critical eye and understanding the importance of attention to detail.</p> <p>Strong ICT skills using a range of ICT technologies (including the use of Microsoft office).</p> <p>Experience of using, interpreting and analysing data, including legal, regulatory and contractual documentation relevant to the role.</p> <p>Ability to provide independent challenge in the event of a breach of governance or due process.</p> <p>Evidence of Customer Service improvement skills.</p>	
<p>Personal Attributes</p> <p>Ethics based values</p>	<p>Take responsibility</p> <p>Assume corporate responsibility</p> <p>Have a keen regard for social responsibility</p> <p>Behave honestly at all times</p> <p>Have a concern for quality</p> <p>Strive for excellence</p> <p>Empathise with the customer along their journey</p> <p>Be professional at all times</p> <p>See continuous self-development as important</p> <p>Be a model of integrity</p> <p>Be emotionally intelligent</p> <p>Be expressive, creative and innovative</p> <p>Lead by example and become a role model</p> <p>Demonstrate courage in making decisions and challenging where appropriate</p> <p>Enable and empower others</p> <p>Adopt transparency in your approach</p>	

	<p>Challenge wrongdoing and enlist appropriate support</p> <p>Increase your knowledge of ethics at work</p> <p>Treat colleagues as you would like to be treated</p> <p>Demonstrate professionalism and mutual respect</p> <p>Exhibit patience and a courteous approach even when faced with challenges</p> <p>Support others to be their best</p> <p>Demonstrate willingness to change</p> <p>Avoid a blame culture and look for win-win solutions</p> <p>Value all members of the team as individuals</p> <p>Seek help and guidance if things are not going to plan</p>
Core Competencies	
Customer focus	Customer focus is the commitment to putting customers first and delivering a consistently high quality service.
Working effectively with others	Work co-operatively with colleagues, internal and external customers to deliver services and outcomes. Treat others with respect. Share ideas, knowledge, skills and resources.
Communicating Clearly	Effectively communicate appropriate information and knowledge appropriate to the customer needs.
Dealing with Change	Continue to work effectively despite changes to tasks, roles, customers and the environment. Be positive, adaptable and flexible to change and support others through the process.
Taking Personal and Corporate Responsibility	Demonstrate understanding of and commitment to the organisation and its vision and values. Take responsibility for own behaviour within Hanover's values.
Delivering Results	Deliver the required high quality services and results within the agreed timescale. Be creative and practical in developing new ways of working to achieve outcomes.
<p>These are key competencies, personal attributes and responsibilities used for recruitment to this post. Once in the role, the post holder will be assessed against all the competencies and performance standards used in the Employee Performance Review process.</p>	