

Board Composition, Skills and Recruitment Policy

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1. Background

- 1.1 The Rules of Clyde Valley Housing Association allow for a maximum of 15 board members (including co-optees) and the opportunity for observers.
- 1.2 Given the complex and diverse nature of the governance structure and business of the organisation, it is recognised to be prudent to consider how we will maintain a full Board in future should vacancies arise, and also to consider how to fill our current vacancies.
- 1.3 In addition, the Association is keen, in keeping with good standards of governance, to ensure that our Board members have the appropriate mix of skills, abilities and experience to manage the scope and scale of the Association's affairs. We review this in a number of ways:

What	When	Who
Board Appraisals	Annually	Chairperson
Chair Briefings	Monthly	Chief Executive
Board Skills Audit (part of appraisal)	Annually	CEO/Finance and Corporate Services Director
Board Training Plan	Annually	Finance and Corporate Services Director
Succession Plan	As per Policy	Chairperson/Chief Executive

- 1.4 The purpose of this Policy is to outline those skills identified and required for the Association's Board, the recruitment strategy and ongoing review of these areas, including succession of Office Bearers.

2. Composition and Skills of the Board

- 2.1 In keeping with our constitution it is important that we ensure the requisite balance of membership and that the composition and the abilities of the Board reflect the nature and scale of the work that we do.
- 2.2 This Policy will be reviewed annually in conjunction with the Board Skills Audit, to ensure that those skills required fully reflect the current and future strategy and actions agreed by the Board.
- 2.3 Following annual review of the Corporate Strategy and in order to achieve its ambitions, the current skills/professional areas required for members were agreed as:
- Financial Management
 - Housing and Estate Management
 - Housing Development and Construction
 - Risk Management
 - Legal and Regulation
 - Asset Management/Surveying
 - IT/Digital
 - Employment and People Management
 - Corporate Management

- 2.4 Skills relative to service user knowledge are key and it is expected that these will be provided independently by the Clyde Valley Customer Panel.
- 2.5 Due to the complex financial structure of the business, the Association should aim to ensure it has a minimum of 2 members with key financial management background/experience at all times.
- 2.6 In addition to skills and behaviour requirements, the Association will strive to ensure that its members appropriately reflect both the geographical areas and proportions of our stock, which are predominantly North and South Lanarkshire. Should there be an instance whereby we have multiple applications from experienced individuals then a deciding factor will include the area represented.

3. Filling Vacancies

- 3.1 Nominations for the Board must be on the Board Nomination Application Form which are included in the Board Recruitment Pack. Nominations must be signed by and include a statement from the member being nominated to show that they are eligible to join the Board in accordance with the Associations Rules, that they are willing to be elected, and also outline their intentions and experience in relation to joining the Board. Nominations must be delivered to the Association at least 21 days before the general meeting. To nominate someone for election to the Board, both parties require to be Share Members of the Association.
- 3.2 The supporting statement for nominees should be able to demonstrate:
 - (a) their interest in the community and where they live;
 - (b) their best interests in the community more generally;
 - (c) a willingness to learn and develop; and
 - (d) commitment to the vision, aims and objectives of the Association.
- 3.3 A Board Recruitment Panel, comprising Office Bearers and the Chief Executive will consider Application Forms and those who meet the minimum skills criteria will be invited to attend a Board meeting in an Observer capacity. Nominees will then be invited to an informal discussion with the Recruitment Panel and Chief Executive to determine their suitability and general fit with the organisation.
- 3.4 Suitable nominees will then be put forward for election at the AGM.
- 3.5 In terms of the recruitment process, vacancies will be advertised in targeted press and publications depending on the skills required, as well as alerting the appropriate professional bodies to the vacancy. Tenant vacancies will be advertised through Association newsletters and at sign-up and annual visits, through our website and general correspondence.
- 3.6 A copy of the outline of the role of a Board Member, including Person and Skills Specification is attached at Appendix 2.

4. Member Declaration

- 4.1 The member being nominated must declare that they wish to be nominated and that they qualify for nomination in accordance with the following rules:

- An employee of the Association, or a close relative of an employee, may not be a Board Member.
- You cannot become or remain or be re-elected as a Board Member if one of the following happens to you:
 - you are declared bankrupt under the Bankruptcy (Scotland) Act 1985.
 - you have made an arrangement with your creditors.
 - in the opinion of a qualified medical doctor, you are unable to go to Board Meetings for 12 months because of incapacity due to a physical or mental illness.
 - you are sent to prison for a month or more or have been convicted of a crime of dishonesty for which the rehabilitation period in terms of the Rehabilitation of Offenders Act 1974 has not expired or for which rehabilitation is excluded in terms of the said Act.
 - you are a party to any legal proceedings in any Court of Law by or against us.
 - you are or will be away for a period of 12 months and are thus unable to attend the Board Meetings.
 - you have been removed by Scottish Government from the Committee of another registered social landlord.
 - you have been removed from a charity under Section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 (in connection with the power of a Court to remove or suspend any person who is concerned in the management or control of a charity); or
 - a Disqualification Order has been made against you under the Company Directors' Disqualification Act 1986 (which relates to the power of a Court to prevent someone from being a director, liquidator or administrator of a company or a receiver or manager of company property or being involved in the promotion, formation or management of a company).

4.2 In addition, you will no longer be a Board Member if you:

- resign your position in writing; or
- leave the membership of the Association or have your membership withdrawn; or
- miss four Board meetings in a row without special leave of absence previously granted by the Board.
- Are excluded under any of 4.1 above.

4.3 No Board member may act as such until they have agreed to and signed a Code of Conduct for Board Members and Declaration of Interest Form, which are renewed annually.

5. Co-optees

5.1 Should vacancies arise throughout the year, then suitable co-optees will be sought for the required skill area.

6. Board Training

- 6.1 Clyde Valley Housing Association is fully committed to the development of all its employees and Board Members who are encouraged to undertake training which relates directly to their position and role within the Board in order to improve their knowledge and performance and the service provided by the Association.
- 6.2 There are a number of matters which will involve at least the need for some external professional advice and attendance of an external specialist to attend the Board, which could include treasury management matters or legal matters. It is considered that this advice will constitute 'on the job' training for Board Members.
- 6.3 In addition, Board members are encouraged to request individual training for areas that they wish to refresh or develop – either ad-hoc or through the formal skills audit as part of their annual appraisal with the Chief Executive. This can be delivered in a number of ways, by in house staff, by attendance at bespoke training, attendance at conferences or seminars. The nature of the training will determine which is most appropriate. In addition, annual refreshers will be provided for members on the responsibilities and liabilities of being a Charity Trustee.

7. Office Bearer Positions

- 7.1 The Association has been fortunate to have very experienced and committed Board Members as well as very diligent and professional office bearers, who are elected as per our Succession Plan.
- 7.2 It is recognised that it is essential that the Association has a Chairperson that has the necessary strength and depth of skills and character to lead the organisation and who can be a real Ambassador in their role.
- 7.3 The Association Rules (59.10) state that *“The Chairperson can be re-elected but not hold office continuously for more than 5 years”*. The Succession Plan outlines how it will prepare for the succession of its Chairperson, and the future development of its Vice Chairperson(s) leading up to the end of respective terms of office.

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Board Recruitment Supporting Statement

This form should be completed if you would like to nominate yourself to stand for election to either the CVHA Board or CVPS Board of Directors.

1. Contact Details

Name	
Address	
Contact Number	
E-Mail	

2. Which Board Do You Wish to Nominate Yourself

Clyde Valley Housing Association Parent Board	
Clyde Valley Property Services Subsidiary Board of Directors	

3. Supporting Statement

This statement should outline your intentions and experience in relation to joining the Board.

Your interest in the community and where you live.
Your best interests in the community more generally.

A willingness to learn and develop.
Commitment to the vision, aims and objectives of the Group.

I confirm that I am eligible to join the Board, in accordance with Rules, as set out overleaf.

Signed		Date	
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Once completed please return, along with cv to Lynn Wassell at Lynn.Wassell@cvha.org.uk or post to Clyde Valley Group, 50 Scott Street, Motherwell, ML1 1PN.

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Details of Person Nominating Individual

I, hereby nominate the person named below, for election to Clyde Valley Housing Association's Board of Management.

Person Nominated	
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Nominee

Name	
Address	
Contact Number	

Signed		Date	
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Board of Management Outline of Role

The function of the governing body as a whole is two-fold:

- ◆ To provide leadership to the housing association and determine its strategy, and
- ◆ To control the housing association's affairs and ensure compliance.

The operational management of the housing association is delegated to the housing association'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 the housing association's central purpose, its values and its culture, and ensure that they are consistent with the housing association's constitution.
- Determine and keep under review the housing association's strategic direction and its business objectives.
- Develop and maintain an understanding of the operating environment of the housing association, and take this into account in assessing the association's strategy.
- Disseminate and ensure compliance with the values of the housing association
- Establish a framework for the development, approval and review of policies and plans to achieve the housing association's business objectives.
- Ensure that the organisation is adequately resourced to meet its business objectives.
- Identify and manage the risks associated with the association'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 the housing association and its assets.
- Ensure the solvency of the housing association, approve the annual budget, and approve the annual accounts prior to publication
- Monitor and assess the housing association's performance against plans, budgets, controls and targets, taking into account customer feedback and the performance of comparable housing associations.
- Establish and oversee a framework for the employment of staff.

- Appoint, support, appraise and (if necessary) dismiss the Chief Executive, and determine his/her remuneration
- Ensure that the housing association meets all its statutory obligations and acts in accordance with regulatory expectations and accepted good practice standards.
- Ensure that the housing association 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.

**Board of Management
Person and Skills Specification**

The following is a list of the key requirements for the role of a Board Member. It should be noted that training, support and development will be provided for the post holder, where required.

Requirement	Essential	Desirable
An understanding of, a commitment to, and a passion for social housing, its purpose and its work.	✓	
Objectivity, fairness, independence of mind, integrity, wisdom, discretion and good judgment.	✓	
Strategic vision and the ability to focus on practical issues.	✓	
A commitment to act solely in the best interest of Clyde Valley Housing, and of the community it serves, without regard to personal interest or benefit.	✓	
Readiness to take and be accountable for decisions.	✓	
A lively awareness of how the world is changing politically, economically and socially.	✓	
The necessary time to be an effective Board Member.	✓	
A good team player.	✓	
Self-aware and self-managing.	✓	
No significant potential conflicts of interest.	✓	
Resident, community and neighbourhood involvement.		✓
Experience of leadership.		✓
Board and committee level decision making.		✓
Experience of organisations with stakeholders.		✓
Experience of social housing and community issues.		✓
A broad experience of good governance in business, and Charitable organisation.		✓
An understanding of the governance issues and duties and responsibilities facing the social housing sector.		✓

Key Knowledge and Skills

Requirement
Financial Management
Housing and Estate Management
Housing Development and Construction
Risk Management
Legal and Regulation
Asset Management/Surveying
IT/Digital
Employment and People Management
Service User Experience

Vacancies will be advertised based on skills required, therefore it will be essential that you can demonstrate your experience in that area.

Core Competencies

Requirement	Essential	Desirable
Ability to challenge positively	✓	
Analytical skills	✓	
Ability to work collaboratively to reach consensus	✓	
Communication skills	✓	
Ability to act as an ambassador for the organisation	✓	
Ability to be creative and logical	✓	
Ability to interpret information	✓	
Ability to maintain a customer focus	✓	