

## Board Recruitment and Succession Planning Policy

Policy Number – G11

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## Contents

1.	Background.....	2
2.	Composition and Skills of the Board.....	2
3.	Filling Board Member Vacancies.....	3
4.	Member Declaration.....	4
5.	Co-optees .....	5
6.	Board Training .....	5
7.	Office Bearer Positions .....	5
	Responsibilities of Chair.....	6
	Responsibilities of Chairperson of Audit Committee.....	6
8.	Succession Planning.....	7
9.	Board Member Succession Strategy.....	8
10.	Office Bearer Succession Strategy .....	8
11.	Expression of Interest in Office Bearing Positions .....	8
	Appendix 1 - Recruitment Supporting Statement .....	10
	Appendix 2 - Outline of Role .....	13
	Appendix 3 - Chairperson – Role Outline .....	19
	Policy Change History.....	32

## 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	<p>The Chairperson will carry out non office bearing Board member appraisals, with external support if required.</p> <p>The Chairperson's appraisal will be undertaken by the Chairperson of Audit Committee and one other Board Member, with external support as above.</p> <p>The Chairperson of Audit Committee's appraisal will be undertaken by the Chairperson and one other Board member who sits on the Audit Committee, with external support as above.</p>
Chair 1 to 1	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 Governance
- 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 Board Member Vacancies**

- 3.1. Nominations for membership of 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 have undischarged bankruptcy or trust deed
  - 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).
  - A conviction for offences under bribery legislation
  - A conviction under proceeds of crime legislation
  - A conviction for perverting the course of justice
  - A conviction of terrorism or association with proscribed terrorism group
  - Misconduct or negligence as a public official
  - Sexual offences subject to notification.

- 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 Chairperson. 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 (see 10 below).
- 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. At present the Association has two Board Member office bearer roles: the Chairperson and the Chairperson of the Audit Committee. The Association Rules state that "The Chairperson can be re-elected but must not hold office continuously for more than 5 years" and the Role Description for the Chairperson of Audit Committee states that: 'The [Audit Committee] Chairperson cannot serve a continuous term of more than six years, two terms of 3 years'.

- 7.4. The Succession Planning section at 10 below outlines how the Association will prepare for the succession of its Chairperson, and Chairperson of Audit Committee leading up to the end of respective terms of office.

### **Responsibilities of Chair**

- 7.5. The overall responsibilities of the Chairperson are to provide leadership to the governing body, and to ensure the efficient and proper conduct of the governing body's business, acting on occasions under delegated authority on behalf of the governing body.
- 7.6. The specific responsibilities of the Chairperson are as detailed below. In addition, an outline job description and person specification is detailed at Appendix Three, and is designed to highlight the nature of the job of Chairperson and the associated skills and attributes that are demanded of the post holder.
- 7.7. The Chairperson will be given detailed training where appropriate to help him/her develop his/her skills in relation to the responsibilities associated with the post. In addition, job shadowing will take place with the outgoing Chair to pass on any experience or skills, as well as to obtain an overview of the post.
- 7.8. In exercising his/her responsibilities, the Chairperson may seek the advice and support of other office bearers, and may be guided by the advice of the Chief Executive. However, the Chairperson remains solely responsible for the decisions which lie within the responsibilities of the post, and his/her decisions in these matters are final.
- 7.9. The relationship between the Chairperson and Chief Executive, as leaders of the governing body and of the staff group respectively, is vital to the effective governance of the housing association. The relationship must be based on good and regular communication, mutual trust and support and an understanding of the respective roles and responsibilities. As such the Chairperson has fortnightly briefing meetings with the Chief Executive to keep up to date with Association business. It is based on an agenda that is flexible and allows both the Chairperson and the Chief Executive Officer to develop a mutually beneficial dialogue in a spirit of confidence and trust as part of the on-going stewardship role of the two posts.

### **Responsibilities of Chairperson of Audit Committee**

- 7.10. The Chairperson of the Audit Committee is responsible for the leadership of the Committee and ensuring its effectiveness in all aspects of the Committee's role and to ensure that the Committee properly discharges its responsibilities as required by law, the Rules and the standing orders of the Association. The specific responsibilities of the Chairperson of Audit Committee are as detailed below. In addition, an outline job description and person specification is detailed at Appendix Three, and is designed to highlight the nature of the job of Chairperson of Audit Committee and the associated skills and attributes that are demanded of the post holder.
- 7.11. The Chairperson of the Audit Committee will be delegated such powers as are required to allow them to properly discharge the responsibilities of the office. Among the collective responsibilities of the Committee, on which the Chairperson will lead are:
- The Committee works effectively with the Executive Team
  - The Agenda for each meeting is set

- Meetings are conducted effectively
  - Minutes are approved and decisions and actions arising from meetings are implemented
  - All responsibilities set out in the Remit of Audit Committee which may be reviewed by CVHA Board from time to time,
- 7.12. The role of the Chairperson of Audit Committee will deputise, support and (where required) stand in for the Chairperson of CVHA.
- 7.13. The Chairperson of Audit Committee must act, and be seen to act, at all times on behalf of the Committee Members. The Chairperson's key responsibilities are:
- To lead the Audit Committee constructively, provide direction and manage meetings and decision making effectively.
  - To develop and maintain a constructive and positive working relationship with the Chair of CVHA and Chair of Clyde Valley Property Services, and Chief Executive and Executive Directors.
  - Report and make recommendations to CVHA Board in relation to Audit Committee activity.
  - To maintain a constructive and positive relationship with internal and external auditors and other independent advisors
  - To uphold CVHA's Code of Conduct and promote good governance.
  - In the event that the Chair of CVHA is unable to fulfil their responsibilities, the Chair of the Audit Committee will carry out these duties.

## **8. Succession Planning**

- 8.1. By succession planning we mean the preparation for the replacement of one postholder by another. Succession planning involves preparing the new postholder before the old one leaves, possibly with training or through work shadowing. Both office bearer positions are now remunerated and in order to attract and appoint members of appropriate calibre and experience it may be necessary to recruit directly to the posts rather than from within existing Board members.
- 8.2. Each individual member is expected to contribute constructively to the work of the governing body, though the role and their often professional/specialist background, which plays an integral role in the governance of the organisation. The role of Chairperson is primarily to act as an Ambassador for the Association and to ensure the maximum benefit and associated contribution is being achieved by the component parts of the governing body, its officers and advisers. The role of Chairperson of Audit Committee is primarily the leadership of the Committee and ensuring its effectiveness in all aspects of the Committee's role and to ensure that the Committee properly discharges its responsibilities as required by law, the Rules and the standing orders of the Association. The Chairperson of the Audit Committee will be delegated such powers as are required to allow them to properly discharge the responsibilities of the office.
- 8.3. While each office bearer has particular duties and responsibilities, each should always remember that he/she is acting on behalf of the Governing Body and not in isolation.
- 8.4. Office bearing roles are referred to in the association's rules, and office bearers must always act in accordance with the rules.



- 8.5. This statement is consistent with the principle set out in the SHR Regulatory Framework and Regulatory Standards.

## **9. Board Member Succession Strategy**

- 9.1. To allow the Association to plan ahead, it is the Associations strategy that on an annual basis following the assessment of skills, knowledge and experience of existing Board members, a decision will be taken by the Board on the need to recruit new members based on the outcomes of the annual Board appraisal. The Board appraisal process will establish any skills gaps and aspiration to an office bearing role. This will allow ongoing development of members and thus ensure there is potential for office bearers to be drawn from existing members.
- 9.2. Those members interested in an office bearing role will be offered training and development opportunities, although expressing an interest in an office bearing role does not guarantee that the Board member will be appointed to that role in the future. All Board member vacancies will be filled through an interview process as described at 3.1 to 3.5 above.

## **10. Office Bearer Succession Strategy**

- 10.1. To allow the Association to plan ahead, it is the Associations strategy that on an annual; basis following the assessment of skills, knowledge and experience of existing Board members, a decision will be taken by the Board on the need to recruit new office bearers based on the outcomes of the annual Board appraisal. The Board appraisal process will include an assessment of current office bearers and how well they are performing the role. Where office bearers are considered to be under performing in their role training and development will be offered for an agreed length of time. Where the office bearer continues to underperform a recruitment exercise to fill the position will be undertaken and the incumbent asked to stand down.
- 10.2. Where the Board decides that there is a need to recruit a Chairperson a decision will be made as to whether the recruitment approach should be internal only, or both internal and external.
- 10.3. 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. Candidates will then be invited to a formal interview with the Recruitment Panel and Chief Executive to determine their suitability and general fit with the organisation.
- 10.4. The most suitable nominee will then be put forward for election at the AGM.
- 10.5. 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.

## **11. Expression of Interest in Office Bearing Positions**

- 11.1. Expressions of interest for the role of Chairperson and Chairperson of Audit Committee will commence in the summer of the last approved term, leading up to the AGM.

Candidates will be asked to consider the role in detail and put themselves forward by using the Expression of Interest form at Appendix Three. A supporting statement should be included for the recruitment panel to consider in advance of potential interview.

## Appendix 1 - Recruitment Supporting Statement



### 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 Carron Garmory [carron.garmory@cvha.org.uk](mailto:carron.garmory@cvha.org.uk) or post to Clyde Valley Group, 50 Scott Street, Motherwell, ML1 1PN.

### 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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## Appendix 2 - Outline of Role



### Role Description for Board Members of Clyde Valley Housing Association

#### 1. Introduction

*“The Governing Body leads and directs the RSL to achieve good outcomes for its tenants and other service users.”* Regulatory Standards of Governance and Financial Management, Standard.

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a Board Member (BM) of Clyde Valley Housing Association (CVHA). It should be read in conjunction with the accompanying person specification and CVHA's Rules and Standing Orders.
- 1.2 CVHA is a Registered Social Landlord [and a Scottish Charity]. The role description 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 relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).
- 1.3 CVHA encourages people who are interested in the Association's work to consider seeking election as a BM and is committed to ensuring broad representation from the communities that it serves. BMs 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 Board Members are able to fulfil its purpose. We carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.
- 1.4 This role description applies to all members of the Board whether elected or co-opted, new or experienced. It is subject to periodic review.

#### 2. Primary Responsibilities

- 2.1 As a BM your primary responsibilities are, with the other members of the Board, to
  - Lead and direct CVHA's work
  - Promote and uphold CVHA's values
  - Set and monitor standards for service delivery and performance
  - Control CVHA's affairs and ensure compliance
- 2.2 Responsibility for the operational implementation of CVHA's strategies and policies is delegated to the Chief Executive.

### **3. Key Expectations**

- 3.1 CVHA has agreed a Code of Conduct for Board Members which every member is required to sign on an annual basis.
- 3.2 Each BM must accept and share collective responsibility for the decisions properly taken by the Board. Each BM is expected to contribute actively and constructively to the work of CVHA. All members are equally responsible in law for the decisions made.
- 3.3 Each member must always act only in the best interests of CVHA and its customers, and not on behalf of any interest group, constituency or other organisation. BMs cannot act in a personal capacity to benefit themselves or someone they know.

### **4. Main Tasks**

- To contribute to formulating and regularly reviewing CVHA's values, strategic aims and performance standards
- To monitor CVHA's performance
- To be informed about and ensure CVHA's plans take account of the views of tenants and other customers
- To ensure that CVHA operates within and is compliant with the relevant legal and regulatory frameworks
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that CVHA is adequately resourced to achieve its objectives and meet its obligations
- To oversee and ensure CVHA's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants
- To act, along with the other members of the Board, as the employer of CVHA's staff
- To ensure that CVHA is open and accountable to tenants, regulators, funders and partners

### **5. Duties**

- Act at all times in the best interests of CVHA
- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the Board and sub-committees
- Contribute effectively to discussions and decision making
- Take part in training and other learning opportunities

- Take part in an annual review of the effectiveness of CVHA's governance and of your individual contribution to CVHA's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent CVHA positively and effectively at all times, including [in local communities and] when attending meetings and other events
- Respect and maintain confidentiality of information
- Treat colleagues with respect and foster effective working relationships within the Board and between and staff
- Be aware of and comply with our policy on the restrictions on payments and benefits
- Register any relevant interests as soon as they arise and comply with CVHA's policy on managing conflicts of interest

## 6. Commitment

6.1 An estimate of the annual time commitment that is expected from BMs is:

Activity	Time
Attendance at up to 6 regular meetings of the Board Meetings	15
Reading and preparation for meetings of the Board	10
Attendance at up to 4 sub-committee meetings if part of committee	8
Reading and preparation for sub-committee meetings	8
Attendance at annual planning and strategy day (including individual appraisal meeting)	8
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	8
Attendance at internal briefing and training events	10
External Training and conference attendance (may include overnight stay or weekend)	16
Total	83

## 7. What CVHA Offers Board Members

7.1 All BMs are volunteers and receive no payment for their contribution. CVHA has policies which prevent you or someone close to you from benefiting personally from your involvement with CVHA, although these policies also seek to ensure that you are not unfairly disadvantaged by your involvement with CVHA. All out of pocket expenses associated with your role as a BM are fully met and promptly reimbursed.



7.2 In return for your commitment, CVHA offers:

- A welcome and introduction when you first join the Board;
- A mentor from the Board and a named staff contact for the first six months, with ongoing support;
- Clear guidance, information and advice on your responsibilities and on CVHA's work;
- Formal induction training to assist settling in;
- Papers which are clearly written and presented, and circulated in advance of meetings;
- The opportunity to put your experience, skills and knowledge to constructive use;
- The opportunity to develop your own knowledge, experience and personal skills;
- The chance to network with others with shared commitment and ideals.

## **8. Review**

8.1 This role description was approved by the Board on Monday 16 March 2020. It will form the basis of the annual review of the effectiveness of your contribution to our governance.

### 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 postholder, where required.

Requirement	Essential	Desirable
An understanding of, a commitment to, and a passion for social housing, its purpose and its work and our values.	✓	
Objectivity, fairness, independence of mind, integrity, wisdom, discretion and good judgment.	✓	
Commitment to equality and social justice.	✓	
Strategic vision and leadership to contribute to Corporate Strategy development.	✓	
A commitment to act solely in the best interest of the Clyde Valley Group, 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.		✓
Board and committee level decision making.		✓
Experience of organisations with stakeholders.		✓
Experience of social housing and community issues.		✓

Requirement	Essential	Desirable
A broad experience of good governance in business, and Charitable organisations.		✓
An understanding of the governance issues, regulation and duties and responsibilities facing the social housing sector.		✓

### 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	✓	

*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	✓	

### **Role Description for Chairperson of Clyde Valley Housing Association**

**Annual Remuneration £5,400 per annum plus expenses (this may be taxable and the Chairperson must take their own tax and pension advice)**

#### **1. Introduction**

- 1.1. This role description sets out the particular duties and responsibilities of the Chair of CVHA. The responsibilities described here are additional to those set out in the Governing Body Members' (GBM) role description. The role requirements comply with Regulatory requirements and CVHA's Rules and Standing Orders.
- 1.2. This role description will be used as the basis for performance assessment as part of the annual appraisal exercise and any review of Board Members' effectiveness. It will be used to appoint the Chair annually after each AGM as well as being used as a basis to recruit a Chairperson to CVHA Board.
- 1.3. In the event that the CVHA Chairperson is unable to fulfil their responsibilities e.g., Chair a meeting, the Chairperson of the Audit Committee will carry out the duties of the CVHA Chair.
- 1.4. As set out in the Standing Orders, the Chairperson of CVHA cannot serve as the Chairperson of any Committee.
- 1.5. The Chairperson is responsible for the leadership of the Governing Body and ensuring its effectiveness in all aspects of its role and to ensure that the Board properly discharges its responsibilities as required by law, the Rules and the Standing Orders of the Association. The Chairperson will be delegated such powers as are required to allow them to properly discharge the responsibilities of the office. The key collective responsibilities of the Governing Body, on which the Chairperson will lead are that:
  - The Board works effectively with the senior staff
  - The overview of business of the Association is maintained
  - The agenda for each meeting is set
  - Meetings are conducted effectively
  - Minutes are approved and decisions and actions arising from meetings are implemented
- 1.6. The Chairperson must be elected from Board Members (excluding co-optees) each year at the first Board meeting following the AGM and must be prepared to act as Chairperson until the date of the next AGM unless s/he resigns their post. Whilst the Chairperson of CVHA can be re-elected, they cannot serve a continuous term of more than five years. There is no expectation that the Chairperson must serve the full five-year maximum term.

- 1.7. In the spirit of CVHA's Rules, if an individual has served five years as Chairperson, they should not be subsequently re-elected as Chairperson at any point.
- 1.8. The Chairperson can be required to resign if they fail to fulfil the requirements of the role, and the Rules of the Association set out how this would need to be carried out.

## **2. Key Responsibilities**

- 2.1. The Chairperson must act, and be seen to act, at all times on behalf of the Board Members. The Chairperson's key responsibilities are:
- To lead the Board Members constructively, provide direction and manage meetings and decision making effectively.
  - To develop and maintain a constructive and positive working relationship with the Chairs of Audit Committee, Clyde Valley Property Services, the Chief Executive and Executive Directors.
  - To uphold CVHA's Code of Conduct and promote good governance.
  - To ensure that CVHA's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required.

## **3. Leadership and Direction**

- 3.1. The Chairperson must:
- Represent CVHA positively and effectively as an ambassador for Clyde Valley Group including at public and other events and with the media.
  - Represent Clyde Valley Group at meetings with Regulators and Funders as required.
  - Undertake relevant training and development and keep up to date with knowledge and understanding of issues and risks affecting the business and housing sector as a whole.
  - Set the style and tone of Board Meetings to ensure effective and participative decision making.
  - Promote and uphold the Code of Conduct for CVHA's and CVPS's Board Members.
  - Ensure that the necessary arrangements are in place to enable CVHA to honour its obligations, achieve its objectives and meet agreed targets.
  - Demonstrate and support the principles of good governance at all times.
  - Conduct Annual Appraisals for CVHA Governing Body Members and CVPS Chairperson.
  - Ensure that Board Members have the range of skills, knowledge and experience necessary for the achievement of CVHA's aims and objectives and for the fulfilment of the Governing Body Members' responsibilities. This includes review of succession plans and participation in Board Member recruitment.

- Ensure Governing Body Members have access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought.
- Provide support to new and experienced Governing Body Members by promoting access to relevant induction, training and development opportunities.

#### **4. Working with the Chief Executive**

##### **4.1 The Chairperson must:**

- Establish a constructive relationship with the Chief Executive and ensure that their respective roles of leading and managing are recognised and promoted effectively.
- Ensure that the conduct of CVHA's business continues effectively between Board Meetings and act under delegated or emergency authority when necessary.
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Chief Executive, in accordance with CVHA's agreed recruitment practices.
- Carry out, with at least one Board Member, the Chief Executive's annual appraisal and report to the Board.
- Ensure that appropriate arrangements are in place and implemented effectively for the support, personal development and remuneration of the Chief Executive.
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Chief Executive, in accordance with CVHA's agreed procedures.
- Support the Chief Executive in undertaking recruitment of Executive Directors as required.

#### **5. Promoting Good Governance**

##### **5.1. The Chairperson is required to:**

- Promote and demonstrate the highest standards of ethical conduct and integrity.
- Initiate any investigation under the terms of CVHA's Code of Conduct.
- Chair all general meetings of CVHA in accordance with the Rules.
- Chair all Board Meetings of CVHA, in accordance with the Rules and Standing Orders.
- Ensure that all Board Members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention.

- Prepare for and manage meetings effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically.
- Ensure that all delegated authorities are appropriate, monitored and reporting arrangements are implemented effectively.

## **6. Conduct of Clyde Valley Housing Association's Business**

### **6.1. The Chairperson is expected to:**

- Ensure that CVHA's business is efficiently and accountably conducted between Board Meetings.
- Sign bank transfers and documents requiring the Board or the Chairperson's authorisation, in accordance with CVHA's standing orders.
- Authorise submission of the Annual Assurance Statement for the Association and Annual Return on the Charter.
- Take decisions on behalf of the Association in the event of emergencies that occur outside the regular meeting cycle and report these back to the Board for ratification.
- Ensure that the skills, knowledge and support available to Board Members are kept under periodic review.

## **7. Indicative Annual Commitments**

### **7.1 As a minimum, the Chairperson each year is typically expected to:**

- Attend and Chair 6-8 Board meetings and bitesize briefing sessions
- Attend Audit Committee if required
- Attend and participate in 1 Regulatory meeting and 1 Funders' meeting (this number may increase depending on requirements)
- Attend quarterly partnership meetings for the G8 RSL Chair's Group
- Represent CVG at 2 public/external events
- Conduct c12 annual Board appraisals and participate in Board inductions
- Conduct mid-year and annual appraisal for the CEO and monthly 1 to 1 discussions
- Attend all mandatory training courses
- Serve on occasional/ad hoc short life working groups, recruitment panels and preparation (if required)
- Approve reports for matters of delegated authority including new supply schemes

## Board of Management

### Draft Person specification

	Essential	Desirable
Qualifications/Training		<ul style="list-style-type: none"> <li>• Relevant Non-Executive Director qualifications and/or training</li> <li>• Other relevant qualifications e.g. housing, property</li> </ul>
Experience	<ul style="list-style-type: none"> <li>• Significant experience of working on Non- Executive Board for large and complex organisation(s)</li> <li>• Leading and appraising the performance of executive level teams</li> <li>• Successful track record of working in an ambassadorial role on behalf of an organisation</li> <li>• Leading and directing strategy</li> <li>• Reputation and influence in CVG's area of operation and the RSL sector</li> </ul>	<ul style="list-style-type: none"> <li>• Chairing a Board</li> <li>• Working in housing or a related sector on a paid or voluntary basis</li> <li>• Developing and working within partnerships</li> <li>• Working within a regulated environment</li> <li>• Executive level experience in one or more of the following disciplines: <ul style="list-style-type: none"> <li>-Housing Finance</li> <li>-Treasury Management and refinancing</li> <li>-New build development and construction</li> <li>-Health and safety compliance</li> </ul> </li> <li>• Living and/or working within CVG's area of operation</li> </ul>



	Essential	Desirable
<b>Knowledge/ Understanding</b>	<ul style="list-style-type: none"> <li>• Understanding of the context, drivers and risk with which Housing Associations and charities operate, including governance, policy and regulation</li> <li>• Knowledge and understanding of CVG's areas of operation and the issues that are important to and affect CVG customers</li> <li>• Considering the customer experience</li> </ul>	<ul style="list-style-type: none"> <li>• Understanding of the Regulatory Framework for Housing Associations in Scotland</li> </ul>
<b>Skills</b>	<ul style="list-style-type: none"> <li>• Chairing skills</li> <li>• Leadership skills</li> <li>• First class verbal communication skills and presenting to a range of audiences</li> <li>• Coaching and mentoring skills</li> <li>• Ability to actively encourage the contribution and build confidence in all Board members</li> <li>• Ability to delegate</li> <li>• Ability and confidence to deal with media interviews</li> <li>• Commercial awareness and a risk positive approach to business decisions</li> <li>• Networking abilities, sound political judgement and ability to promote the Group including through social media</li> </ul>	
<b>People Leadership</b>	<ul style="list-style-type: none"> <li>• Ability to create and promote a one team culture</li> <li>• Ability to deal with poor performance</li> <li>• Inspires team to connect with our customers</li> <li>• Excellent interpersonal skills</li> </ul>	

	Essential	Desirable
Personal Qualities	<ul style="list-style-type: none"> <li>• Strategic thinking</li> <li>• Personal integrity and confidentiality</li> <li>• Demonstrating gravitas and presence</li> <li>• A good listener and open minded to different views and perspectives</li> <li>• Customer focus</li> <li>• Commitment to promote equal opportunity and diversity</li> <li>• A passion for excellence</li> <li>• Drive, determination and personal resilience</li> <li>• Strong commitment to the ethos and values of Clyde Valley Group and the social housing sector, including principles of involvement, equality and social justice</li> </ul>	
Other	<ul style="list-style-type: none"> <li>• Ability to attend daytime and evening meetings including face to face meetings in Motherwell for Board Meetings</li> <li>• Good IT literacy to manage meetings, read Board material and attend online meetings and events</li> </ul>	

## 8. Monitoring and Review

- 8.1. This role description was approved by the Board on Monday 28 February 2022 and performance in fulfilling these requirements will be reviewed annually as part of the Chairperson's appraisal which includes feedback on performance of the Chairperson from all Governing Body Members.

## **Role Description for Chairperson of Audit Committee for CVHA**

**Annual Remuneration £4,000 per annum (this may be taxable and the Chairperson must take their own tax and pension advice)**

### **1. Introduction**

- 1.1. This role description sets out the particular duties and responsibilities of the Chair of Audit Committee. The responsibilities described here are additional to those set out in the Governing Body Members' (GBM) role description. The role requirements comply with Regulatory requirements and CVHA's Rules and Standing Orders.
- 1.2. This role description will be used as the basis for performance assessment as part of the annual appraisal exercise and any review of Board Members' effectiveness. It will be used to appoint the Chair annually after each AGM as well as being used as a basis to recruit a Chairperson Audit Committee.
- 1.3. The Chairperson cannot serve a continuous term of more than six years. There is no expectation that the Chair must serve the full six -year maximum term.

### **2. Role of Chairperson of Audit Committee**

- 2.1. The Chairperson of the Audit Committee is responsible for the leadership of the Committee and ensuring its effectiveness in all aspects of the Committee's role and to ensure that the Committee properly discharges its responsibilities as required by law, the Rules and the standing orders of the Association. The Chairperson of the Audit Committee will be delegated such powers as are required to allow them to properly discharge the responsibilities of the office. Among the collective responsibilities of the Committee, on which the Chairperson will lead are:
  - The Committee works effectively with the Executive Team
  - The Agenda for each meeting is set
  - Meetings are conducted effectively
  - Minutes are approved and decisions and actions arising from meetings are implemented
  - All responsibilities set out in the Remit of Audit Committee which may be reviewed by CVHA Board from time to time,
- 2.2. The role of the Chairperson of Audit Committee will deputise, support and (where required) stand in for the Chairperson of CVHA. **Therefore, this role description must be read in conjunction with the Role Description for the Chairperson of CVHA.**
- 2.3. When known in advance, the Chairperson of Audit Committee should ensure that they are available for all Board Meeting that the Chairperson is unable to attend – e.g.

where the Chairperson has booked a holiday. A constructive and positive working relationship and close liaison with the Chairperson and Chairperson for Clyde Valley Property Services is a key requirement of the role.

### **3. Key Responsibilities**

3.1. The Chairperson must act, and be seen to act, at all times on behalf of the Committee Members. The Chairperson's key responsibilities are:

- To lead the Audit Committee constructively, provide direction and manage meetings and decision making effectively.
- To develop and maintain a constructive and positive working relationship with the Chair of CVHA and Chair of Clyde Valley Property Services, and Chief Executive and Executive Directors.
- Report and make recommendations to CVHA Board in relation to Audit Committee activity.
- To maintain a constructive and positive relationship with internal and external auditors and other independent advisors.
- To uphold CVHA's Code of Conduct and promote good governance.
- In the event that the Chair of CVHA is unable to fulfil their responsibilities, the Chair of the Audit Committee will carry out these duties.

### **4. Leadership and Direction**

4.1. The Chairperson of Audit Committee is expected to:

- Represent CVHA positively and effectively.
- Undertake relevant training and development and keep up to date with knowledge and understanding of issues and risks affecting the business and housing sector as a whole
- Set the style and tone of Audit Committee meetings to ensure effective and participative decision making.
- In liaison with the CVHA Chairperson, ensure that Committee Members have the range of skills, knowledge and experience necessary for the achievement of CVHA's aims and objectives and for the fulfilment of the Governing Body Members' responsibilities.
- Promote and uphold the Code of Conduct for Audit Committee Members.
- Demonstrate and support the principles of good governance at all times.
- Ensure Audit Committee Members have access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought.
- Make up part of the panel to conduct the Annual Appraisals for CVHA's Chairperson.

- Provide feedback to the Chairperson of CVHA on the performance of Audit Committee members to feed into the Annual Appraisal process.

## **5. Promoting Good Governance**

### **5.1. The Chairperson is required to:**

- Promote and demonstrate the highest standards of ethical conduct and integrity
- Chair all meetings of Audit Committee in accordance with the CVHA Rules, Standing Orders and Audit Committee Remit
- Ensure that all Board Members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- Prepare for and manage meetings effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically

## **6. Indicative Annual Commitments**

### **6.1 As a minimum, the Chairperson each year is expected to:**

- Attend and Chair 4 Audit Committee meetings per annum
- Attend CVHA Board meetings to remain eligible as a CVHA Board Member
- Attend the Annual Group Strategy Day
- Meet external and internal auditors once each year
- Represent CVG at 2 Public/external events
- Conduct as part of a panel 1 annual appraisal
- Attend all mandatory training courses

## **7. Monitoring and Review**

### **7.1 This role description was approved by the Board on Monday 5 October 2020 and performance in fulfilling these requirements will be reviewed annually as part of the Chairperson's appraisal**

## **Audit Committee Chairperson – Person Specification**

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

- An understanding of the functions and requirements of an Audit Committee
- An understanding of, a commitment to, and a passion for social housing, its purpose and its work and our values.
- Objectivity, fairness, independence of mind, integrity, wisdom, discretion and good judgement.
- Commitment to equality and social justice.
- Strategic vision and leadership to drive the Board's contribution to Corporate Strategy development.
- A commitment to act solely in the best interest of the Clyde Valley Group, 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 Chairperson.
- A good team player.
- Self-aware and self-managing.
- No significant potential conflicts of interest.
- Resident, community and neighbourhood involvement.
- Experience in Chairing and leading Board and/or Committee level decision making.
- Experience in recruiting, managing and reviewing the performance of Executive level staff

- Experience of organisations with stakeholders.
- Experience of social housing and community issues.
- Experience of strong and effective governance in business.
- Experience of managing significant strategic and financial risks

**Board of Management Chairperson/  
Chairperson of Audit Committee  
Expression of Interest Form**

This form should be completed if you would like to express an interest in standing for election as Chairperson/Chairperson of Audit Committee of the CVHA Board of Management, following the next Annual General Meeting. To express an interest in the role of Chairperson, or Chairperson of Audit Committee you must meet the essential criteria, outlined at Appendix 3 above so please include a supporting statement showing how you meet this criteria

**1. Applicant Details**

Name	
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I would like to express an interest in:

	Please ✓
Chairperson of Board of Management	
Chairperson of Audit Committee	
Proposed Length of Term, if Elected (up to 5 years)	

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I hereby express an interest in the role of Chairperson/Chairperson of Audit Committee to Clyde Valley Housing Association's Board of Management and, if elected, confirm that I will fulfil the role to my best ability and commit to any training and development requirements.

Signed		Date	
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### Policy Change History

Version	Substantive Change	Author of Change	Approval	Date	Website
1.0	New front cover & version history applied	A Cavinue		17/02/23	Y
2.0	Updated role descriptions	L Hughes		31/1/24	
3.0	Policy reviewed	L Hughes	Board	02/06/25	Y