

**Appointment, Re-election &
Removal of Board Members Policy**

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Introduction

1.1 Who the Policy Affects

1.2 This policy is aimed at people who are;

- Members of our Governing Body at Clyde Valley Housing Association (CVG) and of the governing body of any of our subsidiary Clyde Valley Property Services (CVPS).
- Everyone who works for us or any of our subsidiaries of the Clyde Valley Group. (CVG)

2. About This Policy

2.1 We are a Registered Social Landlord (RSL) [and a Scottish Charity]. We are part of a sector that has a strong reputation for integrity and accountability to the people we exist to help and to our Regulators.

2.2 The Scottish Housing Regulator (SHR) requires us to have a policy that sets out how we elected our Board Members.

2.3 As we are a Scottish Charity, all of our Governing Body Members must also ensure that they comply with the Office of the Scottish Charity Regulator (OSCR) guidance to Charity Trustees and charity legislation.

2.4 This policy outlines appointment and election of Board Members in accordance with the Rules of the Association.

3. What this Policy Covers

3.1 This policy covers:

- Electing Board Members
- Electing Co-optees

4. Electing Board Members

4.1 At the end of every Annual General Meeting (AGM) at least one third of Board Members or the nearest whole number thereto, must retire. Anyone appointed as a co-optee or to fill a casual vacancy, who retires for that reason, shall not count towards the one third provision.

4.2 The retiring Board Members should be those who served the longest on the Board since the date of their last election. If two or more Board Members have served equally as long and cannot agree who should return, they must draw lots

- 4.3 Board Members must also retire if they have been co-opted onto the Board or have filled a casual vacancy.
- 4.4 If a Board Member retires from the Board, as part of the one third quota, before or on the date of the next AGM, the Board Member can stand for re-election without being nominated.
- 4.5 At the AGM, if the number of Members standing for election is less than or equal to the number of vacant places, the Chair will declare them elected without a vote. If there are more Members standing for election than vacant places, those present at the meeting or those exercising a postal vote will elect Members onto the Board. Each Member present or who has appointed a representative will have one vote for each place to be filled by the Board. A Member must not give more than vote to any one candidate.
- 4.6 CVHA will send via post or email intimation of the intended date of the AGM and information on the nomination procedure to each Member at the address or email in the Share Membership Register not less than 28 days before the meeting. Nominations for the election to the Board must be in writing and in the form specified by the Association and must give the following details of the person

- Full name
- Address
- Occupation of the

A member cannot nominate themselves to the Board. Nominations must be signed and include a signed statement by the Member being nominated to show that they are eligible to join and meet all the eligible to be nominated in line with the eligibility for board, as outlined in the Removal of Board Member Policy. Nominees must also include in this statement that they are willing to be nominated. Nomination forms can be obtained from the Corporate Services Department and must be fully completed and returned by hand or post to the CVHA, 50 Scott Street, Motherwell, ML1 1PN at least 21 days before the AGM.

- 4.7 If an elected Board Member leaves the Board between the AGM, this creates a casual vacancy and the Board can appoint a Member to take their place on the Board until the next AGM, when they must resign as per point 4.1.

5. Co-optees

- 5.1 The Board can co-opt to the Board anyone considered to suitable to become a Board Member. Co-optees do not need to be Members. They can only serve on the Board until the next AGM or until removed by the Board. A person co-opted to the Board can also serve on any sub-committee.
- 5.2 A person appointed as Co-optee undertakes the role of Board Member and accordingly will be subject to the duties and responsibilities of a Board Member. Co-optees can take part in discussion at the Board or any sub-committees and vote at the Board and

sub-committee meetings on all matters except those which directly affect the rules, the Membership of the Association or the election of office bearers. Co-optees may not stand for election or be elected as one of the Office Bearers of the Board.

- 5.3 Board Members co-opted in this way must not make up more than one-third of the total number of the Board or sub-committee members at one time. The presence of co-optees at the Board Meetings will not be counted when establishing whether the minimum number of Board Members are present to allow the meeting to take place as required, the presence of co-optees will not count towards the quorum for sub-committee meeting.

6. Reason for removal from Board

- 6.1 They resign their position as a Board Member in writing.
- 6.2 They cease to be a Member unless a co-optee or an appointee of The Scottish Housing Regulator.
- 6.3 They miss four Board meetings in a row without special leave of absence previously being granted by the Board either at their request or by exercise of the Board's discretion.
- 6.4 Majority of Members voting at a general meeting decide this. Board Members at the meeting may then elect someone to take their place as a casual vacancy.
- 6.5 Majority of those remaining Board Members present and voting at a special meeting of the Board convened for the purpose decide to remove person as a Board Member. The resolution to remove them as a Board Member must relate to one of the following issues;
- failure to perform to the published standards laid down by the Scottish Federation of Housing Associations and/or The Scottish Housing Regulator adopted and operated by the Association;
 - failure to sign or failure to comply with the Association's Code of Conduct for Board Members.
 - a breach of the Association's Rules, standing orders or other policy requirements.
- 6.6 Becomes ineligible as a Board Member in terms of eligibility criteria as noted above.
- 6.7 Board Member is a co-optee whose period of office is ended.
- 6.8 Board Member retires.

7. Other Relevant Policies

- 7.1 Failure to comply with the terms of this policy will be regarded as a breach of the Code of Conduct.
- 7.2 Our policies relating to the following are also relevant to this document and must be complied with at all times:

- Entitlements, Payments & Benefits Policy
- Board Expenses Policy
- Removing Board Members
- Board Membership Policy
- Board Composition, Skills and Recruitment Policy
- Serious Complaint/Grievance against CEO Policy
- Unacceptable Actions Policy
- Calling of Meetings Policy

7.3 Please note that this list is not exhaustive and you are required to comply with all of our policies and procedures.