

Policy and procedures for the recruitment or election of new Board Members, composition of membership and terms of office

1.0 Introduction

- 1.1 Solon South West Housing Association is governed by a voluntary Board of Management. The Board controls Solon, and is responsible for agreeing policies, setting key objectives and monitoring performance against targets. The Board is ultimately responsible for the quality of work, service and performance of the association.
- 1.2 All Board Members contribute to making decisions which may involve Solon in significant financial or other risks, or which raise material issues of principle.
- 1.3 Board membership is governed by Solon's Rules.
- 1.4 The Board has up to 15 Members. Between them, Board Members have the range of skills needed to run a social business. This includes first-hand knowledge of the communities Solon serves, with representation from tenants. Other skills include an understanding of housing needs, finance, management and general business experience.
- 1.5 Training and support is provided for all new Members.
- 1.6 The Board may also co-opt for any period, up to five suitable persons to serve on the Board. Co-optees may take part in Board discussions, and vote at any Board meetings on all matters except those directly affecting membership of the association or the election of officers.

2.0 Composition of Solon Board Membership

2.1 Tenant Board Members

- 2.1.1 Solon has a target that four Board Members should also be Solon tenants. This is to ensure that Board Membership reflects the communities and tenants in the main areas where Solon works in order to demonstrate openness, be accountable and democratic and ensure awareness of, and responsiveness to the housing and service needs of our customers.
- 2.1.2 The direct experience of living in a Solon home is a very important qualification for Board membership as tenants are often best qualified

to advise how services, and customer satisfaction can be improved.

2.1.3 There is a separate policy and procedures governing the election of tenants to the Board, and setting out the responsibilities of Tenant Board Members.

2.2 Black & Minority Ethnic (BME) and gender make up of the Board

2.2.1 Solon has a target that 20% of Board Members should be drawn from Black & Minority Ethnic (BME) communities. We also have a target of maintaining an equal number of men and women on the Board.

2.3 Paid staff or Board Members of other members of the National Housing Federation (NHF)

2.3.1 Solon has considered whether to adopt policies limiting the number of Board Members who are paid staff or Board Members of other members of the NHF.

2.3.1 This is not currently a matter for concern. Conflict of interest is noted where appropriate. The Members make a significant contribution to Solon's governance. However, the Board will undertake an annual review of the number of Members who are paid employees or Board Members of other housing associations, and generally limit this group to no more than one-third of total Board membership.

3.0 The role and responsibilities of Board Members

3.1 All Board Members share the responsibility for controlling the association and agreeing policies, setting key objectives and monitoring performance against targets. All Members share the responsibility for the quality of work, service and performance of the association.

3.2 When participating in Board meetings, all Members should regard matters specifically concerning their individual circumstances as a clear and substantial conflict of interest, and should act in the interests of the association.

3.3 This does not mean that Tenant Board Members should not also represent and express the views of the wider tenant body. While this can lead to difficulties, and uncertainties where there is a conflict of interest, it is likely to be valuable in informing and improving Board decisions, and therefore in Solon's wider interests. By raising issues in this way, Tenant Board Members can help the Board to be aware of, and responsive to the housing and service needs of Solon's customers.

Formal acceptance of Board Members' obligations

3.4 All new Board Members receive a formal letter specifying their obligations which they are expected to sign to confirm acceptance.

4.0 Terms of appointment for Board Members

- 4.1 Board Members will be appointed for three-year terms. The term of office is calculated from when the Member is elected to the Board at the AGM.
- 4.2 Subject to election at the AGM, Board Members can serve up to a maximum of three consecutive terms of office, each of three years' duration, up to a total of nine years. Members who have served nine years can seek re-election after a break of at least one year.
- 4.3 Solon's Rules will need to be amended to accommodate the nine-year limit and ensure that it can be enforced.

5.0 Recruitment/election of Solon Board Members

5.1 Step 1: Identification of the need for prospective Board Members

- 5.1.1 The Chief Executive is responsible for ensuring that new Members are recruited on a systematic and continuous basis.
- 5.1.2 The Chief Executive will ensure that, at least once each year, the Board reviews the effectiveness of its decision making process, undertakes Board appraisals and identifies any skills which will be required among its membership to ensure that it continues to meet its responsibilities. This will include those skills which are not already apparent among its membership, together with skills which will be needed to replace Members who are leaving the Board.
- 5.1.3 Targets will be agreed for the recruitment of new Board Members possessing the skills and experience required.

5.2 Step 2: Identification of prospective Board Members

5.2.1 Prospective Board Members will be identified by the following means:

- Advertising in the housing and other press.
- Direct mailing via professional or trade bodies.
- Registration with the NHF Get on Board scheme.
- Direct approach to appropriately skilled and experienced contacts.
- Existing members of Solon seeking, or being invited to stand for Board Membership.

5.2.2 Resident Board Members will be identified by:

- The Tenants' Forum.
- Direct approach by staff to residents.
- Existing residents seeking, or being invited to stand for Board Membership.

5.2.3 To increase the likelihood of attracting residents to Board membership, Solon will raise the profile of tenant Board membership and the Forum via publicity and promotional events.

5.2.4 With the exception of resident Board Members, potential Board Members should have no connection with the Association, (other than Solon membership), or existing Board Members. Under no circumstances should there be a connection with existing staff members.

5.3 Step 3: Information about Solon and completion of application form

5.3.1 Candidates will be sent details about Solon and Board Membership, and asked to complete a Board Membership application form and equalities questionnaire. Candidates should also complete an application form to become a shareholding member of Solon in order to qualify to stand for election to the Board.

5.3.2 The application form for shareholding membership requires applicants to make a case for seeking membership and demonstrate that they meet at least one of the criteria of the Membership Policy, also supplied with the application form.

5.3.3 The completed forms should be returned to the Chief Executive, (Company Secretary) at Solon's offices.

5.4 Step 4: Meeting with the Chair and Chief Executive

5.4.1 Candidates who appear to possess the necessary skills and experience will be invited to a meeting/informal interview with the Chair and the Chief Executive. The interview should establish whether the candidate has the required qualities, as well as giving the opportunity for the Chair and Chief Executive to answer the candidate's questions.

5.4.2 Prospective Board Members shall be assessed against the following selection criteria:

- Whether the applicant has the appropriate skills, experience and availability to make a significant contribution as a Board Member, at the time of application, or in the future with training and support.
- The extent to which the applicant will help improve the representation of tenants or communities within Solon's Board membership.
- Whether the applicant will contribute to achieving a balanced BME or gender mix within Solon's Board membership.

5.4.3 If after attending the meeting, the candidate remains interested in pursuing membership, (of Solon and the Board), and is deemed to be suitable for membership, he/she will be asked to confirm their interest.

5.4.4 With the agreement of the Chair, the candidate may be invited to attend a Board meeting as an observer.

5.5 Step 5: Board approval of Solon membership

5.5.1 All prospective Board Members must be shareholding members of Solon before they can stand for election to the Board.

5.5.2 The application form for shareholding membership will be considered by the Board at its next meeting or as soon after this as is practicable.

5.5.3 The Board has the discretion to admit, or not to admit a person to membership. The recommendations of the Chair and Chief Executive will be taken into account when considering applications.

5.6 Step 6: Nomination for election to Board Membership – at the Annual General Meeting (AGM)

5.6.1 Candidates wishing to be seek Board membership must be formally nominated by a shareholding member of the association – usually also a member of the Board.

5.6.2 The nomination form should be completed by the applicant, giving their full name, address and occupation, and confirming their willingness to be elected as a Board Member. The form should also be signed by the nominee, and received by the Company Secretary at Solon's offices not later than three days before the date of the AGM at which vacancies on the Board are to be filled.

5.6.3 While the rules do not prevent any individual from applying for Board membership, shareholding members will be discouraged from nominating prospective Board Members if their applications have not been supported by the Chair and Chief Executive following interviews/meetings with the candidates.

5.6.4 If at the AGM, the total number of new members nominated for election, and existing Board Members seeking re-election, do not exceed the total number of Board Members to be elected, (vacancies), they shall be declared to have been elected.

5.6.5 If the number of new members nominated for election, and existing Board Members seeking re-election exceed the number of Board Members to be elected, (vacancies), the meeting shall elect from amongst them the members to serve on the Board by ballot at the general meeting in the manner directed by the Chair.

5.6.6 The unsuccessful candidates will be held on a waiting list to be considered for future vacancies.

5.6.7 If prospective Tenant Board Members fail to be elected, causing the target of four Members not to be achieved, the Board shall subsequently ensure that the target is achieved by co-opting tenant

members onto the Board, or offering them the first casual vacancy - see 5.7.2.

5.7 Step 7: Nomination for Board Membership by casual vacancy filled by the Board after an AGM

5.7.1 A casual vacancy on the Board occurring by resignation or other reasons may be filled by the Board, and the Member appointed to fill the vacancy shall retire, (and seek re-election), at the next AGM.

5.7.2 If the target of four Tenant Board Members has not been achieved, the Board will first seek to fill the casual vacancy with a Tenant Board Member drawn from a waiting list maintained by the Tenants' Forum. This is assuming that there is a list of prospective candidates.

5.7.3 While the rules do not prevent any individual from applying for Board or shareholding membership, shareholding members will be discouraged from nominating prospective Board Members if their applications have not been supported by the Chair and Chief Executive following interviews/meetings with the candidates.

5.7.4 If the number of prospective Board Members exceeds the number to be elected onto the Board, the Chair and the Chief Executive shall recommend for election the candidates who demonstrated that they best met the selection criteria at the interview/meeting.

5.7.5 The Board has the discretion to admit, or not to admit any person to Board membership if the application is to fill a vacancy between AGMs.

6.0 Recruitment/election of the Board Chair and Vice-Chair

6.1 The Board shall, after each AGM elect a Chair from their own number to hold office until the next AGM. The person elected shall also be the Chair of the Association.

6.2 If at any meeting of the Board, the Chair is absent, the Members present shall elect one of their number to chair the meeting who shall be entitled to use the Chair's casting vote.

6.3 The Board shall also elect a Vice-Chair from their own number to hold office until the next AGM. If elected, the Vice-Chair will normally be elected to chair meetings in the Chair's absence.

Terms of office for the Chair and Vice-Chair

6.4 Subject to annual election by the Board, the Chair and Vice-Chair will serve a maximum of two terms of office, each of three years' duration.

7.0 Removal of Board Members

- 7.1 At every AGM, one-third of Board Members, (those that have been on the Board for longest since they were last elected), shall retire from the Board.
- 7.2 Under Solon's Rules, all retiring Board Members are eligible for re-election without nomination. It is, however, a condition of Board Membership, and stated in the formal letter specifying Board Members' obligations that retiring Board Members wishing to seek re-election, should first obtain the support and approval of the Board. Where support is not given, the retiring Member should not be encouraged to seek re-election, and should be urged not to do so.
- 7.3 It is also a condition of Board Membership, and stated in the formal letter specifying Board Members' obligations that the Board can remove a Member during their three-year term of office in the event of an unsatisfactory annual appraisal.
- 7.4 Solon's Rules should ultimately be amended so that:
- Retiring Board Members shall only be eligible for re-election if they are nominated, and their nomination is first approved by the Board.
 - The Board can remove a Member during their three-year term of office in the event of an unsatisfactory annual appraisal.
- 7.5 The Code of Conduct for Board Members notes that the use of racist and sexist language and actions are not acceptable, and any Member who uses such language and perpetrates such actions will be expected to stand down from the Board.
- 7.6 Any Board Member may be removed from office by a resolution carried by two-thirds of the votes given at a special general meeting.

Right of appeal against de-selection of Board Members

- 7.7 Board Members will have the right to appeal to Solon's Chairperson and Chief Executive against a decision to de-select them by the Board.

File: BOARD Membership Policy