



Policy for the Recruitment of Board of Management members

Rural Stirling Housing Association, Stirling Road, Doune, FK16 6AA . Registered as a Scottish Charity No. SC037849	
Policy Name	Recruitment of Board of Management Members Policy
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1. Introduction

Rural Stirling Housing Association is under the overall control of a volunteer Board of Management. The Board plays a crucial role and its responsibilities include the following:

- Providing strategic leadership and approving plans, budgets and policies for the organisation
- Employer of the staff team which carries out the day to day work
- Being accountable to the members, the wider community, the Scottish Housing Regulator and partner agencies.

Through this Policy the Association aims to ensure that:

- arrangements are in place through which the Association will continue to benefit from a strong and appropriately committed, skilled and representative Board of Management
- the routes through which individuals are recruited onto Board are clear and transparent.

A number of related RSHA Policies are referred to below. All can be viewed on the Association's website (www.rsha.org.uk).

2. The Association's Constitution

The Association is:

- a registered society under the terms of the Co-operative and Community Benefits Act 2014 (registered with the Financial Conduct Authority) a registered Scottish Charity
- a Registered Social Landlord, registered with the Scottish Housing Regulator and committed to operating in accordance with "Performance Standards for Social Landlords" and the "Regulatory Code of Governance".

The Association's Rules closely follow the Scottish Federation of Housing Association's model rules for charitable housing associations.

As a Registered Society the Association is accountable to its share-holding members. Members are entitled to attend and vote at the Association's Annual General Meeting and to stand for election to the Board of Management.

The Rules provide for a Board of Management of up to 15 people.

3. Routes into Board Membership

There are several ways in which people can become a member of the Board of Management:

a) Election

The majority of places are filled through election. To stand for election it is necessary to be a share-holding member of the Association. The Association has a separate **Membership Policy**.

The Rules require that each year 1/3 of the existing elected Members stand down and an election to fill these places is held at the Annual General Meeting. The retiring Members (who may be eligible to stand for re-election) should be those who have served longest since last being elected. If two or more have served equally long, and cannot agree who should retire, they must draw lots.

b) Filling a casual vacancy

If an elected Board Member leaves the Board between the annual general meetings, this creates a 'casual vacancy' and the Board can appoint a member of the Association to take their place on the Board until the next annual general meeting.

c) Co-option

The Board can co-opt to the Board anyone who is suitable to become a Board member to fill any other vacancies. Co-optees do not need to be members of the Association. They can only serve as co-optees on the Board until the next annual general meeting or until removed by the Board (whichever is sooner).

Co-optees have the right to take part in discussions at Board or committee meetings and vote on all matters except those which directly affect the membership of the Association or the election of the Association's Office Bearers. They may not serve as an Office Bearer and do not count towards the quorum of any meetings they attend. Co-optees must not make up more than one-third of the total number of Board members at one time.

4. Eligibility criteria and requirements for Management Board members

Anyone thinking of joining the Board of Management will be advised of the following:

a) Eligibility criteria

All Board Members must fulfil the following basic requirements of the Rules:

- 1) Be a member of the Association and aged 18 or over, unless a Co-optee or appointee of the Scottish Housing Regulator.
- 2) Not be an employee of the Association or be closely associated with an employee

- 3) Not be disqualified for any of the specified reasons set out in the Rules¹
- 4) Upon election, appointment or co-option, sign and uphold the terms of the Association's Code of Conduct

Members of the Board of Management are people who are committed to the communities that RSHA is active in and who share our commitments to delivering high quality services, meeting housing need, increasing housing supply and sustaining communities.

Prospective members should have knowledge, skills or experience in at least one of the following areas: the Board's annual assessment will highlight particular requirements at any specific time:

- **Local Knowledge:** for example, experience of community involvement and / or community activities; awareness of the housing needs in the areas we work in; knowledge of local issues in RSHA's area and the people who live here; awareness of concerns facing the association's customers; familiarity with Stirling Council's plans, priorities and practices.
- **Business Skills and Knowledge:** for example, strategic and business planning, personnel or Human Resource issues, financial planning and control, audit function, monitoring and control of performance, corporate management/administration or legal experience, governance of charitable groups/organisations, experience of group structures and subsidiaries.
- **Specialist Housing Knowledge:** for example, knowledge of housing management and maintenance, housing-related legislation, Regulatory Framework for Scottish RSLs, OSCR's requirements, housing finance, equal opportunities.

It is not expected that every member will be an 'expert' in all or even most of these areas. We are looking primarily for those who feel they have a contribution to make to the work of the association and who can offer relevant knowledge and/or experience; we will ensure that Board Members, once on the Board, have the opportunity to enhance their existing skills and knowledge through development and training.

RSHA has adopted a role description for Board Members which sets out the responsibilities and expectations associated with this important role. This covers, for example, the likely time involved in preparing for and attending meetings, attendance at training, availability of development and support. The Code of Conduct sets out the standards expected of Board Members, including the declaration and management of interests, conduct at meetings and events and standards of behaviour.

¹ RSHA Rules (2018) Rule 43

5. Building and retaining a strong Board

a) Support to Board Members

Board of Management members are volunteers who give freely of their own time and are a key resource of the Association. The Association will seek to attract and retain Board Members by ensuring that members are properly supported and that as far as possible the experience of being a Board Member is enjoyable and fulfilling. It will do this through effective induction training and support, succession planning, the Staff and Board Development Policy and the Policy on Board Members Expenses.

b) Elections

It is important that the Board has the capacity to be able to lead and direct RSHA and to exercise proper control over the business of the Association. On an annual basis and in advance of the AGM, the Board will formally review its own functioning, composition and skills. Following on from this it will identify any existing or projected gaps in skills, experience or representation that might be filled through recruitment. The Board will publish the results of this assessment as part of the information that is provided to members in advance of the AGM to enable potential nominees to consider how they might be able to contribute to the work of the Board.

c) Targeted Recruitment

When making any decisions about whether and how to fill vacancies (following the AGM or which arise in the course of the year), consideration will be given to how potential candidates will meet these criteria.

Vacancies arising between AGMs will normally be publicised, through Rural Matters and on our website at least. The Board may undertake a public recruitment exercise, based on agreed priorities. The Board may advertise in relevant publications, on websites and by contacting community groups, institutions, professional bodies and other relevant agencies. The Board will follow the recruitment process that is set out in this policy. Where the opportunity to apply for a particular vacancy/(ies) has been widely publicised, and interest exceeds available spaces, the Board will be free to select from the pool of applicants for other vacancies that might arise within the period leading up to the next AGM, without further advertising.

6. Nominations and Applications

All prospective Board members (whether standing for election at the AGM or responding to any form of advertisement placed by RSHA) must complete an application form (Appendix 1). All nominees and potential applicants will be provided with a recruitment pack (which will be available on our website: www.rsha.org.uk). The recruitment pack will include:

- **Information on Background and History of Rural Stirling Housing Association**
- Explanatory **information** on the process of **becoming a Member of the Board of Management**
- **Board Member Role Description**

Completed application forms will be sent to the Association's offices, and the CEO will screen the applications with a view to confirming eligibility in accordance with RSHA's Rules and this policy.

Eligible nominees / applicants will then be invited to attend an informal meeting with the CEO and one or more members of the Board (of whom one will normally be the Chair). The purpose of the meeting will be to:

- Confirm the nominee / applicant's eligibility to act as a member of the Board
- Establish the nominee / applicant understands the role of Board members, including the likely time commitment involved.
- Establish the potential contribution likely to be made by the nominee / applicant, in the light of the skills, knowledge and experience sought by RSHA
- Answer any questions from the nominee / applicant.

Where an applicant has responded to a recruitment invitation, they will be informed of the result of this meeting once all of the applicants have been considered. Where a member has been nominated and is standing for election at the AGM, the purpose of this informal meeting will be to provide information about the role, responsibilities and expectations associated with Board membership.

The election process will be conducted in accordance with Appendix 2 of this policy.

Co-opted members of the Board of Management will be encouraged to become shareholding members of the Association, however this is not a requirement.

7. Skills audit

When new members are first appointed or nominated to the Board of Management, they will be invited to a meeting with the CEO and Chairperson in order to find out more about the skills and experience they have to offer; this will form part of the induction programme. We want to make sure that we are able to recognise and build on what new members have to offer, and to identify any immediate priorities for further training and development.

Thereafter there will be an annual opportunity for each member to update this assessment through a skills audit interview. This will be linked to an

assessment of individual performance. On the basis of that interview, we will draw up a structured training and development programme. Training and development opportunities will be pursued under the terms of our Staff and Board Development Policy.

8. Policy Review

This policy will be reviewed every 5 years or sooner, as required.

Appendix 1: Board Member Application Form



Board Member Application Form

This form should be completed by any person seeking to join the Board of Management of Rural Stirling Housing Association. When completing the form, please refer to information about the skills and knowledge that RSHA is particularly looking for at this time.

*Where the applicant is being nominated for election, this form should be completed **in addition** to the Nomination Form. Information marked with an asterisk (*) will be included with the ballot papers issued to members.*

*Name _____

*Address _____

Postcode _____

Telephone _____

Email _____

*Are you a tenant of RSHA? Yes / No

Are you an owner who receives a factoring service from RSHA? Yes / No

Are you related to anyone who is already a member of RSHA's Board of Management or to someone who is employed by RSHA? Yes / No

(If 'yes' please give your relative's name) _____

Are you involved with any business that provides services or is contracted to RSHA?
Yes / No

(If 'yes', please give details) _____

Are you employed? Yes/No

(If 'yes' please give details) _____

Are you (or have you been) involved in other voluntary work? Yes/No

(If 'yes' please provide details) _____

*Please describe why you are interested in joining RSHA's Board of Management

*Please describe how your experience would help to meet the recruitment priorities that RSHA has identified in 2018 (the priorities are enclosed with this form)

*Please describe which part of RSHA's work are you especially interested in and why

Are you willing and able to participate in training on a regular basis? Yes / No

I confirm that I have read the Board Member's Profile and Eligibility Form and that I am eligible and willing to stand for election.

Signature _____

Date _____

APPENDIX 2: Election to the Board of Management - Procedure

1. Introduction

Responsibility for the implementation of this procedure lies with the Chief Executive Officer of the Association, reporting to the Secretary, in between Board meetings.

2. Timeline for the Process

In planning for each AGM, it is important to have regard to the relevant timescales set down within the Rules. Working back from these will influence the date on which the AGM notifications should be issued. Particular attention will be given to: return of nominations (21 days before the AGM); getting ballot papers to members (14 days before the AGM) and receipt of postal ballots (5 days before the AGM). Other timescales are set down in relation to Proxy Votes.

3. Issuing of Election Guidelines to Members

All members will be sent a copy of the Nomination / Application Form and (**Annex A**) along with the AGM notification. In the event of a contested election details of all candidates, based on the information provided as part of their nomination, will be sent out with the ballot papers A template letter has been prepared for this purpose (Annex B)

4. Candidate Information

Candidates will be asked to complete the nomination form and provide information about their background and interests by means of the application form (Appendix 1). This information will be provided to all shareholding members in the event of a contested election. The Board of Management will include information for members about any specific recruitment priorities that have been identified. Retiring Board members (who do not need to be re-nominated) will be asked to complete the relevant sections of the nomination form to provide background information to include with the information sent to shareholding members in the event of a contested election.

5. Conduct of the Election In the event of an election, the Secretary will instruct the CEO to administer the election in accordance with this policy and the following process:

The Chief Executive Officer will:

- Act as the independent returning officer, to ensure that the ballot procedure is fair and impartial

- Prepare and issue ballot papers, using the names and last-notified postal addresses of people eligible to vote (i.e. members entered in the Association's Register of Members)
- Be responsible for ensuring that ballot papers are held safely and securely until they are counted
- Count (with at least one other suitable person) the ballot papers returned, and prepare a certified report of the election results
- Advise the Board of Management of any instances of irregularity or possible election fraud

Voting

Postal ballot papers will be issued if the number of valid nominations at the closing date exceeds the number of positions to be elected. The postal ballot papers must be returned at least five days prior to the day of the meeting in terms of Rule 27.6. The ballot papers should be returned to RSHA's office.

The ballot paper will list all candidates who have been properly nominated and provide supporting information that has been taken from the completed nomination forms. Voters will be able to cast a vote for as many candidates as there are positions to be elected (for example, if there are five positions to be filled, each member can give one vote for up to five candidates.) Those candidates (in number equivalent to the number of vacancies) who secure the greatest number of votes will be elected.

If there are an equal number of votes between candidates, this will be reported to the AGM where the winning candidate will be drawn by lot in the presence of those attending the AGM.

Ballot papers shall be retained by RSHA for three months after the close of voting.

Complaints about the conduct and fairness of elections

Any complaint about the conduct or fairness of elections must be made in writing to the Association's secretary within one week of the close of the postal ballot period.

The Secretary will determine the validity of any complaint made about the conduct or fairness of the election (and may seek whatever independent advice is necessary) and may have the right to require that an election should be held again, in whole or in part, if not satisfied that the election complies with the requirements of the Association's Rules.

The Association itself may seek to disqualify candidates who have failed to adhere to the rules and guidelines on elections and campaigning, or who are found to have committed election fraud.

6. Review and ongoing development of the Procedure

Arrangements relating to the AGM and this election procedure will be reviewed annually following each AGM.

**Rural Stirling Housing Association Ltd.
Election of Board of Management Members
Nomination Form**

Part 1

To be completed by the member making the nomination

I,(name in capitals), a member of Rural Stirling Housing Association Ltd., share certificate number ,
nominate(name in capitals) for election to the Board of Management of the Association.

Signature

Date

Part 2

To be completed by the member who is being nominated to stand for election

I,(name in capitals), a member of Rural Stirling Housing Association, share certificate number , accept the nomination to stand for election and declare that:

- a) I am willing to be elected
- b) I am eligible to be elected under Rule 43
- c) I agree to abide by the Association's election and campaigning rules and guidelines and understand that failure to do so may result in my disqualification from being elected.
- d) My occupation is

Signature

Date

This nomination form should be returned to the Association's Secretary/Registered Office, not more than 7 days following the date of the Notice of Elections i.e. by 5 pm on [INSERT DATE].

You should enclose your completed Application Form with this Nomination: the information that you provide will be included with the ballot papers issued to members entitled to vote in an election for Board Members.

Annex B Draft letter to Members concerning voting arrangements

Dear Member

Election to the Board of Management

Further to my letter to you dated ??? I can report that by the closing date we had received ?? nominations for the Board of Management. There are ?? vacant places. As a result there will be an election.

Please find enclosed details of the candidates who are standing for election, a ballot paper and some guidelines on the election process.

There are three ways in which you can cast your vote:

- By attending the Annual General Meeting on ?? September xxxx and bringing your ballot paper with you.
- By post – please complete the enclosed ballot paper and return it in the envelope provided by ??????
- By proxy – i.e. by authorising someone else to vote on your behalf at the Annual General Meeting. If you wish to do this then you must complete and return the enclosed Proxy form – again using the enclosed envelope, by ?????.

We would be delighted to see you at the meeting on ?? September xxxx but if you cannot make it along please do use your vote.

Yours sincerely

Secretary

Rural Stirling Housing Association