

## Board Effectiveness Policy

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Created: January 2019 (Approved at Board Meeting on 29.01.2019)

Reviewed: March 2019 (to include Development Committee and add Board/Chair profiles and roles); April 2020 (to change to synchronise the annual training plan with the Board session and to change the review date to January 2022)

Current To: January 2022

## Board Effectiveness Policy

### 1. Introduction

- 1.1 Ayrshire Housing is a tenant and community-controlled housing association. We are strengthened by our active membership base. Every tenant is a member of the association. In addition, we also seek to strengthen our roots in the wider community through attracting interested and committed individuals to become association members.
- 1.2 The Board of Ayrshire Housing has a responsibility to lead and direct the association to achieve good outcomes for its tenants and other service users.<sup>1</sup> To do so, the Board must have the right balance of skills, knowledge and diversity to provide capable leadership, control and constructive challenge to achieve the association's purpose, deliver good outcomes and manage its affairs.<sup>2</sup>
- 1.3 In this light, Ayrshire Housing wishes to adopt a comprehensive Board Effectiveness Policy that ensures the association is served by the most effective Board membership and demonstrates the esteem in which we hold our Board members. Ayrshire Housing believes that Board membership is a privilege rather than a right and that our tenants, other service users and stakeholders merit the highest standards of governance delivered by the most able Board at all times.
- 1.4 Ayrshire Housing will honour these principles by developing and supporting existing Board Members and by succession planning to recruit future Board members with the right experience, knowledge and skills to meet the association's needs. Our needs are regularly reviewed and articulated in our business plans, and so it is a fundamental requirement that the Board is able to ensure the delivery of our vision, mission, values and strategic objectives.
- 1.5 As Ayrshire Housing's corporate strategy is regularly refreshed to take account of opportunities and challenges, it is acknowledged that the skills, knowledge and experience required to lead the association will change in response to internal and external matters (i.e., strengths and weaknesses; and political, legal, economic, social; technological and environmental factors).
- 1.6 This policy sets out a range of methods of increasing and maintaining Board effectiveness, including:
- Appraisal of existing Board Members to assess their contribution to the association's business plan and identify any further development needs they have in order to deliver on the plan;
  - Training and development of existing Board Members to contribute further to Ayrshire Housing's Plan;

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<sup>1</sup> SHR Regulatory Standards of Governance and Financial Management, Standard 1.

<sup>2</sup> Ibid, Standard 6.

- Assessment of additional knowledge, experience and skills required on the Board as a whole to meet Ayrshire Housing's Business Plan;
- Succession planning to ensure that Ayrshire Housing has an effective Board to deliver our plans and achieve our purpose now and in the future;
- Recruitment and selection to secure the right knowledge, experience and skills to meet Ayrshire Housing's corporate needs; and
- Induction and integration for new Board Members.

1.7 As the primary purpose of the Board is to ensure that Ayrshire Housing fulfils its purpose, and the business plan and strategic objectives represent the association's plans for doing so, all of the measures included in this policy stem from the basis that the Board must be effective in developing, monitoring, controlling and delivering these plans.

## 2. Aims and Objectives

2.1 The principal aim of this Board Effectiveness Policy is to ensure that Ayrshire Housing is governed by an effective Board, able to achieve our purpose.

2.2 The key objectives of the Policy are to ensure that Ayrshire Housing:

- a) meets our regulatory and statutory governance obligations as a Registered Social Landlord and registered Charity;
- b) aligns our Board's capabilities with our business plan to ensure we achieve our purpose;
- c) takes a strategic approach to Board effectiveness, balancing continuity with attracting new knowledge, skills and diversity;
- d) supports and develops existing Board Members to contribute effectively to Ayrshire Housing's leadership, governance, strategy and performance;
- e) plans for the future when dealing with Board member recruitment, retention and development; and
- f) demonstrates effective and efficient governance of the association at all times to achieve good outcomes for our tenants and other services users.

2.3 Ayrshire Housing will follow best practice in building and maintaining our Board's effectiveness. This Policy reflects the requirements of the SHR's Regulatory Standards of Governance and Financial Management<sup>3</sup> and good practice guidance provided by the SFHA<sup>4</sup> and Glasgow and West of Scotland Forum of Housing Associations (GWSF).<sup>5</sup>

2.4 The Board Effectiveness Policy is aligned to other key Ayrshire Housing governance instruments including our Articles of Association, Code of Conduct, Annual

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<sup>3</sup> Scottish Housing Regulator, Regulatory Framework, Chapter 5 Regulatory Standards of Governance and Financial Management, 2012

<sup>4</sup> Governing Body Succession Planning and Recruitment Guidance, SFHA, September 2018

<sup>5</sup> Succession Planning: Attracting new board members and developing senior staff, April 2017

Declarations of Interest and Eligibility, Standing Orders, Board Members Handbook and Board member and Office Bearer role descriptions (see Appendices 2-5).

### 3. SHR's Regulatory Standards

- 3.1 The Board is aware that the SHR had been consulting on changes to its Regulatory Framework and Standards. This consultation has closed and a new Regulatory Standard and Framework is now in place.

The policy and processes attached take account of the impact of these changes, particularly in relation to revised Regulatory Standards 1 and 6. These are outlined below. It is clear from the nature and extent of the changes that the SHR is increasingly focussing on the competence of Board members.

**Figure 1:** SHR Regulatory Standard 1

**Standard 1: The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.**

**Guidance 1.1** The governing body set the RSL's strategic direction. It agrees and oversees the organisation's business plan to achieve its purpose and intended outcomes for its tenants and other service users.

**Guidance 1.2** The RSL's governance policies and arrangements set out the respective roles, responsibilities and accountabilities of governing body members and senior officers, and the governing body exercises overall responsibility and control of the strategic leadership of the RSL.

**Guidance 1.3** The governing body ensure the RSL complies with its constitution and its legal obligations. Its constitution adheres to these Standards and the constitutional requirements set out below.

**Guidance 1.4** All governing body members accept collective responsibility for their decisions.

**Guidance 1.5** All governing body members and senior officers understand their respective roles, and working relationships are constructive, professional and effective.

**Guidance 1.6** Each governing body member always acts in the best interests of the RSL and its tenants and service users, and does not place any personal or other interest ahead of their primary duty to the RSL.

**Guidance 1.7** The RSL maintains its independence by conducting its affairs without control, undue reference to or influence by any other body (unless it is constituted as the subsidiary of another body).

**Figure 2:** SHR Regulatory Standard 6

**Standard 6: The governing body and senior officers have the skills and knowledge they need to be effective.**

**Guidance 6.1** The RSL has a formal, rigorous and transparent process for the election, appointment and recruitment of governing body members. The RSL formally and actively plans to ensure orderly succession to governing body places to maintain an appropriate and effective composition of governing body members and to ensure sustainability of the governing body.

**Guidance 6.2** The governing body annually assesses the skills, knowledge, diversity and objectivity it needs to provide capable leadership, control and constructive challenge to achieve the RSLs purpose, deliver good tenant outcomes, and manage its affairs. It assesses the contribution of continuing governing body members, and what gaps there are that need to be filled.

**Guidance 6.3** The RSL ensures that all governing body members are subject to annual performance reviews to assess their contribution and effectiveness. The governing body takes account of these annual performance reviews and its skills needs in its succession planning and learning and development plans. The governing body ensures that any non-executive member seeking re-election after nine years' continuous service demonstrates continued effectiveness.

**Guidance 6.4** The RSL encourages as diverse a membership as is compatible with its constitution and actively engages its membership in the process for filling vacancies on the governing body.

**Guidance 6.5** The RSL ensures all new governing body members receive an effective induction programme to enable them to fully understand and exercise their governance responsibilities. Existing governing body members are given ongoing support and training to gain, or refresh, skills and expertise and sustain their continued effectiveness.

**Guidance 6.6** If the governing body decides to pay any of its non-executive members then it has a policy framework to demonstrate clearly how paying its members will enhance decision-making, strengthen accountability and ownership of decisions, improve overall the quality of good governance and financial management and deliver value for money.

**Guidance 6.7** The governing body is satisfied that the senior officer has the necessary skills and knowledge to do his/her job. The governing body sets the senior officers objectives, oversees performance, ensure annual performance appraisal and requires continuous professional development.

#### **4. Aligning Board, Governance Structure and Business Plan**

##### **4.1 Board**

Ayrshire Housing is managed by a Board of 12 persons, six each elected from, respectively, the community and tenant constituencies. Each year, the longest serving two members in the community and tenant sections retire but may seek re-

election (subject to serving at least two years). The Board will seek to fill any casual vacancies as soon as they arise.

#### 4.2 Governance Structure

There are currently four committees - Audit Committee, Development Committee, Health and Safety Committee and Human Resources Committee and one wholly owned subsidiary, Ayrshire Homestake Ltd. The committees have delegated powers to perform on behalf of Board in relation to designated functions, matters and services. The day to day operational activities of the association are managed by the Director and the Senior Management Team – Head of Housing Services and Head of Finance, who also normally provide administrative support to Ayrshire Homestake Ltd.

#### 4.3 Business Plan

Ayrshire Housing establishes a comprehensive business plan every four years and in the intervening years, there is an annual review. Such planning enables Ayrshire Housing's Board to assess and prepare for future internal and external opportunities and challenges. An excerpt of Ayrshire Housing's Mission, Values, Vision and Key Aims from the current plan is set out in Appendix 1.

**Figure 3:** The Key Components of Succession Planning, SFHA Guidance, Section 3

'It is essential that the business planning process considers the challenges that the governing body is likely to have to address to ensure the effective achievement of the organisation's goals over the period of the plan – and beyond – and to plan accordingly. Some of the questions to be considered include:

- What skills, knowledge and experience do the governing body need to support the delivery of the agreed objectives?
- If new initiatives are to be undertaken, does the governing body need to recruit specific skills and/or do current members need to undertake some additional training?
- If the focus of the organisation is likely to change e.g. a less (or more) active development role, does the current governing body have an appropriate range of skills, knowledge and experience to oversee both the change and the future focus?
- If a new sub-committee is to be established, are there enough governing body members to support it?
- If a subsidiary is to be established, or an existing subsidiary is to become more active, does its Board have the required range of skills, knowledge and experience?

The business plan should include specific consideration of the governance and leadership implications for the whole organisation'.

## 4.4 Alignment

Ayrshire Housing will consider the governance and leadership implications for the whole association arising from our business plan (including our governance structure), and set out the actions we will take to ensure these are fit for purpose. Ayrshire Housing will integrate this Board Effectiveness Policy with our corporate review processes to ensure that:

- we are aware of and address any knowledge and skills gaps that may exist to ensure that the Board:
  - has the right skills, knowledge and experience to lead and direct Ayrshire Housing and exercise overall responsibility and control of the strategic leadership of the association. Please see Regulatory Standards 1.1 and 1.2 above.
  - challenges, holds to account and supports senior management to achieve their goals and targets as contained in the business plan and operational delivery plan. Please see Regulatory Standard 1.5 above.
  - makes decisions that are in the best interests of the association, our tenants and other customers. Please see Regulatory Standard 1.6 above.
- our governance structure and leadership is appropriate to deliver our business plan.

## 5. Board Support and Development

### 5.1 Support and Development

The association needs to ensure that our Board is equipped with sufficient expertise, knowledge and skills to exercise capable leadership and control of the association. We are therefore committed to supporting and developing the capability of our Board members in the following ways:

- an induction programme for new Board members that includes assessment of their training and development needs to enable them to undertake their roles and responsibilities (please see Regulatory Standard 6.3 above);
- annual appraisals for all Board members to review their performance and effectiveness (please see Regulatory Standard 6.1 above);
- an assessment of the continued effectiveness of Board members with 9 or more years of continuous service (please see Regulatory Standard 6.2 above);
- an assessment, involving all Board members, of the effectiveness of the Board as a whole (please see Regulatory Standard 6.3 above);
- a training and development plan designed to support individual members in their role to enhance their effectiveness on the Board (please see Regulatory Standard 6.3 above); and

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- a corporate training and development plan for the Board as a whole, designed to meet the needs of the association (please see Regulatory Standard 6.3 above).

Further detail on these measures is provided below.

## 5.2 Induction

An induction programme will be provided for new Board members who will meet with the Chair and Director during this process. The induction programme commences in advance of the new member's first meeting (when they will be asked to sign the Code of Conduct) and will be completed within the first three months of the individual becoming a member of the Board. The induction will include the following (and any other relevant information):

- Background to Ayrshire Housing including services provided, customer profile, governance structure (Ayrshire Housing's Board membership, committees and subsidiaries), staff team and structure;
- Ayrshire Housing's Memorandum and Articles of Association;
- SHR's Regulatory Standards;
- OSCR Guidance for Trustees;
- Ayrshire Housing's Role Description for Board members and the Office Bearers' role descriptions (see Appendices 2-5);
- Ayrshire Housing's Code of Conduct for Board members (which they will be required to sign);
- Ayrshire Housing's Declarations of Interest (which Board members will be required to complete and sign);
- Ayrshire Housing's Board Effectiveness Policy;
- Ayrshire Housing's Entitlements, Payments and Benefits Policy;
- Ayrshire Housing's Board Members Handbook;
- Ayrshire Housing's current Business Plan including financial forecasts and risk map;
- Annual budget and most recent Management Accounts and financial statements;
- Most recent performance report;
- Schedule of Board and Committee meetings for the coming year, and the AGM;
- Papers from the most recent Board meeting;
- Jargon buster;
- Board member's expenses form.

It is recognised that some of this information may already have been provided during the recruitment and selection process, however, a consistent induction programme enables Ayrshire Housing and the new member to ensure that there is a good understanding of the above.



### 5.3 Appraisal

5.3.1 Ayrshire Housing's appraisal form will cover key areas to assess the skills, knowledge and experience of the Board as a whole and of individual members in relation to the association's business plan and the SHR's Regulatory Standards. These areas help to inform the respective training and development plans in order to improve the effectiveness of the Board.

5.3.2 A Board members' appraisal form will be issued annually, structured to reflect on Ayrshire Housing's strategic objectives and the competencies necessary to meet the SHR's Regulatory Standards (e.g. capable leadership) and our Code of Conduct.

The appraisal process will involve seeking information on the following:

- a) Individual Board members' contribution to Ayrshire Housing;
- b) A review of what makes being a member of the Board rewarding/satisfying;
- c) Performance of Board members e.g. attendance at meetings and training;
- d) Individual training and development needs;
- e) Future interests/ intentions (e.g. seeking office-bearing roles or impending retirement);
- f) Effectiveness of Board composition;
- g) Training and development needs of the whole Board with respect to meeting the requirements of Ayrshire Housing's Articles, SHR Regulatory Standards, OSCAR Trustee Guidance, Ayrshire Housing's Code of Conduct and our strategic objectives and key competencies;
- h) Board/staff relations (please see Regulatory Standard 1.5).

5.3.3 Ayrshire Housing will analyse skills gaps arising for the Board as a whole and for individual Board members; we will then create, implement and monitor a comprehensive corporate training plan and individual plans respectively to enhance Board members' contribution and the effectiveness of the Board as a whole.

**Figure 4:** Annual Reviews/Appraisals SFHA Guidance September 2018, section 3.3

'Every RSL is required to implement a programme of annual reviews of the contributions made by individual members of the governing body to the organisation's governance. These reviews should be undertaken in the context of the organisation's business plan and should be informed by an overall assessment of the effectiveness of existing governance arrangements. The annual review should take account of how the individual can support the organisation to deliver its business plan objectives over the period of the plan.

Training and development requirements/priorities to support individual contributions should be discussed and incorporated into the collective annual governing body Development Plan.'

A key element of the annual review should be consideration of the individual's future intentions: do they intend to stand for re-election at the end of their current term? Are they interested in becoming an office-bearer?

At the conclusion of the annual reviews, there should be clarity about the potential for current governing body members to take on office-bearing roles, their associated training and development needs and there should also be as much clarity as possible about intended retirements in the short to medium term. This information should be presented to the governing body as a 'succession plan.'

5.3.4 The appraisal process will be carried out each year by the Chairperson of the Board (with independent support as necessary). The Chairperson of the Board will be appraised each year by a panel of three Board members, including the Vice Chair (with independent support as necessary).

#### 5.4 Training and Development

5.4.1 Training and development may be provided to the full Board and individual members in a number of ways, such as:

Internally:

- Training and awareness sessions for the Board delivered by Ayrshire Housing staff or agents;
- Policy briefings;
- Strategy development events.

Externally:

- Attendance at relevant conferences and seminars;
- Attendance on relevant courses and workshops;
- Attendance at relevant RSL and related forums.

External courses may include short, open, certified or accredited courses.

#### 5.4.2 Corporate Training and Development Plan

The training and development plan for the Board as a whole will be set out annually with:

- training/development topic;
- source of training/development;
- expected outcomes;
- anticipated cost; and
- dates.

Ayrshire Housing expects all Board Members to attend such corporate training events, unless it can be demonstrated that individual members already meet Ayrshire Housing's needs in respect of given training or development topics. This is to ensure that the Board is as effective as possible in relation to the subject matter in hand. The annual plan will be presented to the Board for approval and following this, the budget will include the anticipated cost. Progress, attendance and outcomes from the corporate training plan will be reported to and monitored by the Board quarterly.

#### 5.4.3 Individual Training and Development Plans

The training and development plan for individual Board members will be set out in draft following the appraisal process for agreement with the member concerned. Priority will be given to subjects directly linked to improving the member's effectiveness in contributing to the business plan and meeting the requirements of the SHR's Regulatory Standards.

The individual plans will be collated and anonymised for presentation to the Board for approval based on the following information:

- training/development topic;
- source of training/development;
- expected outcomes;
- anticipated cost; and
- dates.

Ayrshire Housing expects individual Board members to attend such training/development events to ensure their contribution is as effective as possible. Once the collated annual plan is approved by the Board, the anticipated cost will be included in the budget. Progress, attendance and outcomes from the collated individual plan will be reported to and monitored by the Board quarterly.

## 6. Succession Planning

6.1 Succession planning is essential to ensure that the Board is able to plan for and manage turnover within the Board e.g. through retirements or fixed term appointments. Good succession planning enables Ayrshire Housing to anticipate and prepare for such change and ensure we have the right people with the right skills at the right time to lead and direct the association without interruption. This is critical to the achievement of our business plan, and a key element of our management of risk.

6.2 As can be seen in section 5 above, our approach to appraisal is designed to anticipate future changes and future needs. Our approach to training and development is designed to optimise the contribution of current Board members while taking account of their future intentions. Our approach to induction is designed to ensure change is as seamless as possible for continuity in the delivery of our business plan and to manage our risks.

**Figure 5:** What is Succession Planning? - SFHA Guidance, September 2018, Section 2

‘Essentially, succession planning is about planning ahead and trying to future-proof the organisation. It is an important component of both business planning and risk management as successful succession planning should ensure that an organisation has the right people in the right places at the right times to lead and direct it effectively. Succession planning should ensure that the governing body is able to plan and manage turnover amongst its own members and to anticipate and prepare for change. Training, development and recruitment should be informed by succession planning. Many of the activities that well governed organisations undertake contribute to succession planning.

There are two, equally important starting points for effective succession planning:

- Assessing the current skills, knowledge, experience and diversity that are represented by the governing body;
- Considering the ‘fit’ between the current profiles and what is required to deliver the corporate plan.

These starting points mean that there has to be clarity about:

- what the organisation is aiming to achieve – as set out in the business or corporate plan;
- the respective roles of governing body members - described in role descriptions and standing orders;
- the current strategic policy and operating environments – considered as part of the environmental scanning that informs the corporate plan;
- current strengths and weaknesses - assessed by SWOT, PESTLE and other similar exercises;
- how the organisation might change over the next business planning period and what the implications of change are – part of the business planning process;
- future intentions/plans of governing body members (long-term commitment; planned retirement; fixed term appointments etc.) – assessed as part of the annual governing body member reviews/appraisals.’

6.3 In keeping with good practice, Ayrshire Housing’s succession planning will:

- a) **Look ahead three years** to how the Board will change e.g. retirements, end of fixed term appointments etc, and endeavour to ensure that the extent of change in any one year is manageable. We will do so on the basis of our needs to fulfil the business plan and through the appraisal process where members outline their future intentions.

- b) **Consider the ‘fit’ between the Board profile and collective skills assessment** to identify any gaps and plan to address these e.g. finance, human resources.
- c) **Identify new or additional knowledge/expertise that might be useful** to enable us to deliver our strategic objectives and target training and/or recruitment on these specific areas e.g. new initiatives or specialisms, such as finance.
- d) **Consider internal capacity building prior to recruitment** by assessing whether training existing members could develop the collective profile of the Board. We acknowledge that we cannot place specific responsibility on an individual Board member since all Board members are equally responsible and Ayrshire Housing cannot rely on advice provided by a Board member in the same way as we can on formally obtained advice.
- e) **Ensure that there is a good spread of knowledge and experience** for all Board members rather than silo specialisms e.g. where individuals only have expertise in one area of Ayrshire Housing’s business.
- f) **Avoid concentrating experience** in a small number of people by limiting members to one office bearing role at any one time
- g) **Consider the nature of the collective experience of the Board** by assessing the average length of service to calculate the relative ‘age’ of the Board in terms of experience. This will help us ensure that we achieve the right balance between too little change (in terms of range of experience) and too much change (in terms of degree of inexperience).
- h) **Monitor the demographic profile** to endeavour to achieve a Board that is balanced in terms of age, gender, and economic activity to reflect the local community and national demographics in terms of disability, ethnicity and other protected characteristics. We will consider the type of support that could be offered to encourage volunteers from under-represented groups, particularly in relation to reasonable adjustments we could make to support individuals to take up a Board role. We will include a demographic assessment of Ayrshire Housing’s client group in our business plan and reflect on this in our succession planning.
- i) **Anticipate retirements** by identifying members’ future intentions in the appraisal process. We will pay particular attention to the potential loss of particular and necessary experience over the coming three years and prioritise attracting people with similar experience as soon as practicable.

**Figure 6:** Targeting New Members, GWSF Succession Planning Research, P6

‘In both survey responses and interviews the majority of respondents demonstrated a proactive approach to targeting new types of board members. In particular, organisations are keen to ensure that they have a balanced

demographic mix on their boards certainly in terms of age but also in terms of gender and ethnicity. In some cases this targeted on augmenting the board membership with new members who have specific skills, for instance in relation to finance. For some members the solution is to recruit professional board members from outwith the area; for others the answer is to try to recruit local people who possess the relevant skills.'

## 7. Election to Board

- 7.1 Every year, the two longest service Board members in each category stand down subject to being guaranteed at least two years' service since their last appointment. These members can stand for re-election. In the case of a member with nine or more years' continuous service, they must demonstrate to the Board and general membership their continued capability and capacity to contribute to the association's good governance before seeking re-election.
- 7.2 Ayrshire Housing believes that the cyclical arrangement benefits the association as there is a level of continuity and consistency within the Board at all times, yet it provides an opportunity to refresh the Board with people who can bring new experience, knowledge and skills to the association.

**Figure 7:** Nine-year rule, SFHA Guidance, September 2018, section 3.4

'...The Governing Body is able to assure that any non-executive member seeking re-election after nine years' continued service can demonstrate their continued effectiveness.'

In these circumstances, an experienced governing body member requires the endorsement of the governing body in order to stand and be successfully elected by the membership at the AGM. The governing body's endorsement of such nominations should be based on the outcome of the annual review following a recommendation from the Chair'.

- 7.3 SHR's Regulatory Standards require that the Board 'is able to assure that any non-executive member seeking re-election after nine years' continuous service can demonstrate their continued effectiveness'. This being the case, Board members with 9 or more continuous years' service are required to demonstrate their continued objectivity, challenge and effectiveness to be able to stand for re-election at the AGM. Such members will complete a self-assessment of their continued effectiveness for discussion with a panel involving 3 members of the Board appointed for this purpose (all of whom will have less than 9 years' continuous service). The panel will then recommend to the Board whether to endorse their candidature of the individual to stand for election by Ayrshire Housing's membership. The Board will make this decision ahead of the call for new Board members.

**Figure 8:** Membership Policy, SFHA Guidance, September 2018, section 3.6

'To be an elected member of the governing body of a registered social landlord, individuals first need to be members of the RSL. Membership eligibility is determined by the membership policy, which should be kept under review by the governing body. It is, of course, essential that the membership policy enables the RSL to attract people who support the organisation's objectives and share its values and ethos. But, it is equally important that it also supports the recruitment of people who are likely to be able to offer the range of experience that is identified in the governing body profile as being required.

This means that the membership policy should be reviewed regularly, as part of the business planning process, to ensure that it continues to meet the organisation's requirements. It is also important to ensure that the membership policy is not too restrictive in terms of eligibility. The bigger the 'pool' of shareholding members, the more likely you will be able to attract potential members to the governing body with the experience and knowledge that you've identified as being required (See Appendix C, "Is a Governing Body Member suitable?").'

7.4 In the event that the Board cannot endorse the candidature of a given member, the member concerned is expected not to seek re-election at the forthcoming AGM. Failure to comply with this provision will be considered a breach of the Code of Conduct, which requires steps to be taken to remove them from membership of the association.

7.5 Critically, membership of the Board will be directly linked to Ayrshire Housing's objectives. The Board will identify the need to attract new members with specific skills and/or demographic and ethnic profiles, which will enhance the skills and experience of the Board.

## **8. Board Recruitment**

### **8.1 Recruitment Strategy**

Ayrshire Housing will develop an annual recruitment strategy for Board membership and implement this in a transparent, structured and timely manner. This will be based on our business plan and focus on addressing gaps in experience, knowledge and skills needed to deliver on Ayrshire Housing's plans.

8.1.2 The intention is that a potential pool of new Board members is developed principally from within the association's membership base, which includes all its tenants. It is intended that potential new members are identified in advance of members retiring to achieve as smooth a transition as possible, ensuring continuity of Ayrshire Housing's business.

8.1.3 Ayrshire Housing will take account of the following considerations in our recruitment strategy:

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- **The range of skills, knowledge, experience and attributes** that we have identified to be needed collectively to deliver our agreed objectives. This will emerge from the annual review of the effectiveness of the association's governance arrangements i.e. the 'profile' of the current Board and our governance structure. The profile will be used to assess other key competencies being sought to equip the Board for the coming year.
- **How our recruitment priorities have been identified** our methodology for doing so will be based on our corporate planning, annual reviews and succession planning. These exercises identify specific areas of experience, skills or knowledge that the Board anticipates will be required, and consequently inform our training and recruitment plans.
- **The ways in which opportunities to join Ayrshire Housing and the Board will be promoted** (e.g. via the website and tenants' newsletter; advertising; approaches to local groups etc.). The strategy will set out the methods that Ayrshire Housing will use so that our approach to recruitment is transparent. The strategy may also include a range of methods including open advertising in the local media and trade press; use of social media; or/and use of specialist recruitment agencies.

We may target specific groups of people (e.g. age ranges, people with specific experience or needs) and/or approach specialist organisations. Examples include:

- **Our Tenants**, we will promote opportunities and the skills sought to participate in the Board through our tenant participation/scrutiny activities;
- **Organisations that support volunteering**, who put potential volunteers in touch with an organisation that can make use of their skills;
- **Local Schools**, including consideration of offering 16-18 year olds the opportunity to 'shadow' a Board member;
- **Colleges and Universities**, potentially valuable in providing access to expertise and knowledge, e.g. business, education, marketing, media and communication, law, finance, accountancy, planning, construction; and
- **Advertising in specialist publications**, targeting relevant professional or trade journals to attract people who are keen to use their professional skills and knowledge for the benefit of others, e.g. accountants, legal, planners, architects, health care.

8.1.4 As our Articles of Association require us to publicly advertise, the Board will approve an appropriate budget for this expenditure.

## 8.2 Information for Potential Applicants

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In order to provide a clear picture of Ayrshire Housing, how we work and our expectations of applicants, the following information is provided to all those interested in applying for Board membership within Ayrshire Housing's Company Profile document and on our website:

- the most recent Annual Report;
- background information about Ayrshire Housing;
- Board member role description, profile and anticipated time commitment;
- Ayrshire Housing's Code of Conduct for Board Members;
- the remit for the Board;
- an application form;
- induction support;
- information about the recruitment process;
- The benefits that membership of the Board can offer;
- eligibility criteria for Board Members (i.e. based on the rules and statutory requirements including OSCR); and
- The electoral process.

### 8.3 The Electoral Process

Ayrshire Housing aims to have an active relationship with its members who include all its tenants. One key way of doing this is to facilitate as much as possible open competition for places on the Board.

To aid informed choices by potential candidates, the call for candidates will make clear both the general attributes of the posts and any specific skill needs that the Board has identified. The Board member profile (see Appendix 2), Code of Conduct and the Company Profile will be made available to potential candidates. Candidates must make a written statement (of about 50 words) and will be required to confirm that they will sign the Code of Conduct if elected.

Retiring Board members seeking re-election must submit a candidate's statement even if there is no competition for places. They will be asked to comment specifically on why a further term of office is in the interests of the association. This is a specific obligation if they have already served consecutive terms totalling 9 years or more.

In the event of an election, each voting member will alongside the candidates' statements also receive a copy of the Board member's profile and for retiring members whether or not the candidature has the support of the Board. In addition, the overall length of service and attendance record since the previous AGM will also be given for retiring members seeking re-election.

Elections are conducted using the single transferrable vote system to ensure that those elected reflect the interests of the membership as much as is practicable. The results of the postal ballots will be announced at the AGM.

## 8.4 Casual Vacancies

For casual vacancies, the Board will maintain a waiting list of individuals (with their permission) who are interested in such opportunities and/or we may advertise in appropriate outlets reflecting the nature and time duration of the vacancy.

## 9. Election of Office Bearers

### 9.1 Election of the Chair

It is the Chairperson's responsibility to lead the Board and therefore it is essential that the Chairperson has the right skills, knowledge and behaviours to lead the strategic direction of Ayrshire Housing. In keeping with the SHR's Regulatory Framework and our Rules, the Chairperson can only hold this position for a continuous period of 5 years.

9.1.1 In light of the importance of this role, Ayrshire Housing will consider what experience is likely to be needed about 12 months before the transition to a new Chair is expected, and use the feedback as the basis for a discussion and review of the role profile and person specification.

9.1.2 Chairs are elected annually at the first Board meeting after the AGM. The Board may however make an appointment with a view to the Chair subject to appropriate performance serving for two to three terms. This may contribute to the long-term governance and assist transitions to a new Chair.

In applying the profile and role description (Appendices 4 & 5) for the role of Chair, the Board will consider:

- **How long the Chair will be expected to serve?** Chairs are elected annually by the Board, however Ayrshire Housing's medium to longer term plans and the impact a Chair could make will inform the most likely period of office e.g. 3 years (rather than the maximum permitted continuous period of office of five years). This is in keeping with our commitment to maintain our focus on succession, while enabling Ayrshire Housing to extend the period of office by one or two years should this be appropriate to the association's needs.
- **Other external experience.** When considering the experience that a new Chair is expected to bring to their role, the Board will take account of experience gained by Board members from outwith as well as within Ayrshire Housing. This will allow Ayrshire Housing to consider for Chair someone who may have recently joined the Board and has:
  - valuable and relevant experience as an office-bearer in another sector;
  - a sound understanding of Ayrshire Housing, our ethos and priorities as well as the culture of the RSL sector; and
  - the capacity to transfer their skills, knowledge and experience successfully and appropriately from one sector to another.

9.1.3 Ayrshire Housing will be rigorous and transparent about the election of our Chair by adopting the following process:

- (a) Expressions of interest for the Chair will always be sought in advance of the first meeting of the Board following the AGM.
- (b) Require potential candidates, in advance of the Board meeting, to submit a written statement to their colleagues.
- (c) Expressions of interest will be accompanied by information provided by the candidates which explain how they meet the requirements of the agreed role description and person specification. This is important for Board members to be able to consider who they believe is best suited to the role and balance the need for continuity with the acquisition of new experience, knowledge and skills.
- (d) For the period between the AGM and election of office bearers the previous Chair may, if willing, continue in that role. Failing this, another current office bearer may assume the role. The election process for the Chair will be led by AH's Senior Officer.

9.2 Election of Vice Chair(s)

9.2.1 Up to two Vice Chairs are elected annually at the first Board meeting after the AGM. The Board may however make an appointment with a view to a Vice Chair subject to appropriate performance serving for two or three terms. This may contribute to the long-term governance and assist transitions to a new Vice Chair.

9.2.2 Ayrshire Housing recognises that the role of a Vice Chair is important in its own right, supporting the Chair and perhaps undertaking specific responsibilities in line with the association's needs. For this reason, Ayrshire Housing will consider what experience is likely to be needed about 12 months before the transition to a new Vice Chair is expected and use the feedback as the basis for a discussion and review of the role description (with specified responsibilities beyond supporting the Chair as necessary) and person specification.

9.2.3 The profile and role description for the vice chair follows those of the Chair:

- **How long the Vice Chair will be expected to serve?** Vice Chairs are elected annually by the Board, however Ayrshire Housing's medium to longer term plans and the specific responsibilities of the Vice Chair will inform the most appropriate period of office e.g. 2 years. This is in keeping with our commitment to maintain focus on succession, and builds the Board's capacity to replace the Chair as necessary e.g. during an expected 3-year term for a Chair, there would be two individuals with experience of being the Vice Chair. As for the role of Chair, Ayrshire Housing would be able to extend the period of office by one year should this be appropriate to the association's needs.

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- **Other external experience.** When considering the experience that a new Vice Chair is expected to bring to their role, the Board will take account of experience gained by Board members outwith as well as within Ayrshire Housing. This will allow Ayrshire Housing to consider for Vice Chair someone who may have recently joined the Board and has:
  - valuable and relevant experience as an office-bearer in another sector;
  - a sound understanding of Ayrshire Housing, our ethos and priorities as well as the culture of the RSL sector; and
  - the capacity to transfer their skills, knowledge and experience successfully and appropriately from one sector to another.

9.2.4 Ayrshire Housing will be rigorous and transparent about the election of a Vice Chair by adopting the process outlined in section 9.1.3 (a-d).

### 9.3 Company Secretary

The role of Company Secretary is performed by the Head of Finance.

### 9.4 Committee Chairs

These are appointed by each committee in accordance with committee remits and standing orders, which are contained in the Members Handbook.

## 10. Governing Body Development Cycle

10.1 The timeline for appraisal of existing members will be as set out below:

|  |            |
|--|------------|
| Appraisal Process.   | Feb- April |
| Skills gap assessment, corporate and individual training plans for existing members. | May        |
| Training plan approved by the Board and implemented.                                 | June       |

10.2 The timeline for recruitment of new members will be as set out below:

|   |                         |
|---|-------------------------|
| Review of succession plan by the Board.                                       | May                     |
| Recruitment strategy approved by the Board.                                   | May                     |
| The closing date for expressions of interest is 56 clear days before the AGM. | Usually by early August |

10.3 The timescales for Induction will be as set out below:

|                                |  |
|--------------------------------|--|
| Induction programme initiated. | Immediately post AGM or date of appointment. |
| Induction programme concluded. | Within 3 months of election or appointment.  |

## **11 Board Effectiveness Action Plan**

Ayrshire Housing will prioritise the development of a detailed action plan on the completion of each Board review cycle.

## **12. Reporting and Monitoring Board Effectiveness**

Ayrshire Housing's Senior Officer will report to the Board on Board Effectiveness quarterly to enable the Board to monitor progress with:

- the Action plan developed under section 11 above;
- members' performance;
- progress with training and development plans;
- induction processes completed;
- succession plan review; and
- recruitment strategy.

## **13. Review of Policy**

The Governing Body Effectiveness Policy will be reviewed by the Board in January 2022.

### **Introduction**

We are one of Ayrshire's leading housing associations. With a heritage of almost 30 years of community and tenant focused work, we now have a stock of over 1,500 houses. We have ambitious plans which build on our track record of award winning developments. We will continue to back this up with a focus on high quality housing services. We are developing new ways of providing services without ever losing sight of the importance of a personal touch. Our commitment to community and tenant control remains undiminished as we meet new challenges.

### **Our Mission**

We aim to enhance the wellbeing of our tenants and the wider communities of Ayrshire through high quality housing and related services.

### **Our Values**

Our mission is underpinned by these core values:

- We listen - to everyone we work for and with.
- We engage - as we actively involve our tenants, the community and our people in shaping our work.
- We show respect - as we strive to provide equal and accessible services to all.
- We seek challenge - to ensure best value to our tenants and wider community benefits.

These values shape the work of all Ayrshire Housing's people. They are markers for what all should expect from us.

### **Our Vision for Ayrshire Housing**

Our enduring vision for Ayrshire Housing is to:

- Be valued by all our tenants and other service users.
- Increase the wellbeing of our communities.
- Provide more affordable housing.
- Be seen as a distinctive and effective organisation by the people of Ayrshire.

We aim to confirm our vision to all we work for and with over the next three years. Our vision underpins the detailed objectives set for our day to day work.

## **Our Key Aims Over the Next Three Years**

Here are our key aims in working for the benefit of our tenants and communities, and all who can benefit from our work:

- To deliver excellent service which our tenants appreciate;
- To enhance our tenants' quality of life;
- To ensure that our neighbourhoods remain desirable places;
- To build new houses to meet needs across our communities;
- To bring additional value through our projects and services;
- To be always open to new ideas.

## **BOARD MEMBER PROFILE**

### **PURPOSE**

The profile is intended to assist individuals considering joining the Board. It outlines the interests and skills which Ayrshire Housing's members consider are required for the association's effective management. It supports the Board member role description. It is not expected that Board members possess all or even the majority of the attributes outlined below. Rather the aim is to ensure through the electoral process and a commitment to training that all the attributes are present around the Board table in sufficient depth.

Each Board member should be committed to furthering the interests of our tenants and generally the communities of Ayrshire. Each Board member should possess a knowledge of either tenant affairs, public and voluntary service, or business and professional activities.

Ayrshire Housing is committed to promoting good governance. It is expected that Board members will uphold the requirements of the association's Code of Conduct and generally act in accordance with the Scottish Housing Regulator's regulatory standards and those of the Office of Scottish Charities Regulator.

The Board may also use this profile to assist it in making co-options to fill any casual vacancies that may occur.

### **BOARD MEMBER ATTRIBUTES**

Committed to:

- Ayrshire Housing's aims and objectives.
- The communities of Ayrshire.
- The interests of our tenants and other users of our services.

Knowledge and skills:

(one or more of the following)

- Community and/or tenant involvement.
- Housing policy and practice.
- Social and health issues.
- Construction and the built environment.
- Finance and risk management.
- Knowledge of our partners.
- Committee experience.



- Public relations.

Other attributes:

- A commitment to equal opportunities.
- A willingness to learn and develop.
- A team player.
- A basic commitment to about 10 early evening meetings a year.

## Board Member's Role Description

### INTRODUCTION

This role description has been prepared to set out the responsibilities that are associated with being a Board member of Ayrshire Housing. It should be read in conjunction with the Board member's profile and the member's handbook.

The role description reflects the principles of good governance and takes account of the expectations of the Scottish Housing Regulator's regulatory guidance and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).

Ayrshire Housing does not set minimum 'qualifications' for Board members but, from time to time, we will seek to recruit people with specific skills and experience based on an annual assessment of the availability of the range of skills and experience that the Board needs to fulfil its purpose. We will do this through the annual calls for new Board members and by making Ayrshire Housing's electorates aware of the key attributes being sought.

### MAIN RESPONSIBILITIES

Each Board member's primary responsibilities are, with her or his colleagues, to:

- Promote and uphold the values of Ayrshire Housing.
- To set the tone for Ayrshire Housing's work.
- Oversee Ayrshire Housing's affairs and ensure compliance with statutory and regulatory requirements.

Responsibility for the operational implementation of the association's strategy and policies is delegated to the Chief Executive Officer (styled the "Director"). He or she is also the primary source of advice for the Board.

### KEY EXPECTATIONS

Ayrshire Housing has a Code of Conduct for Board members which every member is required to sign on an annual basis.

Each Board member is expected to contribute constructively to the work of the association. Each member must accept and share collective responsibility for the decisions properly taken by the Board.

Each member must act only in the best interests of the association and the users of its services, and not on behalf of any constituency, other organisation or interest group. Although members may have been elected or nominated by a particular stakeholder group, their overriding loyalty must be to Ayrshire Housing as a whole.

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## **MAIN TASKS**

- To contribute to formulating and regularly reviewing the association's aims, objectives and performance standards.
- To monitor the association's performance.
- To ensure that the association operates within and is compliant with the relevant legal and regulatory frameworks.
- To ensure that the association is adequately resourced to achieve its objectives and meet its obligations.
- To ensure that risks are realistically assessed, and appropriately monitored and managed.

## **DUTIES**

- Act at all times in the best interests of Ayrshire Housing.
- Attend and be well prepared for meetings of the Board and any Committees.
- Contribute effectively to discussions and decision making.
- Accept collective responsibility for decisions, policies and strategies.
- Take part in training and other learning opportunities.
- Maintain and develop personal knowledge of relevant issues and the wider housing sector.
- Represent the association positively and effectively in local communities, and when attending meetings and other events.
- Respect and maintain the confidentiality of any sensitive information.
- Treat colleagues with respect and foster effective working relationships within the Board and between the Board and staff.
- Attend and participate in reviews of the Board's performance, both at individual and collective levels.
- Be aware of and comply with the restrictions on payments and benefits.
- Register any relevant interests as soon as they arise and comply with the association's policy on managing conflicts of interest.

## **COMMITMENT**

The basic commitment is to prepare for and attend roughly 10 early evening meetings a year. In addition, Board members are encouraged to make themselves available for service on the Audit Committee and ad-hoc committees dealing with tenancy, staffing and other matters. A commitment to training and personal development is also expected.

## Chair's profile

### PURPOSE

This profile describes the range of characteristics that Ayrshire Housing is looking for in the Chair. It supports the Chair's role description. It is not expected that the Chair is able to demonstrate all of the attributes below. Rather the Chair (and Vice-Chair) will be expected to possess a selection of those attributes that are required at her or his appointment. The Board will use this profile to inform their selection of the Chair and Vice-Chair at the first meeting after each AGM.

Ayrshire Housing is committed to promoting good governance. It is expected that the Chair will uphold the requirements of the association's Code of Conduct and generally act in accordance with the Scottish Housing Regulator's regulatory standards and those of the Office of the Scottish Charities Regulator.

### IDEAL ATTRIBUTES

Committed to:

- Ayrshire Housing's aims and objectives.
- The communities of Ayrshire.
- The interests of our tenants and other users of our services.

Experience of:

- Any other organisation that is focused on people and service delivery.
- Membership, current or previous, of other bodies, including experience as a chair or convenor.
- Management and leadership in a voluntary or employment capacity.

Knowledge and skills:

- Ability to chair meetings impartially, inclusively and effectively.
- Good inter-personal skills.
- Ability to lead but also to delegate.
- Knowledge of Ayrshire Housing's operating and policy environment.
- Effective communication skills in a variety of settings.

Other attributes:

- Time – e.g., a commitment to meet with the CEO at least twice a month.

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- Enthusiasm.

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## Chair's Role Description

### INTRODUCTION

This role description sets out the main duties and responsibilities that are attached to the office of Chair (and Vice-Chair of Ayrshire Housing). It reflects the principles of good governance and takes account of the expectations of the Scottish Housing Regulator and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).

This role description should be considered alongside the general role description for Board members.

In the absence of the Chair, the duties described here will be undertaken by the Vice-Chair, in accordance with the association's Standing Orders (contained within the Board Member's Handbook).

### PRIMARY RESPONSIBILITIES

The Chair must act and be seen to act, at all times, on behalf of the Board as a whole.

The Chair's primary responsibilities are to:

- Lead and provide direction to the Board.
- Work effectively and constructively with the Director (CEO).
- Promote good governance.
- Represent Ayrshire Housing effectively.

### LEADERSHIP AND DIRECTION

The Chair is expected to:

- Promote, uphold and communicate Ayrshire Housing's aim and objectives.
- Promote and uphold the Code of Conduct for Board members.
- Demonstrate and support the principles of good governance at all times.
- Set the style and tone of Board meetings to ensure effective and participative decision making.
- With the Director (CEO), to ensure that the necessary arrangements are in place to enable the association to honour its obligations, achieve its objectives and meet agreed targets.
- Ensure that the Board has 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 both new and experienced Board members by promoting access to relevant induction, training and development opportunities and by meeting annually with individual members to review their contributions and plan future development.

## **WORKING WITH THE DIRECTOR (CEO)**

The Chair should:

- Establish a close and constructive relationship of mutual trust and support with the Director (CEO) and ensure that their respective roles of leading and managing are recognised and promoted effectively.
- Plan Board meetings and ensure the efficient and effective conduct of business.
- Ensure that the conduct of business continues effectively between meetings of the Board 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 new Director (CEO), in consultation with EVH.
- Carry out, with a panel of Board members, the Director's (CEO) annual appraisal.
- Ensure that appropriate arrangements are in place and implemented effectively for the support of the Director (CEO).
- In the event that it is necessary, be responsible for dealing with grievance or disciplinary action in respect of the Director (CEO), in accordance with the conditions of service.

## **PROMOTING GOOD GOVERNANCE**

The Chair should:

- Promote and demonstrate the highest standards of integrity and ethical conduct
- Uphold the Code of Conduct.
- Chair all general meetings of the association.
- With the Vice-Chair, chair all Board meetings of the association.
- Ensure that all members of the Board have an opportunity to contribute to discussion and consideration of all matters requiring their attention.
- Ensure that all members of the Board receive accurate and timely information to enable sound and well informed decisions to be taken and make sure that deadlines for decision making are realistic.
- 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.
- Maintain contact with Board members between meetings as necessary.

## **Representation and Communication**

The Chair should always:

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- Promote, uphold and communicate the good name of Ayrshire Housing.
- Promote and enhance the association's reputation through effective representation both locally and on a wider scale.
- Contribute to discussions and negotiations with partners and stakeholders on behalf of Ayrshire Housing.