

## RECRUITMENT OF BOARD MEMBERS - POLICY

### 1.0 INTRODUCTION

- 1.1 This document describes our arrangements for recruiting new Board of Management Members.
- 1.2 Under our Rules, the Board of Management must have a minimum of 7 and a maximum of 15 Members (including any co-optees).
- 1.3 We will regularly review the skills and knowledge that the Board of Management needs to be effective [standard 6], as well as its size and composition, in order to ensure that it is able to exercise its responsibilities effectively.
- 1.4 We will also ensure that, to demonstrate openness and accountability, there is a reasonable turnover of Board Members over time, in accordance with ARK's Rules.
- 1.5 We are committed to ensuring that our tenants and service users have the opportunity to be actively involved in the management of ARK. We will provide information, support and training to tenants and service users who are interested in becoming involved in Board membership.
- 1.6 This policy complies with Regulatory Standards 1, 5 and 6.

### 2.0 PRINCIPLES

- 2.1 The principles underlying this policy are as follows:

#### **Accountability**

ARK is open and accountable for what it does. ARK will ensure that it understands and takes account of the needs and priorities of our tenants, service users and stakeholders. Ark's primary focus is the sustainable achievement of those priorities. [standard 2] We should ensure that our affairs are directed and controlled by a Board which reflects the needs and expectations of those groups, and is accountable to them, our members, and our local communities.

#### **Expertise**

The Board should possess the range of skills, experience and expertise needed to best direct and control our affairs. The Board of Management will annually review the skills, knowledge, diversity and objectivity that it needs for its decision making, and what is contributed by the Board Members, by way of annual performance reviews

#### **Openness**

Anyone who is interested in becoming a Board Member will have the opportunity to put their name forward for consideration, so long as they are not prevented from doing so by our Rules – see section 3 below.

#### **Equality**

No eligible person will be excluded from being considered as a potential Board Member.

### **3.0 ELIGIBILITY FOR MEMBERSHIP**

3.1 Any individual who is interested in becoming a Board Member will be considered, unless they are currently not eligible to do so.

3.2 We will ensure that we comply with the current law, which states that the following persons are not eligible to become Board Members:

- Employees of ARK, or close relatives of employees; Rule 37.4
- Individuals who have been adjudged bankrupt, have granted a trust deed for or entered into an arrangement with creditors or whose estate has been sequestrated and has not been discharged; Rule 43.1
- Individuals who are or will be unable to attend Board meetings for a period of 12 months; Rule 43.4
- Individuals who have been convicted of an offence involving dishonesty which is not spent by virtue of the Rehabilitation of Offenders Act 1974 or an offence under the Charities and Trustee Investment (Scotland) Act 2005; Rule 43.2
- Individuals who are a party to any legal proceedings in any Court of Law by or against ARK; Rule 43.3
- Individuals who have been removed from the Board of another registered social landlord within the previous 5 years; Rule 43.5
- Individuals who have been removed from the ARK Board in terms of Rules 44.4 or 44.5 within the previous 5 years; Rule 43.7
- Individuals who have been removed or suspended from a position of management or control of a charity under the provisions of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 or the Charities and Trustee Investment (Scotland) Act 2005; Rule 43.8
- Individuals who are prevented by a Disqualification Order under the Company Directors' Disqualification Act 1986 from serving as company directors. Rule 43.10

For further information on the restrictions regarding eligibility for Board membership, see ARK's [Rules](#).

### **4.0 BECOMING A BOARD MEMBER**

4.1 In seeking to recruit new Board Members, we will:

- promote opportunities for members of ARK to be considered for election to the Board;
- identify any gaps in skills and/or expertise on the current Board and seek to fill these through a process of advertising and co-option.

These options are considered in greater detail in the following sections.

#### **Election from ARK's membership**

4.2 As stated in our Membership Policy, we are committed to promoting to all interested individuals the opportunity of becoming a member of ARK. In particular we will promote membership to:

- tenants and service users of ARK;
- individuals with direct or indirect experience of disability;

- members of ethnic minority communities;
- representatives of organisations that work in partnership with us;
- relatives of tenants and service users.

4.3 We are also committed to promoting amongst ARK members the opportunity to become actively involved in the management of the organisation, through joining our Board.

4.4 ARK members may be considered for election to the Board at an Annual General Meeting.

To be considered for election a member must:

- be 18 years of age or over;
- be nominated by an existing ARK member on the prescribed nomination form (Appendix 1);
- confirm in writing on the nomination form that they are willing to be considered for election;
- confirm in writing on the nomination form that, so far as they are aware, they are eligible to stand for election.

4.5 Nomination forms, together with information about any vacancies on the Board and the process for submitting a nomination and standing for election, will be sent to all ARK members along with their invitation and other papers relating to each Annual General Meeting not less than 28 days before the date of the meeting. R40.2

4.6 A member who wishes to join the Board will be encouraged to meet informally with the Chief Executive and at least one other current Board Member before their nomination is submitted. The purpose of the meeting will be to help ensure that the individual is aware of the role and responsibilities of a Board Member, including, for example what will be required of them in terms of preparing for and attending meetings etc.

4.7 To be considered for election, a potential Board Member's nomination form must be received by ARK's Secretary (the Chief Executive) at least 21 days before the date of the Annual General Meeting. R40.2

Any nomination form arriving after the due date will not be considered. The Chief Executive will write to the nominee to explain why their nomination will not be considered at the AGM.

4.8 On receipt of a valid nomination, the Chief Executive will check that the nominee is eligible to stand for election. The Chief Executive will write to anyone who is ineligible to explain why they may not stand for election to the Board.

### **Co-option**

4.9 If following an AGM there are still vacancies on the Board, and especially where it is identified that there are certain skills, experience or expertise that the Board is lacking, or where there may be groups that are under-represented with regard to this Policy, and our policy on Equality and Diversity, the Board may seek to fill such vacancies by:

- advertising in the local and national Press, on our website and in other relevant publicity materials such as Newsletters;
- circulating information to:
  - partner organisations and other stakeholders
  - tenant organisations and community groups
  - members of the ARK.

- 4.10 The advert or circulated information will invite applications from those with particular skills or areas of experience where gaps have been identified, and/or will invite applications from under-represented groups.
- 4.11 In addition to advertising and circulating information, personal approaches to individuals may be made by existing Board Members and senior staff.
- 4.12 The Chief Executive will issue anyone responding to an advert, information or personal approach with an information pack comprising:
- ARK's background, history, current structure etc.;
  - details of the process of becoming a Board Member;
  - the Board Member Role Description from the Board Members' Code of Governance;
  - an application form, which will ask for information on the areas of skills, knowledge and experience that the applicant can offer (see Appendix 2).
- 4.13 The Chief Executive will initially review each application to confirm that the applicant is eligible to be considered for Board Membership. Eligible applicants will then be invited to attend an informal meeting with the Chief Executive and one or more Board Members (of whom one will normally be an Office Bearer).
- 4.14 The purpose of the meeting will be to:
- confirm the applicant's eligibility to become a Board Member;
  - establish that the applicant understands the role of the Board;
  - discuss and establish the potential contribution likely to be made by the applicant, in the light of the skills, knowledge and experience currently sought by ARK;
  - answer any questions the applicant may have;
  - explain the benefits of having an experienced Board Member supporting and mentoring the applicant, if they are successful.
- 4.15 Following the meeting, a report will be submitted to the next meeting of the Board who will decide whether or not the applicant should be co-opted as a Board Member.
- The Chief Executive will advise the applicant in writing of the Board's decision and if the decision is not to approve co-option, will give the reasons for that decision.
- 4.16 Successful applicants will be invited to attend a Board meeting as observers before their membership is confirmed.
- 4.17 Co-opted members of the Board will not be entitled to vote on matters relating to the Rules, ARK membership or the election of Office Bearers, nor will they be entitled to stand for election to any Office Bearer's post. R42.2
- 4.18 Co-opted Board Members may only serve on the Board until the AGM following their co-option, at which point they must, if they wish to continue to serve on the Board, become a member of ARK and be nominated for election.R42.1

### **Casual vacancies**

- 4.19 The co-option process may also be used to fill casual vacancies left by the retiral or resignation of existing Board Members during the course of a year. The provisions of paras. 4.17 and 4.18 above will also apply to those appointed to fill casual vacancies.

## 5.0 NEW BOARD MEMBERS

- 5.1 New Board Members, whether elected or co-opted, will receive a letter of welcome from the Chair. Accompanying the letter will be an Induction Pack comprising:
- ARK's Rules
  - the Board's Standing Orders
  - Governance documents, including, but not necessarily confined to:
    - ❖ Code of Governance (including declaration for signing and return)
    - ❖ Code of Conduct (including declaration for signing and return)
    - ❖ Health and Safety policy (including ARK's Statement of Intent and declaration for signing and return)
    - ❖ Equality & Diversity policy
    - ❖ Entitlements, Payments, and Benefits policy
    - ❖ Openness & Confidentiality policy
    - ❖ Computer System Security, Email & Internet Policy (including declaration for signing and return)
    - ❖ Board Members Expenses policy
    - ❖ Board Members Training and Development policy
    - ❖ Organisational structure chart
    - ❖ Current Business Plan
    - ❖ Schedule of dates for the current year's Board meetings and meetings of any Sub-Committees
    - ❖ Regulatory Standards
    - ❖ Payments and Benefits Declaration of Interests Form (for completion and return)
- 5.2 The new Board Member will be invited to attend a meeting with the Chief Executive and Chair (or their representatives) who will explain the current governance arrangements and discuss the contribution which the new Member can make to ARK's governance through his or her skills and/or experience.
- At this meeting, the new Member will be invited to consider becoming a member of one or more of the current Sub-Committees.
- 5.3 At either their first Board meeting or the meeting with the Chief Executive and Chair, the new Board Member will be required to complete and sign the Code of Governance, Code of Conduct, Health and Safety and Payments and Benefits declarations. Membership of the Board will not take effect until these declarations have been signed.
- 5.4 The Board will appoint an experienced Member to support and where necessary mentor the new Board Member during the first 6 months of their membership. Mentoring will consist of being available to answer questions on the role of the Board and its members, giving advice on procedures and conduct, and providing support to ensure that the new Member is comfortable with his/her responsibilities.
- 5.5 The Chief Executive will prepare and oversee a structured induction programme for each Board Member, tailored to each individual's needs. The programme will be designed to ensure that the Board Member gains an understanding of ARK's current strategy and business priorities, the major issues and challenges facing the organisation, how ARK delivers its services and the role and purpose of the various staff departments. For further details see the policy: 'Board Members Training & Development'.

## **6.0 IMPLEMENTATION AND REVIEW**

- 6.1 The Chief Executive is responsible for ensuring that this policy is implemented when required.
- 6.2 The Chief Executive will ensure that this policy is reviewed at least every three years.

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| <b>Approved by the SLT in:</b>                 | <b>September 2016</b>                  |
| <b>Approved by the Board of Management in:</b> | <b>March 2017</b>                      |
| <b>Next review of policy due by:</b>           | <b>September 2019</b>                  |
| <b>Complies with:</b>                          | <b>Regulatory Standards 1, 5 and 6</b> |

**ARK HOUSING ASSOCIATION LTD (ARK). - ELECTIONS TO THE BOARD OF MANAGEMENT**

**NOMINATION FORM**

Any ARK Member may nominate any other Member for election to the Board of Management. If you wish to nominate anyone please use this Form. It is essential that any Member nominated also signs the Form to indicate their willingness to be elected.

**Completed nomination forms must be received at ARK's offices not later than 21 days prior to the Annual General Meeting – i.e. on or before (date).**

***To be completed by the person making the nomination***

I, *(please print)* \_\_\_\_\_ being a member of ARK Housing Association Ltd, hereby nominate *(please print)*

(name) \_\_\_\_\_

(address) \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(occupation) \_\_\_\_\_

for election to the Board of Management.

Signed \_\_\_\_\_ Date \_\_\_\_\_

***To be completed by the person nominated***

I, *(please print)* \_\_\_\_\_ confirm my willingness to stand for election to the Board.

I am not an employee of ARK, or a close relative of an employee.

I am not ineligible from being elected to the Board for any of the reasons listed in Rule 43 of the Association's Rules.

Signed \_\_\_\_\_ Date \_\_\_\_\_

## ARK HOUSING ASSOCIATION LTD (ARK)

### APPLICATION FOR CO-OPTEE MEMBERSHIP OF THE BOARD OF MANAGEMENT

#### 1. Personal Details

*(Please complete this section in block letters, apart from email address)*

TITLE .....

FIRST NAME(S) .....

SURNAME .....

ADDRESS .....

.....

POSTCODE .....

DATE OF BIRTH ..... PLACE OF BIRTH.....

OCCUPATION .....

TEL. NO. (DAY) ..... (EVE) .....

(MOB) .....

EMAIL .....

#### 2. Experience and Skills

What experience/skills do you have which are relevant to the work of ARK? Please detail under the following areas:

*(continue on a separate sheet if necessary)*

Care/Support



**Question 2 continued**

Housing/Maintenance/Development/Property

Financial/Human Resource/Admin

Other

### 3. About you

a) Why do you wish to become a member of ARK's Board of Management?  
*(Detail your motivation and the personal skills you could offer)*

b) What experience do you have of other voluntary organisations/projects?

**4. Other Information**

***Compliance with ARK's Payments and Benefits Policy***

- a) Are you related to a current or previous member of ARK's staff and/or Board Member? If yes, please give details below of all that apply.
- b) Are you a member of other organisations, or involved in other employment or business interests which may be deemed a conflict of interest should you be elected on to the Board? If yes, please give details below of all that apply.
- c) Are you, or are you related to, a tenant or service user of ARK?

I confirm that the information given on this form is, to the best of my knowledge, true and complete. I accept that any false statement may be sufficient cause for rejection of this application or removal from the Board.

Signed ..... Date .....

*All information will be treated as confidential.*

**Please return completed form to:**

**ARK Housing Association Ltd, The Priory, Canaan Lane, Edinburgh, EH10 4SG**

**Tel: 0131 447 9027**

**Email: [admin@arkha.org.uk](mailto:admin@arkha.org.uk)**

**Fax: 0131 478 8173**

**website: [www.arkha.org.uk](http://www.arkha.org.uk)**

***Please use this continuation sheet for any further information***

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