



## GROUP GOVERNING BODY MEMBERSHIP POLICY

POLICY IMPLEMENTATION CHECKLIST	
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This document can also be provided in large print, braille, audio or other non-written format, and in a variety of languages.

## **1. Introduction**

- 1.1 The Caledonia Group, comprising Caledonia, Bellsmyre and Cordale Housing Associations, is an Equal Opportunities organisation, is non-political, non-sectarian and seeks as broad and representative a membership across its area of operations as it can secure.
- 1.2 The Group aims to provide high quality housing and associated services. The overall responsibility for this lies with each Group member's Governing Body, which draws its members from its Association's membership.
- 1.3 The Rules of each of the Group's members governs the way in which Members of its' Governing Bodies are elected or selected. This policy provides further detail on the provisions within each of the Group member's Rules.

## **2. Eligibility for Governing Body Membership**

- 2.1 Eligibility for Governing Body Membership is governed by each Group member's Rules.
- 2.2 In particular, those seeking to join the Governing Body must:
  - Not be subject to any of the grounds for disqualification outlined in the Rules. Prospective Governing Body Members will be required to sign a declaration that they are not subject to any grounds of disqualification.
  - Agree to and sign the organisation's Codes of Conduct and Governance for Governing Body Members
- 2.3 More generally, Governing Body Members must have the skills and aptitudes required by the Group member. The key skills and aptitudes required amongst the Governing Body Members include an understanding and knowledge of:
  - Local housing needs,
  - Tenants and residents needs and concerns
  - Strategic management/performance management
  - The running of a business
  - Financial matters
  - Legal matters
  - Community relations
  - Equality issues
  - Working with local authorities
  - Property development/building
  - Human resources
  - Public relations
  - Information technology
- 2.4 It is recognised that prospective Governing Body Members are unlikely to possess all of the skills and knowledge identified above. Group members will therefore ensure appropriate ongoing training and support is provided to enable its Governing Body Members to discharge their duties.

### **3. Ending Membership**

3.1 In accordance with each of the Association's Rules, a person's membership of the Governing Body will be ended in the following ways:

- If they resign their position in writing.
- If they leave the membership of the organisation or have their membership withdrawn.
- If they miss four Governing Body Meetings in a row without special leave of absence previously granted by the Board.
- If they are removed from the Governing Body by a majority vote, either at a General Meeting or specially convened Governing Body meeting, in favour of their removal.
- If they have received a payment or benefit not permitted in terms of legal or regulatory guidance.
- If they are found to be subject to any of the grounds for ineligibility.

### **4. Composition of the Board**

4.1 The process for populating Group members' Governing Bodies is governed by their Rules.

4.2 The maximum number of members permitted on the Governing Body is specified in each Group members' Rules.

4.3 If during the period between Annual General Meetings, members of the Governing Body stand down, are removed or become ineligible, the Governing Body may fill these places from the existing membership of the organisation through the mechanism of 'Casual Vacancies' in accordance with their Rules.

4.4 The Governing Body will be free to co-opt individuals on to the Governing Body in accordance with their Rules should there be space to do so, i.e. the maximum number of Governing Body Members is not exceeded. Co-optees may be used to appoint non-members to the Governing Body for the purpose of securing their specialist skills or expertise for a short period of time.

4.5 Co-optees may play a full part in the Governing Body and/or any sub-committees to which they are appointed, but may not:

- a) Take part in decisions relating to membership,
- b) Take part in decisions relating to the election of the Governing Body's Office Bearers, or stand for election as an Office Bearer.

### **5. Roles and Responsibilities**

5.1 In addition to any relevant ongoing training and support, new Governing Body Members shall complete an induction programme. This shall cover background information on the Group and each of its Associations; as well as a more general introduction to housing associations and their governance, including clear information on what is expected of Governing Body Members.

5.2 Each Governing Body Member shall, in exercising his/her role as a Governing Body Member, act in the best interests of the Association, its tenants and service users and will not place any personal or other interests ahead of his/her primary duty to the Association; and, in particular, must:-

- seek, in good faith, to ensure that the Association acts in a manner which is in accordance with its objects.

- act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
- in circumstances giving rise to the possibility of a conflict of interest between the Association and any other party:-
  - put the interests of the Association before that of the other party, in taking decisions as a Governing Body Member;
  - where any other duty prevents him/her from doing so, disclose the conflicting interest to the Association and refrain from participating in any discussions or decisions involving the other Governing Body Members with regard to the matter in question
  - ensure that the Association complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

5.2 A list of the main roles and responsibilities is appended to this policy.

## **6. Public Awareness of the Governing Body**

6.1 Group members will use a range of ways to ensure that tenants, members, owners and members of the community are aware of the composition and role of the Governing Body. By promoting the Governing Body, Group members aim to:

- Improve understanding of the way in which their Association works,
- Improve the accountability of Governing Body Members,
- Encourage members to become involved, by exercising greater choice when electing the Governing Body at the AGM
- Encourage members to come forward to become members of the Governing Body themselves.

## **7. Procedures for Filling Vacancies**

7.1 Vacancies on the Governing Body can be filled in the following main ways:

- At the Annual General Meeting (AGM) under the Rules for retirements and election.
- At any time during the year, under the Rules for filling casual vacancies
- Co-option at any time during the year following advertisement to fill particular identified skills gaps

## **8. Procedures for Election**

8.1 All members of each Group member are entitled to stand for election to the Governing Body, provided they are not subject to any of the grounds that would compromise their eligibility.

8.2 Members are entitled to nominate another member for election to the Governing Body.

8.3 Elections to the Governing Body are held at the AGM when one third of the Governing Body must stand down. Existing Governing Body Members who stand down may stand for re-election without being nominated, subject to the principles outlined later with regard to "Period of Service". The AGM notice sent to members will include details of current Governing Body Members who are required to seek re-election at the AGM.

8.4 Potential Governing Body Members must be nominated if they wish to stand for election. Copies of the Governing Body Membership Nomination Form and Governing Body Membership Eligibility Form are included with the AGM notice sent to members 28 days prior to the meeting. Copies of these forms are appended to this policy. The completed forms should be received by the Secretary at the Group member's Registered Office 21 days in

advance of the General Meeting taking place, complete with any biographical information that the member seeking election would like to be made available to the meeting.

- 8.5 Members putting themselves forward for election to the Governing Body will then be sent a copy of this policy. They will also be provided with a copy of the Code of Conduct for Governing Body Members and will be advised that, in accordance with the Association's Rules, no Board member can take office unless they agree to and sign the Code of Conduct.

## **9. Procedures for Filling Skills Gaps**

- 9.1 Each Group member's Governing Body is responsible for ensuring that it has the necessary expertise to control the business of the Association. On an annual basis each Governing Body Member will complete a Skills and Experience Audit Questionnaire and be subject to an annual performance review. The Governing Body will thereafter use the outcomes of these exercises to identify any gaps in its collective skills and knowledge and will consider any resulting succession planning issues.
- 9.2 Where particular skills or knowledge gaps are identified, efforts will be made to advertise for suitable candidates to bolster the Governing Body. The advertising for suitable candidates will be through a range of methods including:
- Approaching individuals with those recognised skills and/or knowledge and invite them to become co-opted members of the Governing Body, or where this expertise is required on an ongoing basis, invite co-optees to become members of the Association, as long as the co-optee fulfils the membership criteria.
  - Advertising through tenants' newsletters and websites.
  - Advertising in specialist and/or local media.
- 9.3 The advertisement will set out the key skills and/or criteria required. Interested candidates will be invited to complete an application form.
- 9.4 The process of advertisement may be supplemented by personal approaches from members of the Governing Body and senior staff. In the event of such an approach being positive, and subject to confirmation of eligibility, the details of the individual will be submitted to the Group Chief Executive, or as appropriate the Area Director, who will issue the application and information on becoming a member.
- 9.5 Completed application forms will be sent to the relevant Associations' offices, and the Chief Executive or as appropriate the Area Director will screen the applications with a view to confirming eligibility.
- 9.6 Eligible applicants will then be invited to attend an informal meeting with the Group Chief Executive or as appropriate the Area Director and one or more members of the Governing Body (of whom one will normally be an office bearer). The purpose of the meeting will be to:
- Confirm the applicant's eligibility to act as a Governing Body Member
  - Establish the applicant understands the role of Governing Body Member.
  - Establish the potential contribution of the applicant, in light of the skills, knowledge and experience sought.
  - Answer any questions from the applicant.
- 9.7 Successful candidates will be nominated to the next Governing Body meeting and will either:
- Be approved by the Governing Body to fill any casual vacancy which has occurred in line with the Association's Rules or;

- Be nominated to stand for election at the AGM in line with the Association's Rules, and as detailed in the previous section of this document on 'Procedures for Election' or;
- Be co-opted onto the Governing Body in line with the Association's Rules.

9.8 Nomination is subject in all cases to compliance with the Rules of the Association dealing with Governing Body composition.

## **10. After Appointment**

10.1 All successful candidates will be sent a letter of appointment covering the following areas:

- Date of election/appointment
- Duration of term of office
- Estimated time commitment, number of governing body meetings and sub-committee meetings per month, any away days, plus time for preparation for meetings. The estimate may also wish to refer to a requirement for training.
- Acceptance of membership of the governing body by the new member indicates that they have time available to fulfil these commitments.
- Requirement to declare any potential conflicts of interest
- Commitment of the organisation to provide an induction programme
- Outline of the directors' and officers' insurance cover available

10.2 Any new member of the governing body will receive an induction programme, tailored to the individual if possible. Such a programme is likely to cover:

- An introduction to housing associations, their governance and their regulation
- Briefing of the particular aims and objectives of the Group and its members and what housing and community needs it is aiming to meet
- The Group member's Rules
- The Group member's current programme and activities
- Codes of Governance and Conduct,
- An outline of the Group Entitlements, Payments and Benefits Policy
- The Group's commitment to Equal Opportunities,
- Roles and Responsibilities of Governing Body Members
- Arrangements for appraisal of the governing body and its members

## **11. Annual Performance Review**

11.1 Each Governing Body shall assess annually the skills, knowledge, diversity and objectivity that it needs for its decision making and what is contributed by Governing Body Members by way of annual performance reviews.

### **11. Period of Service**

11.1 In the interests of good governance, Governing Body Members should normally retire after serving a total of nine consecutive years. It is recognised that Governing Body Members could remain beyond this period where, for example, their particular skills or knowledge is difficult to replace and this would leave a skills/knowledge gap on the Governing Body; or where additional Governing Body Members cannot be recruited

11.2 Efforts to refresh Governing Body Membership in this way will be balanced with the need to retain continuity and experience.

- 11.3 Where any member seeks re-election after continuous service in excess of nine years, the Governing Body will make arrangements to assess and/ or obtain specific assurance of their continued effectiveness and objectivity.
- 11.4 Anyone retiring after nine consecutive years would be eligible for election to the Governing Body again one year thereafter.
- 11.5 Office bearers will normally serve for three year terms, subject to the Governing Body's annual consideration of appointments to the office bearer position following the Annual General Meeting.

## **12. Review**

- 12.1 This policy will be subject to review on a three yearly cycle.

## **13. Data Protection**

- 13.1 The Group regards privacy as important and any personal information supplied will be used in accordance with the Data Protection Act 1998. Any information will only be used for the reasons specified, and will not be shared with any third party without consent unless required by law.

# NAME Housing Association Governing Body Membership Nomination Form

## Section A

### To be completed by the member making the nomination

I \_\_\_\_\_, hereby nominate  
(Name of Member)

\_\_\_\_\_, for election  
(Name of Nominee)

to the Governing Body of NAME Housing Association

Nominating Members Signature: \_\_\_\_\_

Membership Certificate No. \_\_\_\_\_

Date \_\_\_\_\_

## Section B

### To be completed by member accepting nomination

I hereby agree to be nominated for election on to the Governing Body of NAME Housing Association.

Name \_\_\_\_\_

Address \_\_\_\_\_

Membership Certificate No. \_\_\_\_\_

Date \_\_\_\_\_

Signature \_\_\_\_\_

**Nominees may wish to attach brief biographical details about themselves that can be presented to members attending the General Meeting**



## NAME Housing Association Governing Body Membership Eligibility Declaration Form

Members of NAME Housing Association seeking to become members of the Governing Body must:

- Undertake to sign and abide by the Association's Code of Conduct and Code of Governance for Board Members.
- Be committed to the interests and objectives of NAME Housing Association.

I declare that the above conditions are acceptable to me.

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

A potential Governing Body Member is not eligible for election if, the individual:

<ul style="list-style-type: none"> <li>• Is not a member of the Association</li> </ul>
<ul style="list-style-type: none"> <li>• Is under 18 years of age</li> </ul>
<ul style="list-style-type: none"> <li>• Is an employee of the Association or a close relative of an employee</li> </ul>
<ul style="list-style-type: none"> <li>• Is an undischarged bankrupt; or</li> </ul>
<ul style="list-style-type: none"> <li>• Is subject to an arrangement with his / her creditors; or</li> </ul>
<ul style="list-style-type: none"> <li>• In the opinion of a qualified medical doctor, would be unable to attend Governing Body Meetings for a period of 12 months because of incapacity due to a physical or mental illness, or</li> </ul>
<ul style="list-style-type: none"> <li>• Has 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,</li> </ul>
<ul style="list-style-type: none"> <li>• Is a party to any legal proceedings in any Court of Law by or against the Association, or</li> </ul>
<ul style="list-style-type: none"> <li>• Is or will be away for a period of 12 months and would be unable to attend the Governing Body Meetings during this time, or</li> </ul>
<ul style="list-style-type: none"> <li>• Has been removed from the Governing Body of another registered social landlord within the previous five years, or</li> </ul>

<ul style="list-style-type: none"> <li>• Has resigned from the Governing Body in the previous five years in circumstances where your resignation was submitted after the date of your receipt of notice of a special Governing Body meeting convened to consider a resolution for your removal from the Governing Body</li> </ul>
<ul style="list-style-type: none"> <li>• Has been removed from the Governing Body within the previous five years; or</li> </ul>
<ul style="list-style-type: none"> <li>• Has 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; or</li> </ul>
<ul style="list-style-type: none"> <li>• Has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners for England and Wales under section 18(2)(i) of the Charities Act 1993, section 20(1A)(i) of the Charities Act 1960 or section 20(1) of that Act (as in force before the commencement of section 8 of the Charities Act 1992) or by Her Majesty's High Court of Justice in England on the grounds of any misconduct in the administration of the charity for which they were responsible or to which they were privy, or which their conduct contributed to or facilitated.</li> </ul>
<ul style="list-style-type: none"> <li>• A disqualification order or disqualification undertaking has been made against them under the Company Directors' Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (which relate to the power of a Court to prevent someone from being a director, liquidator or administrator of a company or a receiver or manager of company property or being involved in the promotion, formation or management of a company).</li> </ul>
<ul style="list-style-type: none"> <li>• At an Annual General Meeting, he/she has served as a Governing Body Member for a continuous period in excess of nine years and the Governing Body has not resolved to permit him/her to stand again or otherwise be nominated for re-election.</li> </ul>

**I can declare that none of the above apply to my nomination to stand as a member of the Governing Body of NAME Housing Association**

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

<b>APPENDIX 3</b>	
INSERT GROUP MEMBER LOGO	<b>NAME HOUSING ASSOCIATION</b>
<b>GOVERNING BODY MEMBER ROLE PROFILE</b>	
<b>1 Overview</b>	
<p>The Association exists to provide high quality affordable homes and associated services to a wide range of people in the communities where we work.</p> <p>Our mission is focussed on the provision of sustainable homes that people can enjoy and feel comfortable in; flexible services that meet the needs and expectations of our customers; and making a positive contribution to the development of vibrant communities in the areas where we work.</p> <p>Our vision is to achieve excellence in everything that we do. We aim to do this through the following:</p> <ul style="list-style-type: none"> <li>• Customer excellence – we will deliver excellent services that are valued by our customers, aim to meet their needs and provide value for money.</li> <li>• Business growth – we will continue to provide new homes for our diverse customer group and will develop the range of services that we can offer to them.</li> <li>• Business sustainability – we will make our Association stronger for the future through effective governance, sound financial and risk management, investing in our homes and striving for continuous improvement.</li> <li>• Investment in people – we will invest in the skills and knowledge of our staff team and Governing Body to enable them to do their best for the Association.</li> </ul> <p>Underpinning our work will be guiding principles based on excellence, customer service, respect and integrity.</p>	
<b>2. The Role of the Governing Body</b>	
<i>Overall Purpose</i>	
<p>The Governing Body provides leadership for the Association by:</p> <ul style="list-style-type: none"> <li>• setting the strategic direction,</li> <li>• acting as positive ambassadors and protecting the Association’s reputation</li> <li>• ensuring that it receives appropriate information and advice to carry out its duties, including a mechanism for regular performance reviews,</li> <li>• managing the risks and legal responsibilities arising from its control</li> </ul> <p>The Governing Body has collective responsibility for the leadership, direction, management and control of the Association and for ensuring that it operates in accordance with the Association’s Rules and business policies. The Governing Body is also responsible for ensuring that there is an appropriate and effective balance of skills, experience and diversity on the Governing Body.</p>	

### *Accountability*

The Governing Body is accountable to the Association's members, tenants and other stakeholders for ensuring that the organisation is properly governed, is fit for purpose, uses its resources effectively and achieves its strategic aims. It is accountable to regulators and funders for the proper governance of the organisation.

### *Personal Responsibilities*

Governing Body Members are required to act at all times in the best interests of the Association, ensuring that their conduct complies with the Governing Body Members Code of Conduct. This includes responsibilities to:

- Uphold the values, objectives and policies of the Association.
- Contribute to and be responsible for governing body decisions.
- Prepare for and attend meetings and other relevant events punctually.
- Represent the organisation positively.
- Declare any relevant interests.
- Respect confidentiality of information.
- Attend relevant learning and development events
- Keep up to date with changes in the Association's operating environment.

## **3. Role Responsibilities for Governing Body Members**

Leadership	<ul style="list-style-type: none"><li>• Provide direction and guidance to ensure that the Association's aims and objectives are in tenants' best interests whilst also protecting the viability of the organisation</li></ul>
Guardianship	<ul style="list-style-type: none"><li>• Safeguard the Association's mission, vision and guiding principles.</li><li>• Protect and promote the Association's reputation.</li><li>• In the case of Caledonia HA, appoint the Group's Chief Executive.</li></ul>
Stewardship	<ul style="list-style-type: none"><li>• Ensure that the organisation is adequately and appropriately resourced to deliver its strategy, policies and plans.</li><li>• Ensure effective governance, risk and internal control frameworks are operational at all times.</li><li>• Ensure efficient and effective business and financial management.</li><li>• Ensure that the organisation operates in the best interests of its tenants and other customers.</li></ul>
Strategy and Policy	<ul style="list-style-type: none"><li>• Set and review the Association's strategic direction and the associated priorities and plans</li><li>• Ensure that the views of tenants and other customers are taken into account in developing the organisation's strategy and plans.</li></ul>

Performance Management	<ul style="list-style-type: none"> <li>• Oversee the implementation of the Association's strategy and plans.</li> <li>• Review and evaluate the organisation's overall performance in implementing the strategy and plans, assessing achievement against performance measures set.</li> </ul>
Stakeholder Engagement	<ul style="list-style-type: none"> <li>• Build and maintain positive working relationships and effective communication channels with all internal and external stakeholders.</li> <li>• Ensure effective communication and consultation with the Association's members, tenants and other customers.</li> </ul>
Governance	<ul style="list-style-type: none"> <li>• Ensure that the Association's governance arrangements are fit for purpose and meet the specific requirements of the Scottish Housing Regulator's regulatory framework.</li> <li>• Ensure compliance with the Association's Rules, relevant legislation and regulatory requirements</li> <li>• Establish comprehensive policies and procedures for the implementation of the Association's governance arrangements, and review adherence to these.</li> <li>• Establish comprehensive policies and procedures for the Association's business management and service delivery activities.</li> </ul>

#### 4. Role Requirements for Governing Body Board Members

Governing Body Members are required to engage in an appropriate level of scrutiny, constructive debate and challenge, and also to provide positive feedback and support to the senior officers. The skills, knowledge and experience that **collectively** would support the work of the Governing Body are noted below.

<b>Core skills</b>	Leadership	Ability to create confidence through guidance, commitment to the Association's aims and empowering and supporting the staff team to successfully implement the Association's strategy.
	Direction-setting	Ability to contribute to the strategic direction of the Association and assess the business strategy.
	Communication and working with others	Ability to express views and opinions in a clear, concise and constructive manner; provide impartial advice when required; and develop positive working relationships with other Governing Body Members and the senior managers.
	Analysis, scrutiny and decision making	Ability to analyse complex and/or conflicting information; probe and question appropriately; identify the appropriateness of different sources of information; express reasoned judgement; assess the strategic implication of decisions; and reach appropriate, timely decisions consistent with the Association's strategy.

	Performance management	Ability to scrutinise and evaluate performance achievements against organisational objectives and to oversee the implementation of a control framework that enables performance and risk to be assessed and managed.
	Self-management	Ability to prepare for meetings sufficiently to contribute to discussion and decision making; actively use skills and knowledge to inform Governing Body decisions; and participate positively in individual appraisal and Governing Body review activities.
<b>Specialist skills</b>	Financial planning and management	Ability to determine that accounting records are comprehensive, internal control systems are robust and that financial statements represent a true and fair view of the Association's financial position
	Business management	Detailed understanding of how businesses operate, with this being developed from working within a commercial operation or government agency or in an entrepreneurial role.
	Legal	Skills in interpreting and applying legislation relevant to the work of the Association, for example property, tenancy or employment law.
	Property development / asset management	Skills relating to project management within the construction industry and/or the provision of technical maintenance related services.
	Human resource management	Ability to interpret current employment legislation and to apply consistent, fair and equitable employment terms and conditions.
<b>Knowledge of</b>	Social housing	A broad understanding of the issues involved in providing and managing housing for people in housing need.
	Social services / community care	A broad understanding of the issues involved in the provision and management of care and support related services.
	Customer service	Identifying, promoting and implementing operational practices and services that achieve high levels of customer satisfaction.
	Equalities and diversity	The application of knowledge of equalities legislation to guide the development of policies and approaches that are fair, flexible and inclusive and encompass the needs of all customer groups.
	Corporate governance and regulation	Governance frameworks necessary for the proper conduct of the Association's business and service activities; knowledge necessary to ensure that the Association complies with its Rules; and the role of

		regulators and the requirements they place on the Association.	
	Risk management	Good practice in the management and monitoring of risks inherent in the Association's business activities and operational environment.	
<b>Experience of</b>	Committee work	Working with or serving as a member of a governing body.	
	Community involvement	Active community engagement, for example through working with tenant, community or support related groups.	
<b>5 Governing Body Skills and Competencies Balance</b>			
<b>SKILL AREA</b>	<b>KEY ATTRIBUTES</b>	<b>RECOMMENDED</b>	<b>DESIREABLE</b>
<b>Core skills</b>	Leadership	√	
	Direction-setting	√	
	Communication and working with others	√	
	Analysis, scrutiny and decision making	√	
	Performance management	√	
	Self-management	√	
<b>Specialist skills</b>	Financial planning and management	√	
	Business management	√	
	Legal	√	
	Property development / asset management	√	
	Human resource management		√
<b>Knowledge of</b>	Social housing		√
	Social services/community care		√
	Customer service		√
	Equalities and diversity		√
	Corporate governance and regulation		√
	Risk Management		√
<b>Experience Of</b>	Committee work		√
	Community issues		√

<b>Core skills</b>	This section details the skills and abilities that all Governing Body Members would be required to possess, or be prepared to develop.
<b>Specialist skills</b>	This section details professional / technical skills that would add value to the work of the Governing Body. Steps would be taken to achieve a balance on the Governing Body of each of the key attributes determined as being recommended.
<b>Knowledge of</b>	This section details specialist knowledge that would be of benefit to and support the work of the Governing Body.
<b>Experience of</b>	This section details practical experience that would be of benefit to and support the work of the Governing Body.
<b>Skills and competencies balance</b>	All Governing Body Members would be required to possess or prepared to develop the core competencies. Individual Governing Body Members would then be required to also possess at least one of the attributes detailed in the specialist skills, knowledge of or experience of skills areas. For those specialist skills attributes determined as being recommended, the Governing Body would aim to have a balance of these through the Members serving on the Governing Body.

## 6. Role Responsibilities for Office Bearers

<b>Chair of Governing Body</b>	<ul style="list-style-type: none"> <li>• Ensure the efficient and smooth conduct of the Governing Body's business and the Association's general meetings by making sure that all those who wish to contribute are allowed to; allocating adequate time for contributors to speak; ensuring voting procedures are in place and that these are followed; that appropriate standards of behaviour are maintained; encouraging open debate; and announcing votes at general meetings.</li> <li>• Provide support for and establish a constructive relationship with the Group Chief Executive, Caledonia's Service Directors (the Executive Management Team), and as appropriate the Area Director.</li> <li>• Ensure that the Governing Body delegates sufficient authority to its Committees and the senior managers.</li> <li>• Ensure the Governing Body receives professional advice when it is needed, either from the Executive Management Team, or as appropriate the Area Director, or from external sources.</li> <li>• Ensure that the Governing Body has appropriate arrangements in place to monitor the performance and determine the remuneration arrangements for the Executive Management Team and as appropriate the Area Director</li> <li>• Take steps to ensure that the Governing Body has the collective skills and knowledge required to manage the business of the Association.</li> </ul>
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	<ul style="list-style-type: none"> <li>• Ensure the Governing Body plans for the succession of members and the Chair and other office bearers.</li> <li>• Represent the organisation where authorised.</li> <li>• Take all other decisions that are the responsibility of the Chair as detailed in the Association's Rules and Standing Orders.</li> </ul>
<b>Vice-Chair</b>	<ul style="list-style-type: none"> <li>• Chair Governing Body meetings in the absence of the Chair.</li> <li>• Fulfil the responsibilities of the Chair in situations where the Chair is unavailable or unable to do so.</li> <li>• Support the Chair in ensuring the effective governance of the Association.</li> </ul>
<b>Treasurer (if applicable)</b>	<ul style="list-style-type: none"> <li>• Review and make recommendations to the Governing Body on any changes required to the Association's finance and treasury management related policies.</li> <li>• Advise the Governing Body on decisions relating to the management and investment of the Association's funds.</li> <li>• Ensure financial plans are sufficiently robust to support the achievement of the Association's strategic objectives and the associated operational actions.</li> <li>• Review and advise the Governing Body on the Association's annual budget.</li> <li>• Present the accounts to the Governing Body and at the AGM, and sign these on behalf of the Governing Body.</li> <li>• Ensure financial indicators and targets are relevant to the work of the Association and the achievement of plans and objectives.</li> </ul>
<b>Secretary</b>	<ul style="list-style-type: none"> <li>• Call, attend and keep minutes of general and Governing Body meetings.</li> <li>• Circulate the relevant reports and information for these meetings.</li> <li>• Prepare and send all necessary reports and returns to the relevant statutory and regulatory bodies.</li> <li>• Ensure the Association acts legally and constitutionally within its Rules.</li> <li>• Keeping the Register of Members and any other registers and books determined by the Governing Body.</li> </ul>
<b>Chair of the Audit Committee</b>	<ul style="list-style-type: none"> <li>• Ensure that the business of the Audit Committee is carried out effectively and efficiently in accordance with the agreed terms of reference and levels of delegated authority and to high standards of conduct and probity.</li> <li>• Ensure the provision of appropriate information and advice to the Governing Bodies on the work of the Audit Committee.</li> </ul>
<b>Chair of the Remuneration Committee</b>	<ul style="list-style-type: none"> <li>• Ensure that the business of the Remuneration Committee is carried out effectively and efficiently in accordance with the agreed terms of reference and levels of delegated authority and to high standards of conduct and probity.</li> </ul>

	<ul style="list-style-type: none"> <li>Ensure the provision of appropriate information and advice to the Governing Bodies on the work of the Remuneration Committee</li> </ul>	
<b>7. Annual Time Commitment For Governing Body Members</b>		
The following is an estimate of the annual time commitment involved for Governing Body Members. There will be additional time commitments for the Chair and other office bearers.		
Attendance at Governing Body Meetings	10 meetings at 2.5 hours	25 hours
Reading and preparation for Governing Body meetings	10 meetings as 2 hours	20 hours
Attendance at Audit or Remuneration Committee	4 meetings at 2.5 hours	10 hours
Reading and preparation for Committee meetings	4 meetings at 1.5 hours	6 hours
Business Plan 'away day' event	1 meeting at 6 hours	6 hours
Conferences, seminars and training events	4 events at 3 hours	12 hours
Task focussed ad-hoc meetings on specific business issues	2 meetings at 3 hours	6 hours
<b>TOTAL</b>	<b>(approximately one day per month)</b>	<b>85 hours</b>

## Letter of Appointment

Dear \_\_\_\_\_,

### **NAME Housing Association - Appointment to the ~~Management Board~~ Governing Body**

Firstly may I offer you my congratulations on your election to the Governing Body of (Insert Association name). I look forward to working with you.

The date of your appointment to the Governing Body is \*\*\*\* and this appointment will last until the Annual General Meeting to be held in \*\*\*\*, normally a period of three years.

Joining the Governing Body of a housing association involves a time commitment, which we estimate to be approximately \*\* hours per month. This takes account of time attending and preparing for Governing Body meetings, sub-committee meetings, attending training and conferences and an annual planning away-day. Accepting membership of the Governing Body indicates you do have this time available, and should you take on other significant commitments that might threaten your availability, this should be discussed with the Chair.

The broad areas of activity for the Governing Body and your responsibilities as an individual member are outlined in our Governing Body Membership Policy, a copy of which is enclosed.

Your role on the Governing Body is voluntary and unpaid, although you will be able to claim legitimate expenses incurred in connection with your Association work. A copy of the Governing Body Members Expenses Policy is enclosed with this letter.

It is a requirement of Governing Body Membership that you abide by the terms of the Group Code of Conduct for Governing Body Members, which you have read and agreed to previously. A copy of the Declaration of Interest Form referred to in the Code of Conduct is now enclosed for completion and return. If you feel there are any interests that might conflict with your role as a Governing Body Member of the Association, then please declare these. Similarly, if there are any interests that arise during the course of Governing Body or sub-committee meetings, you must declare these at the time. Please note that you are required to complete these forms on an annual basis.

(Name of Association) will undertake to provide you with an induction programme of training and information to equip you for your role. There are certain core elements to this, but where possible, we will tailor that programme to your needs. At the end of the induction programme, we will review what has been covered and which additional areas of training might be addressed. Each year, the Governing Body goes through a collective and individual process of performance assessment, of which you will be part.

Lastly, I enclose details of the 'Directors and Officers Insurance' which covers all our Governing Body Members. I trust that this information is suitably clear. Should you have any questions however, please do not hesitate to contact me at this office.

Yours sincerely  
Chief Executive/Area Director