



## Management Committee Membership Policy

<b>Policy Implementation Checklist</b>	
Document Status	Version 4 – 24 October 2018
Policy Guardian:	Chief Executive
Policy Author:	Temporary Customer Services Director
Policy Title:	Management Committee Membership Policy
Approved by Chief Executive on:	
Approved by Policy Working Group on:	21 August 2018
Approved by Linthouse Management Committee on:	13 November 2018
Effective from:	14 November 2018
Due for Review on:	November 2021
Regulatory Standards:	
Policy and Other Linkages:	Scottish Federation of Housing Associations (SFHA) Charitable Model Rules (Scotland) 2013 (as amended 2015).  Notifiable Events Policy
Training Completed on:	
Plan Tested on:	
Posted on Website on:	
Staff Sign off as Read and Training Completed	
Management Committee Sign off as Read and Training Completed	

## **1 Introduction**

- 1.1 Linthouse Housing Association (LHA), is an Equal Opportunities and community based organisation. It is non-political, non-sectarian and seeks as broad and representative a membership across its area of operations as it can secure.
- 1.2 LHA aims to provide high quality housing and associated services. The overall responsibility for this lies with LHA's Management Committee, which draws its members from the Association's general membership.
- 1.3 LHA's Rules govern the way in which our Management Committee is elected or selected. This policy provides further detail on these provisions.

## **2 Eligibility for Management Committee Membership**

2.1 Eligibility for Management Committee Membership is governed by LHA's Rules.

2.2 In particular, those seeking to join the Management Committee must:

- Not be subject to any of the grounds for disqualification outlined in the Rules. Prospective Management Committee 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 Management Committee Members

2.3 More generally, Management Committee Members must have the skills and aptitudes required by LHA. The key skills and aptitudes required amongst the Management Committee Members include an understanding and knowledge of some of the following:

- Local housing needs,
- Tenants and residents needs and concerns
- Strategic management/performance management
- The running of a business
- Financial matters
- Legal matters
- Community relations, issues and development needs
- Equality issues
- Working with local authorities
- Property development/building
- Human resources
- Public relations
- Information technology

2.4 It is recognised that prospective Management Committee Members are unlikely to possess all of the skills and knowledge identified above. LHA will therefore ensure appropriate ongoing training and support is provided to enable its Management Committee Members to discharge their duties.

## **3 Ending Membership**

In accordance with LHA's Rules, a person's membership of the Management Committee 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 Management Committee Meetings in a row without special leave of absence previously granted by the Management Committee.
- If they are removed from the Management Committee by a majority vote, either at a General Meeting or specially convened Management Committee meeting, in favour of their removal.
- If they stand down in accordance with provisions in the Rules about retirement of Management Committee members, and do not seek re-election
- 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 Filling Positions on the Management Committee**

- 4.1 The process for populating the Management Committee is governed by LHA's Rules.
- 4.2 The maximum number of members permitted on the Management Committee is fifteen people.
- 4.3 If during the period between Annual General Meetings, members of the Management Committee stand down, are removed or become ineligible, the Management Committee may fill these places from the existing membership of the organisation through the mechanism of 'Casual Vacancies' in accordance with LHA's Rules.
- 4.4 The Management Committee will be free to co-opt individuals on to the Management Committee in accordance with its Rules should there be space to do so, i.e. the maximum number of Management Committee Members is not exceeded. Co-optees may be used to appoint non-members to the Management Committee 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 Management Committee and/or any sub-committees to which they are appointed, but may not:
- Take part in decisions relating to membership;
  - Take part in decisions relating to the election of the Management Committee's Office Bearers, or stand for election as an Office Bearer;
  - Be counted towards fulfilling quorum requirements for meetings of the Management Committee or any sub Committees.

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

- 5.1 In addition to any relevant ongoing training and support, new Management Committee Members will complete an induction programme. This will cover background information on LHA and its business; as well as a more general introduction to housing associations and their governance, including clear information on what is expected of Management Committee Members.

5.2 Each Management Committee Member will, in exercising his/her role as a Management Committee 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 Management Committee 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 Management Committee 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.

5.3 A list of the main roles and responsibilities of Management Committee Members is contained in the Role Profile and Code of Conduct Documents in the Standing Orders.

## **6 Public Awareness of the Management Committee**

Management Committee 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 Management Committee. By promoting the Management Committee, LHA aims to:

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

## **7 Procedures for Filling Vacancies**

7.1 Vacancies on the Management Committee 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 or approaches to fill particular identified skills gaps

## **8 Procedures for Election**

- 8.1 All members of LHA are entitled to stand for election to the Management Committee, 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 Management Committee.
- 8.3 Elections to the Management Committee are held at the Annual General Meeting (AGM) when one third of the Management Committee must stand down. Existing Management Committee 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 Management Committee Members who are required to seek re-election at the AGM.
- 8.4 Potential Management Committee Members must be nominated if they wish to stand for election. Copies of the Management Committee Membership Nomination Form and Management Committee Membership Eligibility Form are included with the AGM notice sent to members 28 days prior to the meeting. The completed forms should be received at LHA's 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 Management Committee will then be sent a copy of this policy. They will also be provided with a copy of the Code of Conduct for Management Committee Members and will be advised that, in accordance with the Association's Rules, no Management Committee member can take office unless they agree to and sign the Code of Conduct.

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

- 9.1 LHA's Management Committee is responsible for ensuring that it has the necessary expertise to control the business of the Association. On an annual basis each Management Committee Member will be involved in an annual performance review. The Management Committee will thereafter use the outcomes of these exercises to identify any skills or experience 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 approach or advertise for suitable candidates to bolster the Management Committee. The approaching of or advertising for suitable candidates will be through a range of methods including:
  - Approaching individuals with those recognised skills and/or knowledge, inviting them to become co-opted members of the Management Committee, or where this expertise is required on an ongoing basis, inviting potential co-optees to become members of the Association, as long as the co-optee fulfils the membership criteria.
  - Advertising through tenants' newsletters and website.
  - Advertising in specialist and/or local/ social media.

- 9.3 Any 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 Management Committee 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 Chief Executive or Business Support and Corporate Services Officer (BSCSO), who will issue the application and information on becoming a member.
- 9.5 Completed application forms will be sent to LHA's offices, and the Chief Executive or BSCSO, as necessary in conjunction with the Chair, 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 Chief Executive and/ or one or more members of the Management Committee (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 Management Committee Member
  - Establish the applicant understands the role of Management Committee 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 Potentially suitable applicants will be referred to the next Management Committee meeting and will either:
- Be approved by the Management Committee 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 Management Committee in line with the Association's Rules or
  - Their interest whilst noted does not result in an invitation to join the Management Committee
- 9.8 Prior to appointment, the Management Committee may invite the potentially suitable applicant to attend a Management Committee in an observer capacity.
- 9.9 For clarity and good governance, all expressions of interest from individuals seeking to become Management Committee members will be referred for consideration to Management Committee, even where their suitability may appear to be questionable.

9.10 However regardless of Management Committee's views on suitability of individuals expressing an interest in Management Committee membership, this does not prevent any member of LHA seeking election at Annual General Meetings in accordance with LHA's Rules

## **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 Management Committee meetings and sub-committee meetings per annum, 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 Management Committee 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
- The requirement to sign the Committee Members Code of Conduct prior to attending a Management Committee meeting

10.2 Any new member of the Management Committee 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 LHA and its members; and the housing and community needs it is aiming to meet
- LHA's Rules
- LHA's current programme, activities and issues
- Codes of Governance and Conduct,
- An outline of LHA's Entitlements, Payments and Benefits Policy
- LHA's commitment to Equal Opportunities,
- Roles and Responsibilities of Management Committee Members
- Arrangements for appraisal of the Management Committee and its members
- A summary of the current Business Plan
- A summary of the previous 12 months key Management Committee decisions

## **11 Annual Performance Review**

11.1 LHA's Management Committee will assess annually the skills, knowledge, diversity and objectivity that it needs for its decision making and what is contributed by Management Committee Members, by way of annual performance reviews. This will be carried out by the Chair and an external independent governance expert.

## **12 Period of Service**

12.1 LHA will observe good practice as laid out in the Scottish Housing Regulator's guidance on this matter. LHA will also observe the requirements of our Rules. In Clause 43.11 these state that a person will not be eligible to be a Committee member for a continuous period in excess of nine years if the Committee has not resolved to permit him/her to stand again or otherwise be nominated for re-election.

## **13 Review**

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

## **14 General Data Protection Regulations**

14.1 LHA regards privacy as important and the processing of any personal information supplied by Members seeking appointment to the Management Committee, will be undertaken in accordance with the General Data Protection Regulation 2016/679. 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 or LHA's Rules.