

				Approval route	
ESTUARY HOUSING ASSOCIATION LTD				1	Internal group (H&S/SCG): Not applicable
				2	JNC/FER: Not applicable
				3	Senior Management Team: 25 January 2019
				4	Board /Committee: Board 4 February 2019
DIRECTORATE / DEPARTMENT: <i>Corporate Resources</i> RESPONSIBLE PERSON: <i>Company Secretary & Regulatory Lead</i>				Page: 1 of 10	
				Issue Date: 2009	
				Location: Corporate Resources	
				EIA Date: 14 January 2019 Last Review Date: July 2017 Next Review Due: March 2021	
VERSION CONTROL					
Date	Author	Version	Notes		
10.11.09	Head of Business Support	1.0	Approved by FER v12.08.09		
14.07.10	Director of Corporate Services	2.0	Reviewed		
12.12.11	Director of Corporate Services	3.0	Reviewed		
08.03.17	(Acting) Assistant Director of Corporate Resources	4.0	Reviewed		
27.07.17	(Acting) Assistant Director of Corporate Resources	5.0	Amendment to diversity data at Appendix A		
31.07.17	EDCR	6.0	Amended paragraph 11. Added E&D Targets		
03.01.19	CSRL	7.0	Reviewed. Amendments made to job titles and EHA tenant community profile. Some deletions of procedural content.		
<i>Selection, Appointment and Election of Committee and Board Members Policy</i>					

Purpose or Aim

Estuary Housing Association (EHA) aims to have a high performing Board that has the relevant skills and experience and is representative of the areas in which EHA operates. EHA recognises

that a clear policy on Board member recruitment is fundamental to good governance and is also a requirement of the NHF Code of Governance.

This Policy aims to ensure that a transparent and unbiased selection, appointment and election process is followed resulting in the appointment of the best candidate based solely on merit and best-fit with our organisational values and key corporate objectives.

Equality & Diversity

At Estuary Housing Association (EHA) we are committed to embedding equality and diversity at the heart of our work. We aim to be an inclusive organisation, where individual differences are respected, where staff, people who use services, as well as their families and carers, are treated with dignity and on the basis of their merits, abilities and needs, and where everyone has a fair opportunity to fulfil their potential

Scope

This policy applies to all Board and Committee members (including independent Board members) of the EHA Group including Accession Homes Limited (AHL) and Estuary Homes Designs Ltd (EHD).

Policy and Procedure

1. Board Composition

- 1.1 According to Rule D2.1, the Board shall consist of a maximum number of 12 Members and a minimum of 5. Up to one quarter of the Board of Management may be comprised of employees of EHA, as per Rule D2.4.
- 1.2 Rule D5.2 allows the Board to appoint or co-opt the association's chief executive and other employees to the association's board.
- 1.3 Attached as Appendix A to this policy, is the statement of required skills and experience as agreed by the Board. The statement also includes targets for diversity and gender mix.
- 1.4 The Rules allow for up to one third of the Board to be Residents. The practice of having two reserved places on the Board for residents was discontinued following a Governance Review in 2014. Recruitment of Board members to fulfil the identified skills matrix will be open to those Residents who are able to evidence the required skills and competencies, consistent with D7 of our adopted NHF Code of Governance 2015, as below:
- 1.5 "D7 Where the organisation's constitution provides for one or more board members to be nominated or directly elected, the organisation must ensure that those coming forward bring skills and experience that meet the needs of the board, and that they are fully aware in advance of the responsibilities that they will undertake. New board members must not be appointed without undergoing a due selection and assessment process to establish their suitability."
- 1.6. On appointment a Board Member, excepting a Resident Board Member, will hold one share in the issued share capital of Estuary Housing Association.

2. Vacancies on the Board of Management

- 2.1 Vacancies on the Board of management could be created in any of the following ways:
- Voluntary resignation by an existing Board Member, by giving written notice of resignation to the Secretary (Rule D9).
 - Death of an existing Board member.

- Replacing Board member(s) who have come to the end of their maximum term of office.
- In the case of a board member who, at the time of appointment was a resident, he/she ceases to be a resident (Rule D8.9) unless the resident was appointed for his expertise rather than elected as a resident representative.
- A board member who may be removed by a special resolution passed at a Board meeting by three quarters of the Board members present and voting (Rule D10).
- A decision, following skills /succession review by the Chair, not to renew an existing term of office, prior to the maximum 9 years.

If an existing Board Member is disqualified for any of the reasons detailed within section D of the Rules of Association. In any of the above events the Board Member will immediately cease to be shareholder of the Association.

2.2 In filling any of the vacancies, the Board shall consider the results of any recent skills audit, skills gaps on the Board and the targets for diversity and gender balance. The Board shall aim to recruit new members to fill the gaps as identified.

2.3 The board membership will aim to include members with core skills set out in Appendix A.

3. Attracting Interest in Board Member positions

3.1 Largely dependent on the skills or experience required by the Board, vacancies on Estuary HA's Board shall be widely publicised through any, or all, of the following channels or other channels that may be deemed appropriate for the skill set required:-

- Housing Sector press
- Newsletters
- Estuary HA's Website
- Local/National newspapers
- Consultancy search services
- Online advertisements
- Linked-In

Additional routes to address diversity targets, such as:

- Women on Boards
- University Women's Club

3.3 In addition to the above channels, where Residents are identified with the prerequisite skills, they too will be encouraged to apply for a position on the Board of Management.

3.4 The Company Secretary shall be responsible for publicising and branding all Board member vacancies. The Performance and Customer Engagement Manager will publicise vacancies to residents, via our website.

3.5 EHA will provide paperwork in larger fonts for applicants with visual impairments. The Central Services Team should be contacted on 0300 304 5000 to make such requests.

3.6 Candidates with additional accessibility and/or language needs are not precluded from applying for vacancies on the Board of Management, if they are able to make their own support arrangements as required. The Association is unable to meet the financial requirements of providing any such support in relation to Board and Committee papers. It is also understood that the transactions of the Board will be in English.

4. The Application

4.1 Any person interested in the advertised Board member vacancies, will be invited to request an application pack. The application pack will consist of the following documents:

- List of competencies for Board members and specific skill sets sought
- Board Member Role description
- How to apply
- Equality and Diversity Form
- Declaration of Interests Statement
- EHA's Vision, Mission and Values

4.2 Candidates will be asked to complete the application form or submit a CV and prepare a supporting written statement describing their suitability for the role of Board Member. The statement must include the candidate's commitment to Estuary HA's Vision, Mission and Values.

4.3. Should any candidate need help or assistance in drafting their supporting statement, Estuary HA will provide the necessary independent support for this purpose.

4.4 All candidates will be asked to provide proof of identity and UK residency (if applicable), prior to appointment.

5. Eligibility Criteria

5.1 Applications cannot be accepted from anyone who falls into any one of the categories described below:-

- They are disqualified from acting as a Director of a company for any reason
- They have been convicted of an indictable offence within the last five years.
- They are or may be suffering from mental disorder, as defined by Section 1 of the mental Health Act 2005 (as amended) and either:
 - an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
 - in the opinion of a registered medical practitioner they are suffering from a mental disorder by reason of which they are incapable of carrying out the duties of a board member; or
 - persons with anti social behaviour disorders
- Their appointment would present a significant conflict of interest with Estuary's business or their existing commitments or employment.
- Board reserve the right to reject Board candidates, or remove Board Members, whereby the level and type of political activity they are involved in has the potential to conflict with the ethics and stated values of EHA, or may cause reputational or regulatory damage.

5.2 In the case of applications from residents:

- The applicant must have a valid tenancy or leasehold agreement with Estuary HA and must not be under Notice of Seeking Possession.
- They must not be in breach of their tenancy agreement.
- They must not be in 'true' arrears. True arrears are due to late or non-payment of rent, in breach of tenancy conditions. They do not however relate to the delayed payment of a legitimate Housing Benefit/ Universal Credit claim.

5.3 Candidates will also be asked to sign the declaration statement confirming that they meet the Estuary HA eligibility criteria as described above.

6. Reviewing application forms

6.1 The initial review of applications will be carried out by the Chair of the Board, Chief Executive and Company Secretary.

6.2 The review process is simply to ensure that the applicants meet the eligibility criteria as approved by Board.

6.3 Once the review process is complete, the Company Secretary will write to all applicants, inviting them to attend for interview.

7. Open Evening and Interviews

7.1 Providing there is more than one applicant per position, an opening evening may be organised.

7.2 Candidates will be interviewed by a Panel consisting of:

- The Chair of the Board
- A Board Member (in addition to the Chief Executive)
- The Chief Executive
- Executive Director of Finance and Corporate Resources/Company Secretary

7.3 The Panel shall be chaired by the Chair of the Estuary Board of Management. In cases where the Panel is unable to reach a consensus, the Chair of the Panel shall have the casting or deciding vote. The decision of the Panel is final and there shall be no right of appeal.

7.4 Resident candidates identified as suitable for appointment by the Panel will not become shareholders of EHA. Other successful candidates will be asked to complete a shareholding application form for submission to the next Board meeting together with a report from the Chair of the Panel recommending the appointment of the successful candidate(s).

7.5 Residents will not be excluded from applying for advertised paid Board member vacancies, based on the merits of their skills, knowledge and ability, but should note the possible consequences of acceptance or refusal of a paid position, should they currently be in receipt of welfare benefits, before they apply. Resident Members appointed prior to 2015 will serve on a voluntary basis.

8. Post Election/Appointment

8.1 Following the selection by Panel appointment will be submitted for approval at the next Board of Management meeting. New Board Members will be formally elected by Shareholders at the next AGM.

8.2 The new Member's Term of Office will commence when the appointment is approved by the Board of Management.

9. Terms of Office

Board members will be appointed initially for one term of three years, starting with the appointment by the Board, followed by a further term of three years, subject to satisfactory performance and mutual agreement; with re-election onto the Board at the end of each term.

This will be followed by annual reviews, for a maximum of a further three years. This will allow increased scope to review the required skill sets and appraise contributions from members. The maximum total term is nine years.

10. Succession Planning

10.1 The Chair will lead on undertaking annual reviews of Board Member performance and will ensure that any specific individual or group training requirements are highlighted.

10.2 All Members will annually complete a self-assessment of skills and an assessment of individual and Board performance.

10.3 Taken together these will enable the Chair and Executive to analyse gaps and seek to recruit these into the organisation. If a Board space needs to be created to achieve this, the Chair will need to establish how that is to be created.

10.4 This mechanism and approach will ensure that the Board maintains the relevant skills, experience and ability to manage the business of the Association.

10.5 Skills matrix requirements will be reviewed at a minimum of every three years by the Corporate Health and Remuneration Sub-Committee to identify the appropriate Board skills for succession planning.

10.6 The Chair will review representation on the Board, in terms of gender and ethnicity, to reflect our communities. See Appendix A.

11. Related Documents

This policy needs to be read alongside the Association's other policies and procedures, including:

- Board Members' Agreement for Services;
- [Rules of the Association \(amended 2018\)](#)
- [Board Members Appraisal Policy and Procedure \(under review\)](#)
- [Equality Diversity Policy - Draft Version 3.3 - HR 19 - March 2017](#)
- [ERIC - Probity Policy](#)
- [ERIC - Shareholder Policy June 18](#)

The following statement of preferred composition is intended to guide the recruitment and selection of Board members. The Board aims to have members with the following core skills and experience:

1. The Chair will have experience of running a substantial commercial business or held a Chief Executive role in a substantial third sector organisation, Government (National or Local) and will have connections and relationships including in the areas covered by Estuary and within the sector, being able to represent Estuary and its values effectively in an ambassadorial role.
2. For Board Members' the core skillset sought includes:
 - Financial Management & Analysis, including Treasury function
 - Audit & Risk Management
 - Property Development and Asset Management
 - Housing Management & Care and Support Services
 - ICT
 - Legal

The core skills can have been obtained in a private, voluntary or public sector organisation

3. Board Members are expected to be financially literate and share the ethos and values of Estuary.
4. The core skills sought may vary as Estuary's business develops or new opportunities or challenges emerge.

The Boards of Estuary and its subsidiaries aim to reflect the communities it serves and will work towards achieving appropriate representation in terms of gender and ethnicity. As at June 2018, the profile of our tenant community is as follows: 63.7% female and 36.3% male. 91.16% White, 4.39% Black, 1.83% multiple ethnic groups and 1.52% Asian.

Estuary and its subsidiaries will work towards achieving the following targets for Board Membership by 2020:

- 50% Female; 50% Male
- 20% Black or ethnic minority; 80% white

Appendix B

An induction training day, presented by the Executive Team, will be arranged for new Board Members. Agenda content will include:

- Responsibilities of the Board; conduct at meetings; individual training and development needs
- Mission and vision statements; Business Plan objectives; current status and environment within the sector
- Core Values, Governance and Probity
- Senior Management Structure
- Introductions to the areas covered by each directorate
- E-Governance – issue of tablet and training by Senior ICT Systems Analyst

In addition, new Board Members will be provided with an initial induction pack, along with their Agreement for Services and the Rules of Association, containing:

FORMS FOR COMPLETION AND RETURN
New Board/Committee/Independent Non-Executive Committee Member Appointment Form
HM Revenue & Customs – Starter Checklist – Employee’s personal details form
Board/Committee/Independent Non-Executive Committee Member– Declaration of Interests Form
Declaration for Fit and Proper Persons
Internet Usage Policy (2 copies for signature – 1 copy to be returned)
Email Policy (2 copies for signature – 1 copy to be returned)
Anti-Money Laundering Policy
Shareholder Application (Appendix 1 – Shareholder Policy)
FORMS FOR YOUR FUTURE USE
Board Member Expenses Claim forms (x 3 with reply paid envelopes)
Gifts and Hospitality Form and Guidance (to be completed when applicable)
POLICIES AND PROCEDURES FOR RETENTION
Data Protection Policy
Board Members Code of Conduct Policy
Shareholder Policy
Anti-Bribery Policy
Probity Policy
Board/Committee and Independent Non-Executive Committee Member Expenses Policy
Appraisal Policy and Procedure for Board Members (v2)
Equality & Diversity Policy – HR19
Board Member Training and Induction Policy
INFORMATION DOCUMENTS
Schedule of Board and Committee Meetings
Board Member Privacy Notice
NHF Directors & Officers Liability Insurance and Guidance Notes
NHF Code of Governance
Annual Report (current)
Estuary Rules of the Association
Business Plan (current)
Audited Accounts (for the last financial year)
Training Plan

Equality Impact Assessment Toolkit – Initial Screening

Stage 1 IDENTIFY POLICY AIMS & NEED FOR EIA		
Title of Policy	Selection, Appointment and Election of New Committee and Board Members Policy	
Is this a new policy/procedure/guidance/service plan or changes to an existing one?	Review of existing policy	
Person(s) responsible for carrying out the EIA screening	Company Secretary and Regulatory Lead	
What is the purpose of the policy/procedure/guidance (etc).	This Policy aims to ensure that a transparent and unbiased selection, appointment and election process is followed resulting in the appointment of the best candidate based solely on merit and best-fit with our organisational values and key corporate objectives.	
Which protected characteristic(s), if any, will be affected by this policy?		
	Yes	Negative or positive impact?
Age	N/A	
Disability	N/A	
Gender Reassignment	N/A	
Marriage / Civil Partnership	N/A	
Pregnancy / maternity	N/A	
Race	N/A	
Religion or belief	N/A	
Gender	N/A	
Sexual orientation	N/A	
		The policy can be made available in different format(s) if required
<i>If it is considered that the policy (procedure, guidance, service plan etc) will potentially affect or impact negatively on any protected characteristic under the Equality Act 2010, you should continue on and complete the full EIA template.</i>		
<i>If there is no direct adverse impact on any of the protected characteristics, this form should be signed below by the responsible person to confirm a full EIA is not required.</i>		

It is determined at this time that this document/service will have no adverse impact on people from any of the protected characteristics above and a full Equality Impact Assessment is not required at this time. This will be reviewed on an annual/biannual basis (or sooner if issues are raised).

Name:	Karoline Singleton
Position:	Company Secretary & Regulatory Lead
Date of assessment:	14 January 2019
Signature:	