



Care Housing Association

Board Recruitment, Renewal & Review Policy

Implementation Date	06/07/2020
Created By	Matthew Eddisford
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1. Term of Office

Each Director is elected onto the Board for an initial 3 year term. The overall maximum term of office will be 9 years.

2. Appointment & Removal of Directors

In order to preserve the continuity in work and skills of the Board, it is important to ensure the succession of Directors is well planned. Therefore, each year, the Board shall receive a report on Board membership and terms of office so that decisions can be made as to whether any recruitment is necessary.

At each annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director he or she must retire. The director may then be re-elected provided they have served less than the maximum 3 terms of 3 years.

The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless otherwise agreed among themselves) be determined by lot.

If a director is required to retire at an annual general meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

Recruitment to the Board will be informed by the annual report regarding Board membership. When it is considered that it is necessary to recruit to the Board, the Board shall receive a report outlining the desired attributes/experience of the candidate(s). An assessment of current board members skills and experience will be carried out to determine what skills are required from a new board member to ensure balance between housing management experience and social care experience.

Recruitment shall be carried out in an open and transparent way using the most appropriate best practise relevant to recruitment and selection that is available at that time. All appointments must be formally approved by the Board as per the Articles of Association for Care.

Once appointment to the Board has ended by whatever means, Directors will be required to:

- Resign from all positions held as a Director in any other organisations where the Association is represented.
- Give up and take all necessary steps to transfer ownership of any shareholding in the Association.
- Not represent themselves in any way as being connected to the Association.
- Return any property or documents provided by the Association in relation to duties held as a Director.
- Commit to and sign a Board Member Undertaking (Appendix A) which outlines their responsibilities and expectations.

3. Responsibility

The designated officer responsible for implementation and monitoring of this policy will be the Chief Executive.

4. Equality and Diversity

We are committed to respecting diversity in all aspects of our work and we will not tolerate any form of discrimination.

5. Commitment and Review

Care will formally review this policy every three years.

APPENDIX A

To: **Care Housing Association Limited** of [Suite 34, Hardmans Business Centre, New Hall Hey Road, Rawtenstall, BB4 6HH] (Company number: 4653659) (the **Company** or **Care Housing Association**)

I, _____ of _____ hereby undertake to the Company as follows:

1 Definitions

In this undertaking

Articles	means the articles of association of the Company from time to time.
Associated Corporation	means any company, corporation, industrial and provident society, partnership, or other entity, which is directly or indirectly controlled by, or directly or indirectly controls the Company together with any other bodies to which I may have been nominated or appointed by the Company.
Board	means the board of Directors from time to time of the Company and Board Member means a member of the Board.
Code of Conduct	means the Company's code of conduct as varied from time to time by the Company, a copy of which has been provided to me.
Code of Governance	means the Company's code of governance as varied from time to time by the Company, a copy of which has been provided to me.
Group	means the Company or any Parent together with any other entity which is from time to time a Subsidiary of the Company or any Parent (each a Group Member).

Parent	means any body of which the Company is from time to time a Subsidiary.
Regulator	means the Office for Tenants and Social Landlords constituted under part 2 of the Housing and Regeneration Act 2008 or any other body (including Homes England) which may from time to time succeed to any of its functions.
Subsidiary	Has the meaning given in section 1159 Companies Act 2006.

2 Appointment

I will serve as a Board Member of the Company until my appointment as a Board Member comes to an end in accordance with the Articles.

3 Time commitment

I will allocate sufficient time to meet the requirements of my role. I will obtain the agreement of the Board before I accept additional commitments that might affect the time I am able to devote to my role as a member of the Board.

4 Role/duties

4.1 I acknowledge that I have the same general legal responsibilities to the Company as any other Board Member (whether executive or non-executive).

4.2 I acknowledge that the Board as a whole is collectively responsible for ensuring the success of the Company and ensuring its compliance with all legal and regulatory obligations (including compliance with its Articles) and best practice and upholding its reputation, values and objectives by directing and supervising the Company's affairs and carrying out the further functions set out in the Code of Governance. The Board is accountable to the Company's shareholders, residents, funders and the Regulator and the wider community.

4.3 In addition to contributing to the Board's compliance with the responsibilities set out in paragraph 4.2, I agree that, together with the other non-executive members of the Board, I will comply with the following Purposes and Key Responsibilities

4.3.1 Purpose:

- To work constructively with other Board Members and the Company's Executive Team to ensure that Care Housing Association is managed and controlled

appropriately; to ensure that it is accountable to its legitimate interest groups and stakeholders; and to ensure that it works within the requirements of the law.

- To act as a 'guardian' of the goals and values of Care Housing Association.

Key Responsibilities

4.3.2 To devote sufficient time and energy to Care Housing Association's business. This includes:

- Preparing for meetings
- Attending Board meetings as required
- Volunteering for membership of sub-groups as and when required
- Keeping up to date with housing issues by reading and attending training/briefing sessions
- Representing the Company.

4.3.3 To participate in the management and control of Care Housing Association's activity, including:

- Generating strategic opinions
- Financial monitoring and control and risk management
- Establishing plans, policies and objectives and ensuring these are complied with
- Ensuring plans are implemented and evaluating performance
- Reviewing activity and deciding on appropriate action

- 4.3.4 To agree guiding principles and make decisions on all matters that might create significant financial or other risk to Care Housing Association, or which raise material issues of principle.
- 4.3.5 To ensure that Care Housing Association's affairs are conducted lawfully and in accordance with the agreed values, goals and generally accepted standards of performance and propriety.
- 4.3.6 To consider and agree responses to reports from the Regulator, Care Housing Association's auditors, funders and any other relevant body.
- 4.3.7 To represent Care Housing Association in the outside world and to help foster good relationships with funders, local authorities etc.
- 4.3.8 To promote the good name of Care Housing Association at all times.
- 4.3.9 To participate when necessary in the recruitment of the Company's employees and contractors.
- 4.3.10 To abide by the Code of Governance and the Code of Conduct.

5 Outside interests

I will declare any relevant direct or indirect interests or conflicts of interest whenever required by the Articles or the Code of Conduct.

6 Confidentiality

I will treat all information acquired during my appointment as confidential to the Company and will not release it either during my appointment or following termination (by whatever means) to third parties without prior clearance from the Board.

7 Review process

I will participate in an annual appraisal review of my performance as an individual board member.

8 Position on Termination

Upon the termination of my appointment as a Board Member for any reason:

- 8.1 I will at the request of the Company immediately resign from all offices that I hold by virtue of being a Board Member, including any office in any Associated Corporation where the Company requests this. In this event, I will take all steps necessary to transfer ownership of any shareholding in any Associated Corporation without claim for compensation. In the event of my failure to comply with this clause, I hereby irrevocably authorise the Company

to appoint someone in my name and on my behalf to sign and deliver such resignations or transfers to the Company or to each relevant Associated Corporation (as applicable); and

8.2 I shall not represent myself as being in any way connected with the Company or any Associated Corporation.

9 Expenses

I acknowledge that I am not entitled to any remuneration as a board member, but may recover expenses properly incurred as a board member subject to any limits or requirements for authorisation set by the Board from time to time.

10 Declaration

I am not aware of any reasons that would or would be likely to make me ineligible to serve as a Board Member of the Company.

Signed

Board member

Date