



# Westfield Housing Association

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## Board Membership & Remuneration Policy

### 1. Policy Statement

This document outlines Westfield Housing Association's Policy in respect of recruiting, electing and remunerating Board Members.

### 2. Board membership roles and responsibilities

- 2.1. The role and responsibilities of each Board member, and of the Board collectively, is to:
- i. Establish and approve the strategic direction of the Association, including its Vision and Values, Strategic Objectives and Business Plan.
  - ii. Ensure compliance with the Association's objects, in particular that the Association maintains its strong community and tenant focus;
  - iii. Establish a culture that is positive, focused on the needs of current and future tenants and their communities, other customers and key stakeholders, and embeds equality, diversity and inclusion in the organisation;
  - iv. Ensure appropriate systems of control exist to ensure the health and safety of tenants, other customers, staff, Board members and those working in partnership with the Association;
  - v. Contribute to the development and oversee the implementation of the Association's strategies and policies, including equality, diversity and inclusion;
  - vi. Ensure a risk management framework and appropriate systems of control exist to protect the assets, staff, tenants, customers and reputation of the Association;
  - vii. Ensure appropriate systems of control and reporting exist to enable the Board to evaluate whether the Association is operating effectively, efficiently and economically;
  - viii. Satisfy itself as to the integrity of financial information and setting and approving each year's budget, business plan and approval of annual accounts prior to publication;

- ix. Keep up-to-date with own specialist area of knowledge or expertise and with other relevant matters, including any Lead/Champion role and responsibilities;
- x. Contribute to sub-committees and/or project groups as required;
- xi. Participate in annual individual and group appraisal of Board performance;
- xii. Uphold the values and objectives and act as an ambassador for the Association;
- xiii. Provide oversight, support, direction and constructive challenge to the organisation's Chief Executive and other executives;
- xiv. Appoint, direct and, if necessary, dismiss the Chief Executive;

### **3. Board qualities, skills and experience**

- 3.1. The Board shall ensure that it has the necessary range of qualities, skills and experience to enable it to uphold the Association's values, direct the Association's work and set the Association's strategic direction and policies in accordance with the Board's Terms of Reference (Appendix 1).
- 3.2. The Board shall annually appraise its collective qualities, skills and experience that it collectively and individually requires to fulfil its duties, in line with the Board Appraisal Policy (Appendix 8) and NHF Code of Governance 2020.
- 3.3. Following the annual appraisal process, the Board will agree an annual Board Learning & Development Plan, providing either collectively or individually, identified learning and development needs to enable Board to fulfil its duties, monitoring progress as part of Board Meetings.
- 3.4. Where a lack of skill or experience is identified, the Board may co-opt an appropriately skilled person or persons onto the Board if the Association has been unable to recruit a Board Member/s with such skills and experience.

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

- 4.1. The Board shall comprise not less than five and not more than twelve members, included co-opted members.
- 4.2. The Association values highly its community bases and tenants are able to apply in line with the recruitment process and demonstrate they can fill any identified skills and responsibilities. Under the Rules of the Association no more than one-half of the Board members may be tenants.

## **5. Election and Retirement**

- 5.1. Board members shall be elected by Shareholding Members at each Annual General Meeting, in accordance with the Rules of the Association. Board members are elected for a three-year term and may serve for a maximum of two consecutive terms (i.e. six years in total), but where a member has served six years, and the Board agrees that it is in the organisation's best interests, their tenure may be extended up to a maximum of 9 years.
- 5.2. Under the Rules of the Association, not less than one-third of Board Members must retire from office each year; these shall be the longest serving Members since last elected or re-elected.
- 5.3. A member who has absented themselves from three consecutive meetings of the Board without special leave of absence may cease to be a Board member in accordance with the Rules of the Association.

## **6. Recruitment to the Board**

- 6.1. Board receives an annual update noting terms and tenures of Board Members to ensure the Association maintains the required level of Board Members.
- 6.2. In line with points 6.1 and 3.2 above, Board shall seek to recruit additional Board Members.
- 6.3. Recruitment will be through an open and transparent process. Board will agree where to advertise, not limited to national housing publications (Inside Housing), the Association's social media sites, LinkedIn, Cumbria Council for Voluntary Service and through other professional networks.
- 6.4. Board shall determine the recruitment process, including where to advertise, the recruitment pack, which will detail: the qualities, skills and experience we need, the role of Board Members, terms & conditions and commitment required, and the recruitment process and how to apply and closing and interview dates.
- 6.5. The Board Chair and/or Vice Chair and Chief Executive of the Association will shortlist and interview the candidates.
- 6.6. Pre-appointment checks will be completed by the Association for successful applicants prior to election.

## 7. Expenses incurred in performing Board duties

7.1. Board membership is a voluntary role for which no remuneration is made.

7.2. However, the Association does not wish Board members or other volunteers to be out of pocket as a result of their contribution to the Association's activities. Expenses incurred in carrying out approved duties may be claimed as follows:

- a. *Travel to Meetings*: Reasonable travel costs will be reimbursed. Mileage is reimbursed at Approved Mileage Allowance Payment (AMAP) rates. Taxis may be used when there is no alternative. In addition, the cost of other ancillary and essential costs incurred, such as parking expenses may be claimed.
- b. *Meals and refreshments*: Reasonable expenses may be claimed for refreshment if none is provided and the member is away from home over three hours.
- c. *Caring responsibilities*: Board or committee members who incur childcare or other care costs to enable them to carry out approved duties will be entitled to have reasonable costs reimbursed subject to the prior agreement of the Chair.
- d. *Conferences and Training*: Course and conference fees and accommodation booked by the Association will be paid direct. Otherwise they may be claimed on production of a booking form or receipt. Travelling expenses for such events will also be met.

## INDIVIDUAL AND COLLECTIVE REQUIREMENTS FOR BOARD MEMBERS

### Personal Qualities (all Board Members)

#### Board members must:

Have high standards of integrity and business ethics and demonstrate commitment to equality, diversity and inclusion

Be open, honest and trustworthy

Commit time and effort to the role

Set a positive culture and treat others with respect

Work as a team player and have good communication skills

Come well prepared for Board Meetings and contribute to board discussions and decision making

Be independent, inquisitive and provide constructive challenge

Be competent in the use of information and communication technology (ICT)

Be ambassador for WHA, act in the best interests of the Association at all times and uphold WHA's values in everything they do

Have a commitment to developing as a Board Member

Adhere to WHA's Code of Conduct and the NHF's Code of Conduct 2022.

### Skills (the Board collectively)

#### The Board must:

Understand and relate to the local community and to all stakeholders (e.g. tenants, residents, applicants for housing, nursery parents, the local authority, funders and partner agencies)

Focus on outcomes for tenants, nursery parents, communities and the Association

Demonstrate good governance and high standards of probity and business ethics

Think strategically and be able to establish policy and long-term strategy

Exercise critical reasoning and problem-solving skills

Understand and be able to interpret financial information

Understand and oversee the management of the risks that face the Association

Understand the role of technology in service delivery

Adhere to WHA's code of Governance, NHF Code of Governance 2020 & the Company Rules

## **Experience (the Board collectively)**

### **The Board must have collective experience of:**

Community influence and connections (including lived experience)

Social housing issues

Sector regulatory/governance experience/charitable sector

Housing and property/asset management

Property development

Health & Safety

HR/ legal/ managerial experience

Business management & development

Financial / Accountancy / Audit experience

Education/ Early Years provision

Data Management, GDPR, ICT/Cyber Security

## **8.0 Legal Framework/References**

**The Regulator for Social Housing**

**WHA Model Rules 2015**

**NHF Code of Conduct 2022**

**NHF Code of Governance 2020**

## **9.0 Linked Documents**

**Governance Regulations**

**WHA Code of Conduct**

**Board Appraisal Policy**

**NHF Code of Conduct 2022**

**NHF Code of Governance 2020**

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**To be completed by Corporate Services Officer**Document Control

<b>Business Owner (name &amp; job title)</b>	Debbie Fox, Acting CEO
<b>Policy Author (name &amp; job title)</b>	Debbie Fox, Acting CEO and Heather Wilson, Corporate Services/HR Officer
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Document History

<b>Date</b>	<b>Version Number</b>	<b>Author</b>	<b>Description of Update</b>
June 2025	4.0	DF/HW	Updated in line with Board recruitment & selection campaign, June 2025
April 2025	3.0	HE	Additional skills/knowledge required of Board Members and recommendations from Governance Internal Audit – October 2025.
February 2022	2.0	DF	Board Terms of References removed & replaced with new Appendix 1 – Individual and Collective Requirements for Board Members
January 2019	1.0	NV	Full re-write – separate policy created following approval of the wider Governance Regulations and Governance Review.