



# **BOARD MEMBERSHIP AND REMUNERATION POLICY**

**This document outlines Westfield Housing Association's policy in respect of  
recruiting, electing and remunerating Board members**

## **1. Board membership roles and responsibilities**

- 1.1. 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 mission and values, strategic objectives and financial business plan.
  - ii. Ensure compliance with the Association's objects, in particular that the Association maintains its strong community and customer focus;
  - iii. Establish a culture that is positive, focused on the needs of current and future residents, 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. Ensure a risk management framework and appropriate systems of control exist to protect the assets and reputation of the Association;
  - vi. Ensure appropriate systems of control and reporting exist to enable the Board to evaluate whether the Association is operating effectively, efficiently and economically;
  - vii. Satisfy itself as to the integrity of financial information, and setting and approving each year's budget, business plan and annual accounts prior to publication;
  - viii. Providing oversight, support, direction and constructive challenge to the organisation's Chief Executive and other executives;
  - ix. Appoint, direct and, if necessary, dismiss the Chief Executive;
  - x. Establishing, overseeing and regularly reviewing a framework of delegations to committees and staff;
  - xi. Holding to account the organisation's committees and senior staff for the exercise of any powers delegated to them;
  - xii. Review these Governance Regulations at least every two years and approve amendments to them as necessary.

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

- 2.1. 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).
- 2.2. Board members shall comprise people with diverse backgrounds and attributes, having regard to the diversity of the local community.
- 2.3. The Board shall regularly review the qualities, skills and experience that it collectively requires to fulfil its duties (appendix 2).
- 2.4. Each year, the Board will assess its collective skills and experience. An assessment of the contribution of each individual Board member shall be conducted by the Chairman every two years.
- 2.5. All Board members are expected to participate in their own assessment and of the Board collectively.
- 2.6. Training, support and development will be provided to Board members, individually and collectively, to enable the Board to fulfil its duties.
- 2.7. Where a lack of skill or experience is identified, the Board may co-opt an appropriately skilled person or persons onto the Board
- 2.8. Prior to each Annual General Meeting, the Board shall identify individuals for nomination for Board membership who, together with existing Board members, ensure that it has the necessary range of qualities, skills and experience to fulfil the Board's duties.
- 2.9. Shareholders of the Association will be advised of the Board's assessment of its skills and experience in order to inform the election or re-election of Board Members.

## **3. Composition of the Board**

- 3.1. The Board shall comprise not less than five and not more than twelve members, including co-opted members.
- 3.2. Not more than half of all Board Members, including co-optees, may be tenants of the Association.
- 3.3. The Association values highly its community base in Westfield and encourages tenants to apply for Board membership. Under the Rules of the Association no

more than one-half of the Board members may be tenants.

- 3.4. One place on the Board is reserved for a co-optee nominated by Allerdale Borough Council.
- 3.5. Board members shall comprise people with diverse backgrounds and attributes, having regard to the diversity of the local community.

#### **4. Election and Retirement**

- 4.1. 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 three consecutive terms (i.e. nine years in total).
- 4.2. 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.
- 4.3. A member who has absented themselves from four 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.

#### **5. Recruitment to the Board**

- 5.1. Where the number of Board members is below the maximum number permitted, and where the Board assess that a lack of skill or experience exists, the Board shall seek to recruit additional Board members.
- 5.2. Recruitment will be through an open and transparent process. An advert will be placed in the local press and also may be advertised through, but not limited to, publicity on the Association's website, social media sites, direct communication to tenants and customers of the Association and professional networks. Via its recruitment process the Board will seek to address any skills and knowledge gaps identified and ensure a diversity of membership, including members with a particular insight of the communities served.
- 5.3. Any person interested in joining the Board will be invited to submit an application detailing their experience and skills. The Board shall determine and publicise the selection process.
- 5.4. Prospective Board and committee members undergo an open and merit- based appointment process. Nominated members will be assessed for having the necessary attributes and qualities, for awareness of the responsibilities of the role and the requirement to exercise independent judgement.

5.5. Successful applicants shall be appointed to the Board and, in accordance with the Association's Rules, must seek election at the Association's next Annual General Meeting.

## **6. Expenses incurred in performing Board duties**

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

6.2. 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 child care 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 Chairman.
- 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.

## Appendix 1

### BOARD TERMS OF REFERENCE

1. The Board has overall control of the activities of the Association but delegates day-to-day responsibility for carrying out those activities to the Chief Executive. The matters specifically reserved for Board approval are set out below and in the Delegated Authorities.
2. The Board shall:
  - 2.1 Establish and approve the strategic direction of the Association, including its mission and values, strategic objectives and business plan.
  - 2.2 Ensure compliance with the Association's objects, in particular that the Association maintains its strong community and customer focus;
  - 2.3 Establish a culture that is positive, focused on the needs of current and future residents, other customers and key stakeholders, and embeds equality, diversity, and inclusion in the organisation.
  - 2.4 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;
  - 2.5 Ensure a risk management framework and appropriate systems of control exist to protect the assets and reputation of the Association;
  - 2.6 Ensure appropriate systems of control and reporting exist to enable the Board to evaluate whether the Association is operating effectively, efficiently and economically;
  - 2.7 Satisfy itself as to the integrity of financial information, and setting and approving each year's budget, business plan and annual accounts prior to publication;
  - 2.8 Providing oversight, support, direction and constructive challenge to the organisation's Chief Executive and other executives;
  - 2.9 Appoint, direct and, if necessary, dismiss the Chief Executive;
  - 2.10 Establishing, overseeing and regularly reviewing a framework of delegations to committees and staff;
  - 2.11 Holding to account the organisation's committees and senior staff for the exercise of any powers delegated to them;
  - 2.12 Review these Governance Regulations at least every two years and approve amendments to them as necessary.

## Appendix 2

### INDIVIDUAL AND COLLECTIVE REQUIREMENTS FOR BOARD MEMBERS

#### Personal qualities (all Board members)

##### Board members must:

Be open, honest and trustworthy, with high levels of integrity

Uphold the values of the Association in everything they do

Set a positive culture that is in line with its mission and values

Treat others with respect

Work as a team player

Be independent and inquisitive

Have good communication skills

Contribute to board discussions and decision-making

Provide constructive challenge

Come well prepared for Board meetings

Commit time and effort to do the role

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

### **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

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

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

Community influence and connections

Social housing issues

Corporate governance in a regulated business sector

Housing and property management

Property development

Finance and business management