

# Part IX

## Appointment and Recruitment of Board Members

(The detailed rules are in Articles 13 to 17 of the Articles of Association and these rules take priority over anything in these procedures)

### 1. **MEMBERSHIP OF THE BOARD**

The membership of the Board is divided between three constituent groups

3 Council Board Members

3 Tenant Board Members

3 Independent Board Members

It is the Board's intention to limit the number of Board Members who are the paid staff or Board Members of other housing providers to 50% of the Board.

### 2. **APPOINTMENT AND RECRUITMENT**

Appointment and recruitment will be as follows

#### 2.1. **Council Board Members**

2.1.1. Council Board Members will be appointed by the Council, usually at its AGM for each year, and should be generally able to attend the dates of Board meetings.

2.1.2. Before each appointment Derby Homes may recommend to the Council the criteria Derby Homes would like the Council to adopt when appointing Council Board Members.

2.1.3. If the Council fails within three months of a written request by the Board to make the appropriate appointments the Board may fill the vacancies until the next AGM.

#### 2.2. **Tenant Board Members**

2.2.1. Three tenants will be appointed. They will retire in rotation at the AGM.

2.2.2. They will retire in rotation so that each Tenant Board Member will serve for a term of office as close to three years as possible. When calculating this length of time in office, a person who was appointed to fill a casual vacancy is treated as though he/she had held office from the date of the appointment of the Tenant Board Member he/she replaced.

~~2.2.3. Casual vacancies for Tenant Board Members where there remains less than one year of their term of office will be filled by Derby Association of Community Partners who will nominate Tenant Board Members until the next annual general meeting, prior to which a recruitment exercise will be carried out in compliance with Article 15. Applications will be sought for the position(s) that are retiring that year. This will be done by advertisement publicising in the Derby Homes News, Derby Homes website and by posters displayed at offices of Derby Homes on social media.~~

~~2.2.4.1.1.1. All candidates will undergo an eligibility test. Details of the criteria included in the test are provided in Article 15(6) and 15(7) of the Articles of Association.~~

2.2.4. All prospective Tenant Board Members will be required to undertake a recruitment process to be determined by the Board. A report will be taken to the Board to approve the process to be followed. The Board will agree an appointments panel and may delegate power to make a decision.

~~All candidates will undergo an eligibility test. Details of the criteria included in the test are provided in Article 15(6) and 15(7) of the Articles of Association.~~

2.2.5.

2.2.6. A skills audit of existing Board Members will be carried out and a person specification drawn up to weight skills required on the Board. Shortlisting of applicants will be carried out using the person specification, and interviews carried out by the Appointments Panel. The successful candidate will be required to provide two references.

2.2.7. Casual vacancies for Tenant Board Members where there remains less than one year of their term of office will be filled by Derby Association of Community Partners who will nominate Tenant Board Members until the next annual general meeting, prior to which a recruitment exercise will be carried out in compliance with Article 15.

## 2.3. Independent Board Members

2.3.1. Independent Board Members are appointed by the Council following a recommendation by the Board. A report will be taken to the Board to approve the process to be followed. The Board will agree an appointments panel and may delegate power to make a decision.

2.3.2. A skills audit of existing Board Members will be carried out and a person specification drawn up to weight skills required on the

Board. An advert will be placed as appropriate. Shortlisting of applicants will be carried out using the person specification, and interviews carried out by the Appointments Panel. The successful candidate will be required to provide two references. The Council will be asked to approve the decision of the Appointments Panel and the appointment will then be confirmed at the next ordinary Board meeting or annual general meeting.

- 2.3.3. Where a casual vacancy occurs, the same procedure will be followed. If the Council fails to fill the vacancy within three months of being asked to do so the Board can fill the vacancy until the next AGM.

Independent Board Members will retire by rotation at the AGM so that each Independent Board Member serves for a term of office as close to three years as possible. When calculating the length of time in office for the above purposes, where a person was appointed to fill a casual vacancy they shall be deemed to have held office from the date of the appointment of the Independent Board Member they replaced.

- 2.3.4. An independent Board Member cannot be a tenant, or a family member of a tenant, or a councillor.

## **2.4. Disqualification and removal of Board Members**

(This is covered in paragraph 18 of the Articles of Association)

- 2.4.1. Grounds for removal from the Board include where a Board Member:

- is prohibited by law from being a company director;
- is disqualified from elected membership of a local authority;
- is bankrupt;
- become physically or mentally incapable of acting as a Board Member and may remain so for more than three months;
- resigns;
- removed by resolution of three quarters of the Board after being given an opportunity to put his case;
- is absent from three Board meetings in a rolling period of 12 months unless the Board resolves otherwise on or before the third absence. If removed, a Board Member may apply to the Board to be reinstated;

Absences incurred prior to a Board Member's reappointment will be discounted following their re-appointment;

- is a tenant Board Member, when they cease to be a tenant except where this occurs temporarily, due to improvement works;
- is a tenant and is in serious breach of their obligations as a tenant, as agreed by three quarters of other Board Members;
- is an independent Board Member and becomes a tenant, or family member of a tenant, or a Councillor;
- is removed by resolution of the City Council.

2.4.2. Family member means any person who is a parent, brother, sister or child of a tenant whether by blood or marriage, a spouse or a partner and who in every case is at least 18 years old.

2.4.3. References to tenants only includes residential tenants of the Council or Derby Homes (not private tenants).

2.4.4. Board Members must notify the Company Secretary as soon as they become aware of any circumstances that would lead to the disqualification of any Board Member, including themselves. Derby Homes will monitor where Board Members are automatically removed from office.

## 2.5. **Board Member Services Agreement**

All Board Members will be required to sign the Board Members' Agreement to Services.

## 2.6. **Board Member Induction Programme**

2.6.1. All new Board Members will be required to participate in an induction programme.

## 2.7. **Continuing Training and Development**

2.7.1. Board Members are obliged to participate in Board and Board Member evaluations.

2.7.2. Board Members should offer help and support to less confident and inexperienced Board Members.

2.7.3. Board Members should try to keep up to date with general developments in the housing sector and issues relevant to Derby Homes.

2.7.4. Unless permission is obtained from the Chair, Board Members will attend all compulsory training and development sessions provided by Derby Homes.

## 2.8. **Board Champions**

2.8.1. Board Members may be invited to take on a designated Board Champion role.