

Part IX

Appointment and Recruitment of Board Members

(The detailed rules are in paragraph 13 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

5 Council Board Members

4 Tenant and 1 Leaseholder Board Members

5 Independent Board Members

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 will 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. Four tenants will be elected each to represent one of four areas of the City (see plan attached), and one leaseholder will be elected to represent all leaseholders. They will retire in rotation as follows:

October 2011 the representatives for the South East;

October 2012 the leaseholder representative and the representative for the North East; and

October 2013 the representatives for the North West and the South West;

and will subsequently retire in rotation which mirrors this 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.

- 2.2.2. Casual vacancies for Tenant Board Members where there is one year or less of their term of office will be filled in the following way:
 - (a) Derby Association of Community Partners will elect Tenant Board Members representing Tenants in an Area; and
 - (b) Derby Leaseholders Association will elect Leaseholders appointed as a Tenant Board Members.
- 2.2.3. Prior to each election nominations will be sought for the position(s) that are retiring that year. This will be done by advertisement in the Derby Homes News, and by posters displayed at offices of Derby Homes.
- 2.2.4. All nominated candidates will undergo an eligibility test. Details of the criteria included in the test are provided in Article 15(6) and 15(7) in the Articles of Association. Details of the criteria included is also printed on the candidate nomination forms.
- 2.2.5. Nominated, eligible prospective tenant Board Members must be proposed by a person living in the area covered by the election process. They must also be seconded by 6 people living in the area covered by the election process. No candidate shall be proposed and seconded by another candidate in the election process. Proposers and seconders should not live at the same address as the candidate in the election.
- 2.2.6. All prospective Tenant or Leaseholder Board Members will be invited to attend an interview with a panel of Board Members consisting of the Chair of the Board, at least one Vice Chair or Committee Chair and the Chief Executive and/or Director & Company Secretary to allow them to learn more about the role and responsibilities of being a Derby Homes Board Member. Prospective Tenant or Leaseholder Board Members will also be invited to attend a specified number of Board meetings as observers to give them an insight into the role of the Board Member.
- 2.2.7. Any tenant or leaseholder Board member who is re-applying for election, will not have to be interviewed by the selection panel detailed in paragraph 2.2.6 above.
- 2.2.8. If more than one eligible nomination is received, an election of all tenants in the specific area, or leaseholders will be held, administered by an independent agency. Candidates must provide a short statement (250 words) to be circulated to all tenants or leaseholders who will vote in the relevant election.

- 2.2.9. The results of the elections will be announced by press release and at the next ordinary or annual general meeting, or any other appropriate meeting.
- 2.2.10. Where a casual vacancy occurs and more than 12 months remains until retirement, the vacancy will be filled by election.

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 with delegated powers 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 in newspapers, including the Derby Evening Telegraph, and in offices of Derby Homes. Interested individuals will apply for the position as an Independent Board Member using the relevant Application Form.
- 2.3.3. A shortlist of applicants will be carried out using the person specification, and interviews of candidates carried out by the Appointments Panel. Each candidate will be required to provide two references. The decision of the Appointments Panel will be approved by the Council and be referred to the next ordinary or annual general meeting of the Board, or any other appropriate meeting.
- 2.3.4. 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.
- 2.3.5. Independent Board Members will retire by rotation at the AGM as follows:

- October 2011 the two Independent Board Members who have been in office longest;
- October 2012 the Independent Board Member who has then been in office longest;
- October 2013 the two Independent Board Members who have then been in office longest.

and subsequently retire in rotation which mirrors this 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.

- 2.3.6. An independent Board Member cannot be a tenant, leaseholder, or a family member of a tenant or leaseholder, 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;
- suffers from a mental disorder and enters hospital under the Mental Health Act;
- resigns;
- removed by resolution of three quarters of the Board after being given an opportunity to put his case;
- is absent without giving apologies from Board meetings for 6 months, or in a period of 12 months has been absent from 60% of meetings;
- is a tenant or leaseholder Board Member, when they cease to be a tenant or leaseholder, except where this occurs temporarily, due to improvement works;
- is a tenant or leaseholder and is in serious breach of their obligations as a tenant or leaseholder, 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 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 or leaseholder 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 and leaseholders only include residential tenants or leaseholders of the Council (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 Induction Programme**

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

2.6. **Continuing Training and Development**

- 2.6.1. Board Members are obliged to participate in Board evaluations.
- 2.6.2. Board Members should offer help and support to less confident and inexperienced Board Members.
- 2.6.3. Board Members should try to keep up to date with general developments in the housing sector and issues relevant to Derby Homes.
- 2.6.4. Unless permission is obtained from the Chair, Board Members will attend all compulsory training and development sessions provided by Derby Homes.