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BOARD MEMBERS POLICY PACK

Contents:

1. General Provisions (Applicable to all Policies in Board Members Policy Pack)
2. Board Member Recruitment Policy
3. Board Member Learning and Development Policy
4. Board Member Appraisal Policy
5. Board Member Succession Planning Policy

General Provisions (Applicable to all Policies in Policy Pack)

1. Viewpoint's Values

Viewpoint is here to help people enjoy their later years. Everything we do is about realising this vision, which is supported by the following straightforward set of values:

- Inspire with positive smiles and words;
- Say 'yes I can and I will';
- Celebrate age, experience and wisdom;
- Do according to our customers' wishes and ambitions;
- Treat people (everyone is a VIP) as we would a "loved one";
- Work hard, have fun and laugh;
- Stay courageous, creative and ahead of the game; and
- Work with those that share our values.

These promises shape us. They are a commitment to our residents, staff and suppliers. They are fundamental to every single plan, decision and project we embark on.

Ensuring that we have systems and processes in place to manage risk effectively will support us to deliver those plans, decisions and projects, in accordance with our vision and values.

2. Legislation/related policies

The Policies in this pack have been developed taking into account the 'Scottish Housing Regulator's Standards of Governance and Financial Management', the 'Scottish Social Housing Charter', and sector best practice, including the following guidance issued by the Scottish Federation of Housing Association:

- Governing Body Members Annual Review Guidance; and
- Governing Body Succession Planning and Recruitment Guidance.

Related Policy/ Procedure:

- Board induction framework.

3. Scope

These policies shall apply to all Viewpoint Board Members, however appointed to the Board; whether by skills co-option, co-option to fill a vacancy, election, or appointment by the Board.

4. Compliance & Support

The Board (its members individually and collectively) will be responsible for ensuring that they comply with the policies in this pack, as necessary.

The Director of Finance and Business Support shall be responsible for:

- Providing guidance to the Chair, Vice Chair, and Board on the policies in this pack, to ensure compliance;
- Reporting non-compliance with any of the policies to the Board; and
- Administer relevant Board processes.

Any policy breach could lead to a breach of Viewpoint's Rules, as well as non-compliance with one or more elements of the Regulatory Standards. In certain cases a breach may render an appointed Board member's appointment ultra vires and require a reappointment to be undertaken. Such a breach would require to be reported to the SHR as a Notifiable Event.

Where a Board member has misled the organisation with respect to significant facts, they may be subject to removal proceedings. Such a breach may require to be reported to the SHR as a Notifiable Event.

5. Equality Impact Assessment (EIA)

In accordance with Viewpoint's Equality & Diversity Policy, the Policies in this pack have been consciously considered to judge whether there is any likelihood that their presentation or operation could in any way lead, no matter how inadvertently, to discrimination. The conclusion of this exercise is that it is believed that the Policies in this pack should operate in a non-discriminatory way, and consequently an EIA has not been completed.

6. Privacy Impact Assessment (PIA)

No data protection implications have been identified in relation to the review of the policies in this pack, and consequently a PIA has not been completed.

Board members' and prospective Board members' personal data will be processed in accordance with Viewpoint's Privacy policy, and supporting procedures. Personal Data, and Special Category Data as necessary, will be collected for a range of purposes to ensure that Board members are able to participate fully in their roles.

7. Monitoring & Evaluation

Compliance with the policies in this pack shall be monitored as set out at section 4 above.

The CEO will ensure that the policies in this pack are reviewed at least every 3 years.

Board Member Recruitment Policy

1. Policy Statement

We recognise that having a mix of established and new members on the Board is key to achieving good governance because the Association benefits from both experience and new ideas. The in-depth knowledge and understanding of experienced members is vital. However, new members can bring essential objectivity and independence to familiar practices and thinking.

Appointment to be a Board member shall be subject to a fair, open and transparent process.

Under our Rules (Rule 37.1), the Board must have a minimum of 7 and a maximum of 15 members, including up to 10 elected members (including co-optees), and up to 5 appointed members. We will keep under continuous review the size and composition of our Board in order to ensure that it is able to exercise its responsibilities effectively.

Board members will usually serve up to nine years, however served (consecutive or intermittent). The only exception to the maximum term of 9 years will be in instances where the Board gives its approval in advance to any Board member who is seeking to be re-elected after nine or more years. In deciding whether to give its permission or approval, the Board will consider the outcome of the relevant Board member's annual reviews.

Any eligible person may seek to be elected or appointed. An eligible person will be a natural person who meets the criteria set down in Rules 37.3 and 43 of our Rules.

Initially, individuals may be co-opted to the Board until the next Annual General Meeting, whereupon they will be required to step down in order to seek election. However, there is no legal obstacle to an eligible individual seeking election at a General Meeting, subject to the necessary notices being issued in accordance with the provisions for the running of a general meeting.

Alternatively, the Board may appoint up to 5 individuals as Board Members for a specified term in office, subject to such persons being willing and eligible to be appointed. A majority of Board members must at all times be elected Board members (including Co-optees).

Viewpoint shall maintain a skills map of needs and of its Board members. Where there are gaps in skills available on the Board, those shall form areas of priority for any Board recruitment.

Viewpoint is committed to ensuring that its tenants have the opportunity to be actively involved in the running of the organisation. In pursuit of this principle, we will aim to have at least two Board members at any time who are tenants.

Support and training will be provided to all those who are appointed or elected to be a Board member.

The principles underlying this policy are as follows:

- **Accountability**
We ensure that our business is directed by a Board which reflects the needs and expectations of our members, customers and local communities, and that we are accountable to them.
- **Expertise**
Our Board will, collectively, possess the range of skills, experience and objectivity to give effective strategic direction and deliver good tenant outcomes.
- **Openness**
Any interested individual should have the opportunity to put their names forward as potential members of the Board.

Viewpoint's Governing Body Recruitment Process is set out at Appendix 1 to this policy.

2. Aim (sometimes called Purpose)

The purpose of this policy is to set out the arrangements for recruiting new members to the Board of Viewpoint Housing Association. The policy is consistent with our Rules, our Standing Orders and the Scottish Housing Regulator's Regulatory Standards for Governance and Financial Management.

Appendix 1 Governing Body Recruitment Process

1. This document sets out the Association's policy on the recruitment of Board members. There are two routes to appointment as a Board member: election, co-option to fill a vacancy, co-option on a skills basis, or appointment.
2. The stages of the appointment process may be summarised as follows:
 - Identification of new Board members;
 - Receipt of application;
 - Pre-appointment due diligence;
 - Co-option and/or election; and
 - Post-appointment due diligence.
3. In relation to identification of new Board members, any member of the Association as defined in the Rules and who meets the criteria for eligibility may stand for election as a Board member. In advance of the AGM, the Company Secretary will advise all members that nominations are being sought for election to any vacancies. This requires to take place in sufficient time to permit due diligence checks.

Any Board member at any time may make a recommendation of an individual for potential co-option or appointment as a Board member to fill a skills gap on the Board. Recommendations should be made

- Via the Company Secretary, or
- Directly to the Chair or Vice Chair copied to the Company Secretary.

Any member of the Association may express an interest in becoming a Board member.

There is nothing inherent in this policy to preclude the use of advertising or a recruitment agency for the purpose of identification of Board members.

Board members may wish, following due diligence checks, to consider co-opting prospective Board members, in the first instance with election proposed at the next AGM. Alternatively Board members may wish appointing a prospective Board member for a fixed term, in accordance with Viewpoint's Rules.

4. On receipt of a recommendation, the Company Secretary will, if not already received, invite the individual to prepare and submit either a Curriculum vitae or a Life's Experiences Statement. Concurrently, the

individual will also be provided with a copy of the skills matrix and asked to complete it.

The CV/LES and skills matrix will be reviewed by the Company Secretary against the Board skills matrix and simultaneously the Officers (Chair, Vice Chair and Treasurer) will consider the individual's experience as set out in their CV/LES.

At the request of the Chair or Vice Chair, the Company Secretary will write to the individual inviting them to meet with the Chief Executive and then not more than three Board members one of whom must be either the Chair or Vice Chair.

Where an individual is being considered for co-option or appointment, if considered appropriate, the individual may be invited to join a working party/group or committee in the first instance.

5. Once it is established that the individual is able to make a suitable contribution and that the individual is comfortable with the Association and what is required, the Company Secretary will, at the request of the Chair or Vice Chair, invite the individual to attend a Board meeting as an observer.

If all parties are comfortable, then the individual will be co-opted or appointed to the Board via a resolution of the Board and the individual, where not already a member of the Association, shall make an application for Membership of the Association. The Company Secretary shall then make entries to the Register of Members and the Register of Directors.

In the event that the individual is co-opted, at the next available General Meeting, the individual, if all remain satisfied, will stand for election to the Board.

6. Due diligence on Board members' takes place in two stages:

Pre-appointment:

- CV/LES;
- Meeting with CEO and 2 Board members;
- Observer at Board - where possible.

Post-appointment:

- Verification of identity;
- Disclosure Scotland Basics check.

Board Member Learning and Development Policy

1. Policy Statement

When individuals make a commitment to Viewpoint through joining the Board, they also recognise their duty to develop any new skills or knowledge necessary to the effective execution of their role as Board members.

This policy sets out Viewpoint's plans for supporting the learning and development of Board members. There is a separate Board Member Appraisal Policy and Induction Framework/ Pack.

There are several principles that inform Viewpoint's approach to Board member learning and development:

- The collective Board's training needs are identified through the process of collective appraisal of the Board and through skills audits;
- Collective training needs may also be identified or informed by emerging trends from the appraisal of individual Board members;
- Individual Board members' training and development needs are identified through the appraisal process;
- Board members have a responsibility to familiarise themselves with Viewpoint's business;
- Board members have a responsibility to familiarise themselves with new initiatives within the sectors of Viewpoint's business, as well as relevant government and regulatory policy;
- Viewpoint makes provision to support Board members in the fulfilment of these responsibilities;
- Training should be an enjoyable activity, particularly as Board members are giving their time voluntarily;
- Training opportunities will take into account preferred learning styles; and
- The business environment is dynamic, and therefore Board members should be willing to attend training throughout their tenure on the Board.

Viewpoint's Learning and Development Arrangements for Board members are set out at Appendix 1 to this Policy.

2. Aim (sometimes called Purpose)

The primary objective of supporting Board learning and development is to ensure that the Board comprises the skills and qualities it needs to give Viewpoint capable leadership and control. A well trained Board is essential to the effective leadership of Viewpoint. A secondary objective is to ensure that Board members individually are confident in their roles. Where Board members identify support arrangements that would benefit them, Viewpoint will do its best to make that support available.

Appendix 1 Learning and Development Arrangements for Board Members

1. Viewpoint is committed to providing a programme of Board briefings, training and Away Day sessions which are designed to keep all Board members well informed and up to date about Viewpoint's business and the environment in which it works. Board members' attendance and participation at such events is monitored and forms part of the data which is reviewed regularly to inform the appraisal process.
2. Information about current training seminars, courses and conferences is regularly circulated, and members are encouraged to attend those of interest (subject to budgetary constraints). Provision is made for all Board members to attend at least one relevant external event each year. Provision is also made for all Board members to be regularly provided with specialist literature.
3. Viewpoint recognises the value of learning through real examples and scenarios. Where external trainers are employed, effort is made to ensure that they use the relevant documents (e.g. current budget information) of Viewpoint as part of their approach. An annual organised visit to schemes or sites is also encouraged.
4. Board members do not work in isolation and need to learn and work as a team. This team spirit can take time to develop, in particular as different people join or depart from the Board. The benefits of spending relaxed discussion time with other Board members carries forward into the workings of the Board's formal agenda, resulting in a better mutual understanding and more effective decision-making processes. The Board plans to have at least one session per annum devoted to strategy and to the Board's effectiveness as a team, and aims to hold this session off site, with time allocated also to informal socialising (for example, over dinner).
5. The annual collective appraisal exercise is intended to identify gaps and needs among the Board and to lead to the creation of a Board learning and development plan, which is reviewed following each year's appraisal exercises.
6. As many Board members come to Viewpoint with a wealth of experience, if deemed appropriate, Board members with specialist skills or knowledge may be asked to provide training.

Board Member Appraisal Policy

1. Policy Statement

This policy sets out Viewpoint's arrangements for Board and Board member appraisal, and the commitment and principles that inform the arrangements.

The Board recognises that its effectiveness is critical to the success of Viewpoint. It recognises that, as with all Boards, it has the potential to develop and improve and, indeed, that it must continue to develop in order effectively to lead Viewpoint in changing times. The annual Board appraisal process is the primary means through which the Board continues to develop both collectively and as individual Board members.

The Board leads by example, promoting values for the whole organisation and exhibiting the behaviour that it seeks to embed throughout Viewpoint. Regular Board appraisal demonstrates Viewpoint's commitment at the highest level to continuous improvement and effective performance management.

Viewpoint's Board and Board member appraisal arrangements are informed by the principles of good governance and effective performance management. In conducting its appraisals, the Board promotes a culture in which:

- there is a real desire to improve and a recognition of the need to change
- constructive challenge and open debate are the norm
- the emphasis is on finding solutions
- poor performance is tackled, achievements and successes are celebrated
- assessments are made on fact and evidence, using good quality information, advice and support
- external comparison and challenge is invited
- stakeholders' views are sought and listened to.

Viewpoint's Board appraisal process will:

- Make people feel valued
- Support Board members to get to know each other better
- Support sharing of view about how meetings work
- Allow for discussion of the relationships between governing bodies and staff
- Consider the quality of information presented to the governing body
- Identify potential for change and improvement
- Support the planning of training and development

- Support ascertaining what makes a Board member feel their contribution is worthwhile
- Support the identification of potential office-bearers
- Support planning for the future
- Allow for consideration of the Nine Year Rule

Viewpoint's Board Appraisal Process is set out at Appendix 1 to this Policy.

2. Aim (sometimes called Purpose)

The specific objectives and focus of the appraisal process may vary from year to year. For example, in a year when Viewpoint is undertaking a fundamental review of its vision and strategy, it may be appropriate for the annual Board appraisal exercise to take a similarly fundamental approach, examining the role, functions, structures and membership of the Board in the context of the Viewpoint's evolving strategy. The specific objectives of the appraisal are therefore reviewed and agreed by the Board at the start of each annual appraisal round.

In general, however, the objectives of Board appraisal are to:

- evaluate the contribution that the Board has made – the value it has added – to the achievements of Viewpoint;
- critically appraise the Board's performance against its core duties, objectives and targets, identifying – in order to learn from – both successes and failures;
- identify the key challenges, risks and opportunities that the Board should be addressing in the forthcoming period;
- identify the development priorities for the Board in terms of, for example:
 - adding to or revising the tasks it should undertake
 - increasing the Board's commitment to specific topics or initiatives
 - making changes to the way in which the Board goes about its business or in which Board members work together;
- review the skills and competencies of individual Board members and the Board as a whole and identify any gaps to be filled and the means by which they will be filled – for example, through training or recruitment;
- review the contribution and performance of individual Board members in order to identify areas of weakness or under-performance

and to recognise areas of strength and achievements. Where appropriate, draw up an action plan to address individual performance issues; and

- draw up a clear Board learning and development plan to support the continuous improvement of the Board to meet the challenges faced by Viewpoint.

Appendix 1 Viewpoint’s Board Appraisal Process

1. Viewpoint’s Board appraisal arrangements are based on an annual appraisal process for both individuals and the Board as a whole. The arrangements may make use of an external consultant where it is felt appropriate.
2. **Process for the Appraisal of the Board as a whole and Individual Board Members**

Stage 1	Board members complete a questionnaire covering: <ul style="list-style-type: none"> • Board performance; • Own performance; • Motivation and commitment; • Skills self-assessment and analysis; and • Training and development.
Stage 2	The Chair also seeks feedback from the Executive Team, and possibly key external stakeholders, on the performance of the Board as a whole.
Stage 3	The Chair will have an appraisal meeting with each Board member to discuss and agree the individual performance of the Board member, identify individual training needs as well discuss the individual Board member’s views of the performance and skills of the Board as a whole. A record of the meeting, recording agreed actions will be made. In accordance with good practice, from time to time and at the Chair’s discretion, the meeting with the Chair may be externally facilitated.
Stage 4	The Chair gives feedback to the Board on its collective performance including themes and key issues, and where relevant, recommendations to improve Board performance. At this stage also the Board will consider the annual review process itself, and whether any changes or developments should be considered.
Stage 5	The Chair develops an action plan, including succession planning, and individual and collective training and development, and a timetable for review of progress and performance against the plan which is reviewed and approved by the Board.

3. Process for the Appraisal of the Chair of the Board

Stage 1	Board members complete a confidential Chair's appraisal questionnaire. The Executive can be invited to participate.
Stage 2	The Vice-Chair analyses completed questionnaires and prepares a briefing note for the panel of Board members (normally two Board members including the Vice Chair) who will be carrying out the Chair's appraisal.
Stage 3	Board member panel, supported if necessary by a consultant, has an appraisal meeting with the Chair. The Vice Chair prepares a note of the meeting, recording agreed actions.
Stage 4	The Vice Chair reports back to the Board.

Board Member Succession Planning Policy

1. Policy Statement

This policy sets out Viewpoint's plans for Board renewal, and the principles that inform that process.

The policy sets out the broad parameters within which Viewpoint identifies successors, and the mechanism through which Board renewal will take place. Having a policy in place is intended to help separate the process and concept from personalities and relationships.

There are several principles that inform Viewpoint's approach to succession planning and Board renewal:

- The process should happen in a systematic way and on a continuous basis, without large, unexpected changes, and should be open and transparent;
- Board renewal will aim always to ensure the Board's diversity and representation of skills and experience; and
- Board members will usually serve a maximum term of office of 9 years (usually 3 terms of 3 years) and only in exceptional circumstances will Board members serve for a longer term.

Terms of Office and Succession Planning arrangements are set out at Appendix 1 to this policy.

2. Aim (sometimes called Purpose)

Renewal of Boards is an important component in ensuring that Boards remain alive to the ever-changing circumstances of their business environment and continue to be effective. Board renewal also contributes to mitigating the risk to good governance of Board complacency and 'group think'.

A core of experienced Board members is important in providing continuity, knowledge of the recent history of decision-making and in-depth experience of the organisation. New Board members are important in refreshing both the Board's sense of challenge and alertness to new ideas, and in questioning the adherence to traditional modes of working or thinking.

Succession planning is therefore about managing change in a planned way so that Boards retain a foundation of experienced Board members, while ensuring a mechanism through which a slow stream of new Board members can be

introduced and the longest serving members can be allowed to relinquish their duties. Succession planning also allows a Board to realign in concert with the business environment: strategic planning and new business development may demand new skills and experience of a Board, and it is inevitable that the demands of the Board will change over time.

Succession planning can extend programmatically to identifying who will succeed into certain posts or roles. It is Viewpoint's policy to co-opt potential replacement Board members 6 months in advance where it is known that a gap in skills is going to appear on the Board as a result of Board members retiring.

Appendix 1- Terms of Office and Succession Planning arrangements

1 Terms of Office

- 1.1 Viewpoint's Rules say that one-third of all Board members should retire from office at each AGM and that those who retire should be those who have been longest in office. Retiring Board members may be eligible for re-election without nomination.
- 1.2 Because the Board of Viewpoint wishes to follow good practice in terms of effective governance, and because there is a desire for managed change, the Board favours a maximum term of office of 9 years.
- 1.3 Terms of office are calculated from the date when a Board member joins the Board as a co-optee or upon election.
- 1.4 The only exception to the maximum term of 9 years will be in instances where the Board gives its approval in advance to any Board member who is seeking to be re-elected after nine or more years. In deciding whether to give its permission or approval, the Board will consider the outcome of the relevant Board member's annual reviews.
- 1.5 Where there is any risk that more than 2 Board members may step down at any one time (for example because a large number joined the Board in the same year), this will be managed by either asking Board members to retire early, and/or recruiting in advance of retirements. These decisions will need to be informed by a skills audit of the Board (i.e. which skills are necessary for the Board's effective operation at that time) and by the Chair's canvassing of those individuals' needs and intentions. In such an event, the Chair will make recommendations to the Board for the Board's approval.
- 1.6 The maximum period of service in the role of Chair of the Board is 5 years, and the proposed maximum period of service in the role of Vice Chair, or Chair of a Committee is 6 years.

2. Succession arrangements for all Board members

- 2.1 Where possible, all Board members are asked to provide six months' notice of their plans to retire or leave the Board. This will allow the Board sufficient time to identify what kinds of skills and experience will be required of any new members, and to put in place suitable arrangements for recruitment and induction.
- 2.2 Annual appraisals of individuals by the Chair will seek to identify in advance any plans that Board members have to step down in the future,

or any aspirations that they have in terms of occupying positions on Committees or on the Board (e.g. chairing). Board members have a responsibility to be candid in respect of their future plans or aspirations.

- 2.3 Board members of Viewpoint are appointed by the shareholders. Names put forward to shareholders are identified through a stated, transparent procedure, and further details can be found in the *Board Member Recruitment Policy*.

3. Succession arrangements for the Chair

- 3.1 The Chair is appointed annually at the first Board meeting after the AGM. Normally the Chair is reappointed, but when the Chair is retiring from the Board it is necessary for the Board to prepare well in advance for the recruitment of a new Chair.
- 3.2 Individual appraisal processes may help to identify Board members who aspire to be Chair and consideration is given by Viewpoint to how these individuals may be supported, e.g. through mentoring or through a potential new Chair being appointed to the role of Vice Chair for a period of time. Support to existing and appropriate Board members with aspirations will help them to acquire the necessary skills and to compete on an equal footing.

4. Co-optees and Appointed Board Members

- 4.1 In accordance with Viewpoint's Rules, the Board may co-opt (up to 1/3 of the total elected Board members at any given time) suitable persons to the Board or any sub-committee. The Board may also appoint up to 5 Board members for a specified term of office. Co-opted Board members may participate in Board business and vote at Board meetings except in matters which directly affect the Rules, the membership of Viewpoint or the election of Officer bearers.
- 4.2 The use of co-optees and appointed Board members may be appropriate in circumstances in which the Board identifies any specialist skills necessary to support the Board's work and Viewpoint's business.