

## **BOARD RECRUITMENT POLICY**

### **Recruitment Policy for Non-Executive Board Members**

#### **Aim of the Policy**

- 1.1 This policy applies to all Phoenix Community Housing Group Board Members.
- 1.2 The purpose of this policy is to set out the criteria that will be used to identify and recruit Board members to the Group Board, and to detail the procedures to be followed to ensure that in line with best practice and regulatory requirements, the Group appoints on a skills basis to the Board in an appropriate, timely and properly skilled manner.
- 1.3 The policy aims to ensure that the Group Board has the appropriate balance of skills, qualities and experience to enable them to discharge their respective duties and responsibilities effectively.
- 1.4 The policy aims to ensure a membership which includes people from diverse backgrounds and with diverse attributes to provide healthy debate and challenge from a range of perspectives.
- 1.5 The policy provides a procedure which will ensure that prospective members have their candidacy assessed against objective criteria which will be applied to all applicants irrespective of the routes to membership.
- 1.6 This policy sets out the procedures to be followed when recruiting to the Group Board, in accordance with the Rules and/or this document and terms of reference.
- 1.7 The purpose of the recruitment and selection process is to attract and select the best candidates for the relevant posts.
- 1.8 Policies and documents relevant to this policy include, but are not limited to:
  - PCH Rules.
  - Board and Committee Terms of Reference.
  - Skills & Experience Analysis.

#### **The Policy**

##### **2.0 Summary of Applicable Rules**

- 2.1 The Group is represented by one Group Board and is made up of up to twelve Board Members (including co-optees) or such other number as may be determined by the Board from time to time as follows:

- Six Board Members shall be Residents (including up to one leaseholder);
- Two Board Members shall be nominated by the Council;
- Five Board Members shall be Independent; and

## 2.2 Circumstances in which a person cannot become or remain a Board member:

No one can become or remain a Board member, or co-optee at any time if:

- they are disqualified from acting as a director of a company, as a Board Member of another registered society or as a charity trustee for any reason; or
- they have been convicted of an indictable offence which is not, or cannot be, spent; or
- they have been convicted of any other offence at any time which in the opinion of the Board:
  - brings the Association into disrepute; or
  - is incompatible with the role of Board Member, committee member or co-optee,
 and the Board resolves (by a majority of at least two-thirds) that they should be removed; or
- a composition is made with that person's creditors generally in satisfaction of that person's debts; or
- they are a Resident Board Member and they cease to be a Resident PROVIDED THAT this rule D6.5 shall not apply in respect of a Resident Board Member temporarily ceasing to be a Resident as a result of the demolition of, or works carried out to that Resident Board Member's home; or
- they are an independent Board Member and they become a Resident or a local authority person; or
- the number of Board Members who are local authority persons exceeds the limit in rule D2.2. When such limit is exceeded, the Board Member who has most recently become a local authority person shall immediately cease to be a Board Member; or
- they have absented themselves from three consecutive meetings of the Board or a committee (as the case may be) in one rolling twelve-month period without special leave of absence from the Board; or
- a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a Board Member, co-optee or committee member and may remain so for more than three months; or
- they are a Resident and in the opinion of the Board are in material or serious breach of their tenancy agreement or lease or are subject to a possession order or are in breach of a

suspended possession order, or are subject to any of the following types of court order: Criminal Behaviour Order or Injunction pursuant to section 1 of the Anti-Social Behaviour, Crime and Policing Act 2014, demoted tenancy or closure order or any other judicial order (howsoever named) having equivalent effect; or

- they are a Resident and the Association has obtained an order of a competent court or tribunal against them for recovery of monies due from them to the Association provided that if the order is suspended or is an order for payment in instalments they shall only cease to be a Board Member, co-optee or committee member upon failing to meet the terms of the order, and any Board Member, co-optee or committee member who at any time ceases to qualify under this rule shall immediately cease to be a Board Member, co-optee or committee member (as appropriate).

2.3 Two Board members shall be nominated by the Council with a request that they shall be appointed to the Board. In nominating such Board Members, the Council will work together with the Association to ensure as far as possible that Council nominees have the necessary skills and expertise required by the Association from time to time. Nomination and removal shall be notified by an instrument in writing signed by the Council Shareholder and shall be deemed to take effect upon lodgement at the registered office of the Association or such date later than such lodgement as may be specified in the instrument. Any vacancies occurring among Council Board Members shall be filled as soon as reasonably possible.

### **3.0 Summary of the Applicable Requirements under the NHF Code of Governance 2015**

3.1 The main requirement under the Code states that recruitment to Board vacancies must be open and transparent and based on the Board's considered view of the skills and attributes to discharge its functions. It further states that the Board must select or appoint new members objectively.

3.2 The Code requires that where the organisation's constitution provides for one or more Board Members to be nominated or directly elected, the organisation must ensure that those coming forward bring skills and experience that meet the needs of the Board, and that they are fully aware in advance of the responsibilities that they will undertake. This Provision will apply equally to nominees to any part of the governance structure of the group. New Board members must not be appointed without undergoing a due selection and assessment process to establish their suitability.

### **4.0 Board Member Recruitment Procedure**

4.1 When a vacancy for a Board Member arises or is expected to arise due to the retirement of a member who is approaching the end of their appointed term of office or maximum term of office OR where a resignation occurs, a skills assessment will be undertaken to establish any potential gaps which may arise on the Board or Committee. The skills assessment will be in line with the group's skills & experience analysis that is regularly reviewed by the Board to ensure that it remains current and takes into account new activities and potential risks.

- 4.2 Potential candidates known to existing Board members or senior staff through a variety of networks and thought to possess the appropriate skills and experience may be contacted and invited to respond to the advertisement.
- 4.3 It is intended that the Phoenix Gateway Committee and other Resident Involvement Groups will be used as a means of developing potential resident Board members. When a resident vacancy to the Group Board arises, members of the Phoenix Gateway Committee and other Resident Involvement Groups will be invited to declare their expression of interest in being considered for the role alongside any interested shareholder candidates.
- 4.4 Independent Board Member applicants will be sought through advertising in relevant publications, newspapers, and on social media. If no applicant is successful, the Board will consider whether or not a recruitment consultant will be approached to identify and approach potential candidates.
- 4.5 Resident applicants will be sought through advertising and public awareness events as deemed appropriate by the Group Board.
- 4.6 Applications will only be accepted for candidates aged 18 and over.
- 4.7 Upon request, all interested candidates will be sent a Recruitment Pack and invited to apply for the position.
- 4.8 The Pack will include as a minimum:
- An application form or request to submit a covering letter.
  - Terms of Reference.
  - Skills Requirements.
  - Board Member Declaration of Interest.
  - Equality and Diversity monitoring form.
- 4.9 As part of their application, all candidates will be requested to demonstrate how their skills and experience will be of benefit to the Board.
- 4.10 As part of the application, eligibility criteria consent will be obtained which will ask every candidate to confirm they comply with the Rules. Checks will be carried out in respect of applications received from tenants (residents)/leaseholders to ensure compliance with Rules D6.
- 4.11 An Interview Panel will be formed comprising members of the Board. The Governance Manager or a suitable replacement will sit alongside the Interview Panel to provide support in an advisory capacity.
- 4.12 The Interview Panel will assess the applications received based on a list of requirements in line with the skills matrix.

- 4.13 Consideration will also be given at this stage to any potential conflicts of interest which may arise. The Interview Panel must be mindful of potential conflicts of interest which can arise. Their ability to be appointed to the Interview Panel must also be carefully considered by Board to ensure there is no indirect or perceived duality or conflict of interest.
- 4.14 Short-listed candidates will be invited to attend an interview with the Interview Panel.
- 4.15 Candidates who are not shortlisted will be advised accordingly.
- 4.16 Candidates must disclose whether any of their activities or membership of other organisations might lead to a conflict of interest with the Organisation's work. Candidates must also disclose during the recruitment process any issue which may automatically prevent them being admitted as a Board member as defined in the Rules. The Interview Panel will agree a set of questions and will provide the candidate with an opportunity to disclose whether any of their activities or membership of other organisations might lead to a conflict of interest with the Associations work.
- 4.17 The interview will provide sufficient time for discussion about the role and give opportunity for the Panel to gain an understanding of how the candidates experience, skills and capabilities are relevant to the position.
- 4.18 Alternative interview methodology such as conference calls, video calls, will be considered in exceptional circumstances.
- 4.19 Candidates will be notified by telephone by the Chair of the Interview Panel/Governance Manager and in writing of the outcome of the interview.
- 4.20 The Interview Panel will make recommendations to the Board in respect of all appointments.
- 4.21 In the event that there are more suitable candidates than there are vacancies, those candidates who are deemed to be appointable but due to the competition cannot be appointed, will be placed on a reserve list. The reserve list will only remain valid until the next September General Meeting following their inclusion on the list or such other period as the Board determine but no longer than the second September General Meeting after listing.
- 4.22 Following confirmation of the appointment, all Board Members including Co-opted Members will be expected to sign Letter of Appointment, Declaration of Interest and a Code of Conduct.

## **5.0 Council Board Members (subject to a joint protocol with LBL)**

- 5.1 When a vacancy for a Council Board Member arises, the Council will be requested to make a nomination in accordance with the joint protocol between Phoenix Community Housing and the London Borough of Lewisham.
- 5.2 Discussions will take place with the Council to ensure that as far as possible Council nominees have the necessary skills and expertise as required by the group.

5.3 Council nominees will be required to attend an interview with a panel of Board Members.

## **6.0 Board Member Tenure and Terms of Office**

6.1 Board members will be appointed for a fixed term of up to three years. If it deems it appropriate the Board can set shorter terms e.g. in order to stagger retirements and ensure continuity or better reflect skills needs and review performance on a more regular basis.

6.2 No Board member may serve beyond nine consecutive years in office, other than where the Board agree that circumstances exist where it would be in the best interest of the Association for a Board Member to serve for a longer period. Any proposal to serve beyond 9 years would be the exception and require appropriate engagement with the Regulator before reaching a conclusion.

6.3 Any Board Member having completed nine years' continuous service (or nine years' continuous service plus any extended period agreed by the Board shall not be eligible for re-appointment until one full term of office (3 years) has expired.

6.4 The Governance Code states where someone has served on a committee or panel, and then joins the board, that previous service need not count towards the overall tenure limit, so long as the person was not a board member. When appointing to the Group Board an appropriate term of office will be considered to take into account the need for renewal and refreshment of board skills.

6.5 On completion of a 3-year term, the Board Chair will make a recommendation to the Group Board, taking into account the most recent Board Member appraisal and skills & experience analysis on whether to re-appoint for a further 3-year term, subject to 6.2 above.

## **7.0 Co-optees**

7.1 The Board may appoint co-optees to serve on the Board on such terms as the Board resolves. However, no more than three co-optees can be appointed to the Board or any Committee at any one time and in no circumstance can the overall makeup of the Board be more than 12 members

7.2 Co-optees could be appointed to the Board where specific skills are required, for time limited projects or in any other circumstance the Board deem it appropriate and usually for a short period of time.

7.3 The terms of appointment and requirement to undertake to comply with statements of obligations/codes of conduct etc would be determined by Board on the recommendation from the Chair as detailed above.

## **8.0 Recruitment and Selection Process for Chair/Vice Chair positions of the Group Board**

8.1 When the Chair/Vice-Chair announces his or her intention to resign, or is approaching the end of their appointed term, existing Board/Committee Members, including the Chair/Vice-Chairs will

be invited to express an interest in becoming the new Chair/Vice Chair as part of the annual Board member appraisals. These expressions will be considered by the Chair and recommendations made to the Board.

8.2 Any contest will, at the discretion of the Board, be held by secret ballot.

### **9.0 Appointments to the Board Sub-Committees.**

9.1 In accordance with the Committee's Terms of Reference, Chairs of the Board Sub-Committees will be elected by the relevant sub-committees on the basis of their expertise and experience in the areas delegated to the Sub-Committee and; they will serve for a year.

9.2 Members of the Remuneration and Nominations Committee will be selected by the Common Board on the basis of their expertise and experience in the areas delegated to the Remuneration and Nominations Committee; they will serve for a maximum of three years.

### **10.0 Induction**

10.1 Following approval of the appointment by the Board, the Association will support all new Board members, with a programme of induction in accordance with the group Board and Committee Member Induction Process.

### **11.0 Training and Development Programme**

11.1 To support Board and Committee members to fulfil their roles and responsibilities, the Association offers a detailed programme of training and development. The programme is developed based on the training needs of individual members and the Board and Committees as a whole and is identified during the induction/appraisal process.

### **12.0 Succession Planning**

12.1 In line with the Succession Plan for Board Members and the Board Chair & Vice-Chair, the Group Board will be proactive in looking at its future needs in terms of Board and Committee composition, skills and experience, planning for and where desirable, encouraging turnover in membership.

## **Monitoring and review**

This policy will be reviewed every three years or sooner whenever there are changes to legislation or good practice.

## **Legislation**

- Equality Act 2010
- Anti-Social Behaviour, Crime and Policing Act 2014
- Data Protection Act 2018

## Reference to other documents and associated policies and procedures

Including:

- The Governance Code
- Board and Committee Terms of Reference
- Phoenix Rules
- Recruitment Pack
- Standard Letters
- Letter of Appointment
- Declaration of Interest
- Code of Conduct.
- Equality and Diversity Charter

## Definitions

(Term/acronym)	Description
Resident	Includes tenants and leaseholders.
Phoenix /PCH	Phoenix Community Housing.

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